CARDINAL HEALTH INC
Form POS AM
December 09, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON DECEMBER 6, 2002

REGISTRATION NO. 333-100564

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FORM S-4
POST-EFFECTIVE AMENDMENT NO. 1
TO
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CARDINAL HEALTH, INC.
(Exact name of registrant as specified in its charter)

OHIO	5122	31-0958666
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

7000 CARDINAL PLACE
DUBLIN, OHIO 43017
(614) 757-5000
(Address and telephone number of Registrant's principal executive offices)

PAUL S. WILLIAMS, ESQ.
EXECUTIVE VICE PRESIDENT, CHIEF LEGAL OFFICE
SECRETARY
CARDINAL HEALTH, INC.
7000 CARDINAL PLACE, DUBLIN, OHIO 43017
(614) 757-5000
(Name, address and telephone number of agent for service)

COPIES TO:

DAVID A. KATZ, ESQ.
WACHTELL, LIPTON, ROSEN & KATZ
51 WEST 52ND STREET
NEW YORK, NY 10019-6150
(212) 403-1000

PAUL T. SCHNELL, ESQ.
RICHARD J. GROSSMAN, ESQ.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
FOUR TIMES SQUARE
NEW YORK, NEW YORK 10036
(212) 735-3000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE OF THE SECURITIES TO THE PUBLIC: As soon as practicable after this Post-Effective Amendment to the Registration Statement becomes effective.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box: [ ]

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: [ ]

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: [ ]

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE(1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(1)
Common Shares, without par value...	13,762,764	$54.8723	$755,195,030.25

(1) Pursuant to Rule 457(f)(1) and 457(c) promulgated under the Securities Act and estimated solely for purposes of calculating the registration fee, the proposed maximum aggregate offering price is $755,195,030.25, which equals the average of the high and low prices of the common stock, par value $0.05 per share ("Syncor Common Stock"), of Syncor International Corporation ("Syncor"), of $25.79, as reported on The Nasdaq National Market on December 2, 2002, multiplied by the total number of shares of Syncor Common Stock (including shares issuable pursuant to the exercise of options to purchase shares of Syncor Common Stock) to be cancelled in the merger (the "Merger") of a subsidiary of Cardinal Health, Inc. ("Cardinal Health") with and into Syncor. The proposed maximum offering price per common share, without par value, of Cardinal Health ("Cardinal Health Common Share") is equal to the proposed maximum aggregate offering price determined in the manner described in the preceding sentence divided by the maximum number of Cardinal Health Common Shares that could be issued in the Merger based on an exchange ratio of 0.47.

(2) A fee of $60,080.19 was previously paid pursuant to Rule 14a-6(i) promulgated under the Securities Exchange Act of 1934, as amended, in connection with the filing of the preliminary proxy statement/prospectus on July 18, 2002. An additional fee of $38,359.12 was paid on October 16, 2002 in connection with the filing of the registration statement.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT, OR UNTIL THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

SUBJECT TO COMPLETION -- DECEMBER 6, 2002

[SYNCOR LOGO]

December [ ], 2002

Dear Stockholder:

We are writing to advise you of the following important developments relating to the special meeting of stockholders of Syncor International Corporation to consider the proposed merger agreement with Cardinal Health:

- The special meeting, which was originally scheduled to be held on November 19, 2002 and was later postponed until December 6, 2002, has been adjourned to and will reconvene on, Monday, December 30, 2002. The adjourned meeting will now be held at 2:00 p.m., California time, at the Warner Center Hilton Hotel, 6360 Canoga Avenue in Woodland Hills, California.

- Syncor and Cardinal Health have entered into an amendment to their merger agreement which, among other things, reduces the portion of a Cardinal Health common share that you will receive for each Syncor share that you own from 0.52 of a Cardinal Health common share to 0.47 of a Cardinal Health common share. You will continue to receive cash in lieu of fractional Cardinal Health common shares.

- The reduced exchange ratio in the merger was the result of negotiations between Cardinal Health and Syncor which began following the announcement by Syncor of the findings of an investigation by a special committee of three outside directors of Syncor into the propriety of certain payments made by international subsidiaries of Syncor to customers in several foreign jurisdictions.

- Syncor has reached agreements with both the U.S. Department of Justice and the staff of the U.S. Securities and Exchange Commission resolving claims that these governmental authorities have against Syncor in connection with the matters that are the subject of the special committee's investigation. These settlements are described in more detail in the accompanying document.

- The Syncor board of directors has unanimously approved (with Monty Fu, who has been on paid leave pending completion of the investigation, not participating) the revised terms of the merger agreement and the merger and continues to believe that the merger agreement and the transactions contemplated by the merger agreement are advisable and fair to and in the best interests of the Syncor stockholders. ACCORDINGLY, THE SYNCOR BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE APPROVAL OF THE AMENDED MERGER AGREEMENT AT THE RECONVENED SPECIAL MEETING. YOUR VOTE IS VERY IMPORTANT.

- If you have already voted and wish to change your vote as a result of these developments or otherwise, you may do so by using the enclosed new proxy card or by voting via the internet or by telephone. If you have already voted and do not wish to change your vote, your original vote will be counted.

The accompanying document contains important supplemental information concerning these recent developments and related matters since the mailing to you on October 17, 2002 of the Notice of Special Meeting and Proxy Statement.

Cordially,

[/s/ Bernard Puckett]	[/s/ Robert G. Funari]
BERNARD PUCKETT	ROBERT G. FUNARI
Lead Director of the Board	President and Chief Executive Officer

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE SECURITIES TO BE ISSUED OR DETERMINED IF THIS DOCUMENT IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THIS DOCUMENT DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY ANY SECURITIES IN ANY JURISDICTION WHERE AN OFFER OR SOLICITATION WOULD BE ILLEGAL.

This document is dated December [], 2002 and is first being mailed to stockholders on or about December [], 2002. You should read this document carefully and together with the Notice of Special Meeting and Proxy Statement mailed to you on or about October 17, 2002 and the Supplemental Notice of Postponement of Special Meeting of Stockholders and related attachments mailed to you on November 25, 2002.

REFERENCES TO ADDITIONAL INFORMATION

This document incorporates important business and financial information about Cardinal Health and Syncor from documents that are not included with this document. This information is available to you, without charge, upon your written or oral request. You can obtain documents incorporated by reference in this document (with the exception of certain exhibits to those documents) by requesting them in writing or by telephone from the appropriate company at the following address:

Cardinal Health, Inc. 7000 Cardinal Place Dublin, Ohio 43017 (614) 757-5000 Attention: Vice President -- Investor Relations	Syncor International Corporation 6464 Canoga Avenue Woodland Hills, California 91367-2407 (818) 737-4000 Attention: Director -- Investor Relations

IF YOU WOULD LIKE TO REQUEST DOCUMENTS, PLEASE DO SO BY DECEMBER 23, 2002 IN ORDER TO RECEIVE THEM BEFORE THE SPECIAL MEETING. SEE "WHERE YOU CAN FIND MORE INFORMATION" ON PAGE 47.

IMPORTANT NOTE

WE HAVE NOT AUTHORIZED ANY PERSON TO PROVIDE YOU WITH ANY INFORMATION OR TO MAKE ANY REPRESENTATION ABOUT THE PROPOSED MERGER OR OUR COMPANIES THAT DIFFERS FROM OR ADDS TO THE INFORMATION CONTAINED IN THIS DOCUMENT OR IN ANY OTHER DOCUMENTS FILED PUBLICLY WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION. THEREFORE, YOU SHOULD NOT RELY ON ANY DIFFERENT OR ADDITIONAL INFORMATION.

IF YOU LIVE IN A JURISDICTION WHERE IT IS UNLAWFUL TO OFFER TO EXCHANGE OR SELL, OR TO ASK FOR OFFERS TO EXCHANGE OR BUY, THE SECURITIES OFFERED BY THIS DOCUMENT, OR TO ASK FOR PROXIES, OR IF YOU ARE A PERSON TO WHOM IT IS UNLAWFUL TO DIRECT THESE ACTIVITIES, THEN THE OFFER PRESENTED AND PROXY SOLICITATION MADE BY THIS DOCUMENT DO NOT EXTEND TO YOU.

THE INFORMATION CONTAINED IN THIS DOCUMENT SPEAKS ONLY AS OF THE DATE

INDICATED ON THE COVER OF THIS DOCUMENT, UNLESS THE INFORMATION SPECIFICALLY INDICATES THAT ANOTHER DATE APPLIES, OR, IN THE CASE OF DOCUMENTS INCORPORATED BY REFERENCE, THE DATES OF THOSE DOCUMENTS. SEE "FORWARD-LOOKING STATEMENTS" ON PAGE 20 OF THIS DOCUMENT.

WITH RESPECT TO THE INFORMATION CONTAINED IN THIS DOCUMENT, CARDINAL HEALTH HAS SUPPLIED THE INFORMATION CONCERNING CARDINAL HEALTH AND MUDHEN MERGER CORP., AND SYNCOR HAS SUPPLIED THE INFORMATION CONCERNING SYNCOR.

IN ADDITION, IF YOU HAVE ANY QUESTIONS ABOUT THE MERGER OR VOTING PROCEDURES, YOU MAY CONTACT:

[MACKENZIE PARTNERS, INC. LOGO]
105 MADISON AVENUE
NEW YORK, NEW YORK 10016
(212) 929-5500 (CALL COLLECT)
E-MAIL: proxy@mackenziepartners.com
or
CALL TOLL-FREE (800) 322-2885

SYNCOR INTERNATIONAL CORPORATION

SUPPLEMENTAL NOTICE
OF SPECIAL MEETING OF STOCKHOLDERS

To the Stockholders of Syncor:

The special meeting of the stockholders of Syncor International Corporation, a Delaware corporation, was postponed from Tuesday, November 19, 2002, to Friday, December 6, 2002. On December 6, 2002, the meeting was convened and then adjourned. The adjourned special meeting will be reconvened at 2:00 p.m., California time, on December 30, 2002 at the Warner Center Hilton Hotel, 6360 Canoga Avenue, in Woodland Hills, California. The purposes of the special meeting are to:

1. Vote on a proposal to approve the Agreement and Plan of Merger, dated as of June 14, 2002, among Cardinal Health, Inc., Mudhen Merger Corp., a wholly owned subsidiary of Cardinal Health, and Syncor, as amended on November 22, 2002 and December 3, 2002. Pursuant to the amended merger agreement, Mudhen Merger Corp. will merge with and into Syncor upon the terms and subject to the conditions set forth in the amended merger agreement, as more fully described in this document and in the Notice of Special Meeting and related materials mailed to you on or about October 17, 2002, which we refer to as the original proxy statement/prospectus, and the Supplemental Notice of Postponement of Special Meeting and Proxy Statement mailed to you on or about November 25, 2002, which we refer to as the first proxy statement supplement. If the amended merger agreement is approved and the merger and the related transactions contemplated by the amended merger agreement are consummated, each Syncor share will become the right to receive 0.47 of a Cardinal Health common share.

2. Adjourn the special meeting, if necessary, to permit further solicitation of proxies in the event there are not sufficient votes at the time of the special meeting to approve the amended merger agreement proposal.

3. Act on any other matters that may properly come before the special meeting.

Your board of directors has fixed the close of business on October 9, 2002, as the record date for determining stockholders entitled to notice of and to vote at the special meeting. The amended merger agreement proposal requires the affirmative vote of the holders of a majority of the outstanding Syncor shares entitled to vote on the merger agreement proposal. Stockholders owning approximately 6.8% of the outstanding Syncor shares as of the record date already have agreed in writing to vote in favor of the approval of the merger agreement proposal.

On October 17, 2002, Syncor mailed the original proxy statement/prospectus to stockholders of record for a special meeting of stockholders which was originally scheduled to be held on November 19, 2002, for the purpose of, among other things, voting on the proposed merger agreement with Cardinal Health. On November 6, 2002, Syncor announced that a committee of three outside directors of Syncor, working together with outside counsel and an independent forensic accounting firm, was investigating the propriety of certain payments made by international subsidiaries of Syncor to customers in several foreign countries and that the special meeting scheduled for November 19, 2002 was being postponed until December 6, 2002. On November 25, 2002, Syncor mailed the first proxy statement supplement more fully describing the status of those events as of November 25, 2002. In light of the developments and in order to provide additional time to complete the investigation of its overseas operations and to make appropriate disclosure to stockholders, Syncor postponed the special meeting until 10:00 a.m., California time, on Friday, December 6, 2002. On December 4, 2002, Syncor and Cardinal Health announced the terms of the amended merger agreement. On December 6, 2002, Syncor announced that the December 6, 2002 meeting, when adjourned, would be reconvened at 2:00 p.m., California time, on December 30, 2002.

We describe the special meeting, the amended merger agreement and related matters in the original proxy statement/prospectus and in this document. The accompanying document describes several recent

developments since the mailing to you of the original proxy statement/prospectus and the first proxy statement supplement. This document modifies certain information in the original proxy statement/prospectus and the first proxy statement supplement and should be read together with those documents.

You are cordially invited to attend the special meeting. Enclosed is a new proxy card. The proxy cards that accompanied the original proxy statement/prospectus and the first proxy statement supplement will remain valid. Therefore, any of these proxy cards can be used to submit your vote. If you already returned either proxy card that you received previously, your vote will be recorded unless you submit a subsequent proxy changing your vote or you revoke your proxy. If you have not voted or wish to change your vote, please mark, date and execute the enclosed proxy card and mail it promptly in the enclosed postage-paid envelope.

Whether or not you plan on attending the special meeting, please vote by signing, dating and returning the proxy card included with this document, with the original proxy statement/prospectus or the first proxy statement supplement or by submitting a proxy through the internet or by telephone. Completing a proxy now will not prevent you from being able to vote at the special meeting by attending in person and casting a vote.

IF YOU HAVE ALREADY SUBMITTED A PROXY CARD, YOU DO NOT NEED TO SUBMIT THE ACCOMPANYING CARD UNLESS YOU WISH TO CHANGE YOUR VOTE. HOWEVER, IF YOU DO NOT RETURN OR SUBMIT A PROXY CARD, VOTE BY SUBMITTING A PROXY THROUGH THE INTERNET

OR BY TELEPHONE, OR VOTE IN PERSON AT THE SPECIAL MEETING, THE EFFECT WILL BE THE SAME AS A VOTE AGAINST THE MERGER AGREEMENT PROPOSAL.

By Order of the Board of Directors

[/s/ EDWIN A. BURGOS]
EDWIN A. BURGOS
Secretary

December [ ], 2002
Woodland Hills, California

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INTRODUCTION

Except as described in this document, the information we provided in the original proxy statement/prospectus and the first proxy statement supplement previously mailed to you continues to apply. To the extent information in this document differs from, updates or conflicts with information contained in the original proxy statement/prospectus or the first proxy statement supplement, the information in this document is more current. If you need another copy of the original proxy statement/prospectus and/or the first proxy statement supplement, please call our proxy solicitor, MacKenzie Partners, Inc. at (800) 322-2885 (toll-free) or (212) 929-5500 (call collect). The original proxy statement/prospectus and the first proxy statement supplement may also be found on the internet at www.syncor.com.

QUESTIONS AND ANSWERS ABOUT THE CARDINAL HEALTH/SYNCOR MERGER TRANSACTION

We intend the following questions and answers to provide brief answers to frequently asked questions concerning the proposed merger. These questions and answers do not, and are not intended to, address all the questions that may be important to Syncor stockholders. You should read the summary and the remainder of this document and the original proxy statement/prospectus, the first proxy statement supplement and all of the annexes to all documents carefully.

Q: WHAT DO I HAVE TO DO IN CONNECTION WITH THE MERGER?

A: We cannot complete the merger, unless, among other things, Syncor stockholders vote to approve the amended merger agreement. Syncor is holding a special meeting at which you are entitled to vote on the amended merger agreement.

You may choose one of the following ways to cast your vote:

- by completing and returning the accompanying proxy card in the enclosed postage-paid envelope;
- through the internet or by telephone, as outlined on the accompanying proxy card; or
- by appearing and voting in person at the special meeting.

If the merger agreement is approved by Syncor stockholders and the other conditions to the proposed merger are satisfied, you will receive additional information with respect to your shares of Syncor common stock.

Q: HOW DO I VOTE MY SYNCOR SHARES OR CHANGE MY VOTE IF MY SYNCOR SHARES ARE HELD IN "STREET NAME"?

A: You should contact your broker. Your broker can give you directions on how to vote your Syncor shares or change your vote. Your broker cannot vote your Syncor shares unless he or she receives appropriate instructions from you.

Q: I VOTED PREVIOUSLY. MAY I CHANGE MY VOTE?

A: Yes. If you were the record owner of your Syncor shares on the October 9, 2002 record date and you want to change your vote, you may do so at any time before the special meeting by sending to the Secretary of Syncor a written notice saying that you are revoking your proxy or by submitting a later-dated proxy by mail or telephone or through the internet with your new vote.

Alternatively, you can attend the special meeting in person and vote your Syncor shares yourself at the special meeting.

Q: I VOTED PREVIOUSLY. DO I HAVE TO VOTE AGAIN IF I DO NOT WANT TO CHANGE MY ORIGINAL VOTE?

A: No. If you have already voted and do not wish to change your vote, there is no need to vote again. You should, however, carefully read all of the information in this document before you make any determination as to whether or not you wish to change your vote.

Q: WHEN DO YOU EXPECT TO COMPLETE THE PROPOSED MERGER?

A: We expect to complete the proposed merger as quickly as possible once all the conditions to the merger, including obtaining the approval of Syncor stockholders, are fulfilled. Fulfilling some of these conditions is not entirely within

our control. We currently expect to complete the proposed merger in either late December 2002 or January 2003.

Q: IF I HAVE MORE QUESTIONS ABOUT THE PROPOSED MERGER, WHERE CAN I FIND ANSWERS?

A: In addition to reading this document, its annexes and the documents we have incorporated in it by reference, you can find more information about the proposed merger in the original proxy statement/prospectus and the first proxy statement supplement, each of which should be read together with this document as well as Cardinal Health's and Syncor's public filings with the U.S. Securities and Exchange Commission, which we refer to as the SEC, the New York Stock Exchange and The Nasdaq National Market. See "Where You Can Find More Information." If you require assistance in changing or revoking a proxy or if you have any other questions about the merger, please contact:

[MACKENZIE PARTNERS, INC. LOGO]
105 Madison Avenue
New York, New York 10016
(212) 929-5500 (Call Collect)
or
CALL TOLL-FREE (800) 322-2885
or
E-mail: proxy@mackenziepartners.com

SUMMARY

This brief summary, together with the summary contained in the original proxy statement/prospectus, highlights what we believe is the most important information about the merger transaction. You should carefully read this document, the original proxy statement/prospectus, the first proxy statement supplement and the information incorporated by reference in those documents for a complete understanding of the transactions and our companies' businesses. We have provided a page reference for each item in this summary so that you can easily find additional information about that item.

RECENT DEVELOPMENTS (PAGE 22)

We bring the following recent developments to your attention:

- As a result of negotiations between Cardinal Health and Syncor, which began following the announcement by Syncor of the findings of an investigation by a special committee of Syncor's board of directors into the propriety of certain payments made by international subsidiaries of Syncor to customers in several foreign jurisdictions, Cardinal Health and Syncor entered into an amendment to the merger agreement, which, among other things, reduces the portion of a Cardinal Health common share you will receive for each Syncor share in the merger from 0.52 to 0.47.

- Syncor has reached agreements with both the U.S. Department of Justice, which we refer to as the DOJ, and the staff of the SEC, resolving claims that these governmental authorities have against Syncor in connection with the matters that are the subject of the investigation of the special committee of Syncor's board of directors.

For a more complete discussion of these and other recent developments which have occurred relating to Syncor and the proposed merger with Cardinal Health, please see page 22.

RECORD DATE; VOTE REQUIRED (PAGES 17 AND 18)

You can vote at the special meeting if you owned Syncor shares at the close of business on the record date of October 9, 2002. On the record date, there were approximately 26,103,945 Syncor shares outstanding and entitled to vote. You can cast one vote for each Syncor share you then owned. In order to approve the merger agreement, the holders of a majority of all outstanding Syncor shares entitled to vote with respect to the merger agreement must vote in favor of the merger agreement.

Each of the officers and directors of Syncor, owning in the aggregate approximately 8.5% of the Syncor shares entitled to vote, are expected to vote in favor of the merger, which includes the 6.8% that have agreed to vote in favor of the merger agreement. Cardinal Health's directors and executive officers and their affiliates do not hold any Syncor shares.

OUR REASONS FOR THE MERGER (PAGE 29 OF THIS DOCUMENT AND PAGE 24 OF THE ORIGINAL PROXY STATEMENT/PROSPECTUS)

To understand the reasons why the boards of directors for both companies recommended the merger, including the reduction in the exchange ratio from 0.52 to 0.47, the merger, see the factors discussed on page 29 of this document and page 24 of the original proxy statement/prospectus.

OPINION OF SYNCOR'S FINANCIAL ADVISOR (PAGE 34)

In connection with the revised terms of the merger, the Syncor board of directors received a written opinion from Salomon Smith Barney Inc., Syncor's financial advisor, as to the fairness, from a financial point of view, of the revised exchange ratio provided for in the amended merger agreement.

We have included the full text of Salomon Smith Barney's written opinion dated December 3, 2002 as Appendix D to this document. We encourage you to read this opinion carefully in its entirety for a description of the assumptions made, procedures followed, matters considered and limitations on the review undertaken. Salomon Smith Barney's opinion is addressed to the Syncor board of directors and does not constitute a recommendation to any stockholder with respect to any matters relating to the proposed merger.

APPRAISAL RIGHTS (PAGE 37 OF THE ORIGINAL PROXY STATEMENT/PROSPECTUS)

Under Delaware law, Syncor stockholders are not entitled to any appraisal or dissenters' rights in connection with the merger.

MERGER CONSIDERATION; CONVERSION OF SHARES (PAGE 11)

When we complete the proposed merger, your Syncor shares will be exchanged for Cardinal Health common shares. Each Syncor share will become the right to receive 0.47 of a Cardinal Health common share with cash being paid in place of any fractional shares. Based on the closing per share sale price of Cardinal Health common shares as of December 5, 2002, the value of the Cardinal Health common shares to be received by all of the Syncor stockholders in connection with the merger is approximately $806 million.

For example, a holder of 110 shares of Syncor common stock will receive 51 Cardinal Health common shares, plus a cash payment with respect to 0.7 of a Cardinal Health common share.

Since the number of Cardinal Health common shares that you will receive in the merger is determined by a fixed exchange ratio, the value of what you will receive in the merger will fluctuate.

SYNCOR STOCK OPTIONS (PAGE 41 OF THIS DOCUMENT AND PAGE 39 OF THE ORIGINAL PROXY STATEMENT/PROSPECTUS)

The stock options owned by Syncor employees will be exchanged for stock options of Cardinal Health, subject to adjustments in exercise price and the number of shares to reflect the exchange ratio of the merger of 0.47. Options awarded to Syncor employees before June 14, 2002 will become exercisable immediately upon approval of the merger by Syncor stockholders. Subject to limited exceptions, all other options are subject to the same timing restrictions contained in the original grant.

MANAGEMENT AND OPERATIONS AFTER THE MERGER (PAGE 62 OF THE ORIGINAL PROXY STATEMENT/PROSPECTUS)

After the merger, the Cardinal Health board of directors will continue to manage the business of Cardinal Health, which then will include the business of Syncor as a wholly owned subsidiary. After completion of the merger, Syncor will be part of the Pharmaceutical Technologies and Services division of Cardinal Health.

CONDITIONS TO COMPLETION OF THE MERGER (PAGE 41)

The completion of the merger requires Cardinal Health and Syncor to satisfy a number of conditions including:

- each of the representations and warranties of the two companies in the merger agreement being true and correct;
- approval of the merger agreement by the holders of a majority of the outstanding Syncor shares;
- absence of any governmental or judicial body enjoining the merger;
- an opinion of counsel to the effect that the merger will constitute a reorganization and no gain or loss will be recognized by Syncor stockholders except with respect to cash received in lieu of a fractional Cardinal Health common share;
- the absence of any event that is likely to have a material adverse

effect, exclusive of certain matters, including those relating to the investigation of Syncor's international operations; and

- the entry of a guilty plea by Syncor Taiwan, Inc. in accordance with the agreement reached by Syncor with the DOJ relating to the matters that are the subject of the investigation of the special committee of Syncor's board of directors.

The conditions, other than Syncor stockholder approval, may be waived at the election of the relevant company.

TERMINATION OF THE MERGER AGREEMENT (PAGE 42)

Under certain circumstances, one of the companies may be able to terminate the merger agreement without completing the merger, even if Syncor stockholders have approved the merger agreement. The most important examples follow:

- it becomes illegal to complete the merger;

- the merger is not completed by the earlier of 23 business days after the SEC declares this document effective or March 21, 2003;

- one of the companies breaches an important provision of the merger agreement; and

- the Syncor board of directors changes its recommendation supporting the merger or does not reaffirm its support of the merger within 20 business days after being asked by Cardinal Health to do so.

SUPPORT/VOTING AGREEMENTS (PAGE 55 OF THE ORIGINAL PROXY STATEMENT/PROSPECTUS)

In connection with the merger, Cardinal Health has entered into support/voting agreements with Monty Fu, Chairman of the Board of Syncor, who has been on paid leave of absence, and Robert G. Funari, President, Chief Executive Officer and a director of Syncor. As of the record date, these directors of Syncor beneficially owned approximately 3,008,210 million Syncor shares representing approximately 11% of the outstanding Syncor shares. Of this amount, 41% were unexercised Syncor options. Under the support/voting agreements, each of these directors has agreed to vote all of his Syncor shares in favor of the merger agreement, but the directors are not required to exercise their Syncor options.

MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES (PAGE 44)

Counsel has opined that the merger will be a reorganization for U.S. federal income tax purposes, if completed in the manner expected, meaning that Syncor stockholders will not recognize gain or loss for U.S. federal income tax purposes in the merger, except for gain or loss recognized because of cash received instead of fractional Cardinal Health common shares and possibly with respect to Syncor shares contributed to the capital of Syncor under the Fu letter agreement.

SELECTED HISTORICAL FINANCIAL INFORMATION

The following financial information is to aid you in your analysis of the financial aspects of the merger. We present below selected historical financial data of Syncor as of and for each of the five years ended December 31, 2001 and

as of and for the nine months ended September 30, 2002 and 2001, and of Cardinal Health as of and for each of the five years ended June 30, 2002 and as of and for the three months ended September 30, 2002 and 2001. The historical statement of operations of Syncor for the nine months ended September 30, 2002 and 2001, and the historical balance sheet data as of September 30, 2002 are derived from the unaudited financial statements incorporated by reference in this document. The historical balance sheet data of Syncor as of September 30, 2001, is derived from unaudited financial statements which, in accordance with SEC rules, we have not incorporated by reference in this document. The income statement of Cardinal Health for the three months ended September 30, 2002 and 2001, and the balance sheet data as of September 30, 2002, are derived from the unaudited financial statements incorporated by reference in this document. The balance sheet data of Cardinal Health as of September 30, 2001, are derived from unaudited financial statements which, in accordance with SEC rules, we have not incorporated by reference in this document.

We derived the historical statement of operations data, as restated for discontinued operations, for Syncor for the years ended December 31, 2001, 2000 and 1999, and the historical balance sheet data, as restated for discontinued operations, as of December 31, 2001 and 2000, from audited consolidated financial statements, which we have incorporated by reference in this document. We derived the historical statement of operations data, as restated for discontinued operations, for Syncor for the years ended December 31, 1998 and 1997, and the historical balance sheet data, as restated for discontinued operations, as of December 31, 1999, 1998 and 1997, from audited consolidated financial statements, which, in accordance with SEC rules, we have not incorporated by reference in this document.

We derived the income statement data for Cardinal Health for the years ended June 30, 2002, 2001 and 2000, and the balance sheet data as of June 30, 2002 and 2001, from audited consolidated financial statements, which we have incorporated by reference in this document. We derived the income statement data for Cardinal Health for the years ended June 30, 1999 and 1998, and the balance sheet data as of June 30, 2000, 1999 and 1998, from audited consolidated financial statements, which, in accordance with SEC rules, we have not incorporated by reference in this document.

The historical financial data, as restated for discontinued operations, that appear below are only a summary, and you should read them in conjunction with the historical financial statements and related notes of Syncor. The following data has been restated to allow for comparability due to the announcement on June 14, 2002 of the discontinuation of certain operations, including our U.S. medical imaging business operated by Comprehensive Medical Imaging, Inc., which we refer to as CMI (previously a separate segment for reporting purposes), certain overseas locations and our brachytherapy seeds manufacturing operations. The financial data presented are consistent with the Form 10-K/A-1 for the year ended December 31, 2001 and the Form 10-Q for the period ended September 30, 2002, filed with the SEC by Syncor on October 11, 2002 and November 19, 2002, respectively. Syncor's historical financial statements are included in documents filed with the SEC. See "Where You Can Find More Information" on page 47.

SYNCOR INTERNATIONAL CORPORATION
(IN MILLIONS, EXCEPT PER SHARE AMOUNTS)

AT OR F
NINE M

	AT OR FOR THE FISCAL YEAR ENDED DECEMBER 31,					END SEPTEMB
	1997	1998	1999(2)	2000(2)	2001(2)	2001
EARNINGS DATA:						
Total revenue from continuing operations	$379.9	$410.5	$457.2	$517.6	$598.1	$434.3
Net earnings (loss):						
-- Continuing operations	$ 10.4	$ 13.9	$ 18.2	$ 28.0	$ 34.5	$ 26.7
-- Discontinued operations, net of taxes	0.7	--	1.0	1.5	3.4	2.3
-- Net earnings (loss)	$ 11.1	$ 13.9	$ 19.2	$ 29.5	$ 37.9	$ 29.0
Earnings (loss) per share of Syncor common stock:(1)						
Basic						
-- Continuing operations	$ 0.51	$ 0.65	$ 0.78	$ 1.17	$ 1.40	$ 1.09
-- Discontinued operations, net of taxes	0.04	--	0.04	0.06	0.14	0.09
-- Net income (loss)	$ 0.55	$ 0.65	$ 0.82	$ 1.23	$ 1.54	$ 1.18
Diluted						
-- Continuing operations	$ 0.50	$ 0.61	$ 0.71	$ 1.05	$ 1.28	$ 0.99
-- Discontinued operations, net of taxes	0.04	--	0.04	0.06	0.12	0.08
-- Net income (loss)	$ 0.54	$ 0.61	$ 0.75	$ 1.11	$ 1.40	$ 1.07
Cash dividends declared per share of Syncor common stock	$ --	$ --	$ --	$ --	$ --	$ --
BALANCE SHEET DATA:						
Total assets:						
-- Continuing operations	$163.7	$161.7	$180.8	$260.1	$304.7	$292.4
-- Discontinued operations	0.9	94.9	131.8	210.6	283.1	278.4
-- Total assets	$164.6	$256.6	$312.6	$470.7	$587.8	$570.8
Long-term obligations, less current portion:						
-- Continuing operations	$ 17.3	$ 6.5	$ --	$ 18.4	$ 35.1	$ 50.3
-- Discontinued operations	--	63.8	76.3	119.5	175.5	169.9
-- Total long-term obligations, less current portion	$ 17.3	$ 70.3	$ 76.3	$137.9	$210.6	$220.2
Stockholders' equity	$ 87.4	$111.4	$140.3	$185.9	$234.8	$228.3

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(1) Net earnings (loss) per share of Syncor common stock have been adjusted to retroactively reflect all stock splits through September 30, 2002.

(2) In July 2001, the Financial Accounting Standards Board, which we refer to as the FASB, issued Statement of Accounting Standards, which we refer to as SFAS No. 141, "Business Combinations" and SFAS No. 142, "Goodwill and Other Intangible Assets." SFAS No. 141 requires that the purchase method of accounting be used for all business combinations completed after June 30, 2001, clarifies the recognition of intangible assets separately from goodwill and requires that unallocated negative goodwill be written off

immediately as an extraordinary gain. SFAS No. 142, which was effective for fiscal years beginning after December 15, 2001, requires that ratable amortization of goodwill be replaced with periodic tests of goodwill impairment and that intangible assets, other than goodwill, which have determinable useful lives, be amortized over their useful lives. Syncor has adopted these accounting standards effective January 1, 2002. There were no adjustments to identifiable intangible assets' useful lives or recorded balances as a result of the adoption of SFAS No. 142. We will perform an annual impairment analysis of goodwill in the fourth quarter of 2002 as required by SFAS No. 142.

During the quarter ended September 30, 2002, we recorded an impairment charge of $31.3 million net of taxes in discontinued operations for the CMI imaging business assets (goodwill) due to receiving bids for this business under the current carrying values of these assets. The charge was not a transitional charge under SFAS No. 142; therefore, the charge was recorded in discontinued operations for the quarter ended September 30, 2002.

The following table displays Syncor's net earnings and per share amounts for fiscal years 1999, 2000 and 2001 as adjusted for amortization of intangible assets and goodwill.

	FOR THE FISCAL YEAR ENDED DECEMBER 31,		
	1999	2000	2001
	(IN MILLIONS, EXCEPT PER SHARE AMOUNTS)		
Net earnings	$21.6	$31.8	$41.7
Basic earnings per share	$0.93	$1.33	$1.70
Diluted earnings per share	$0.85	$1.19	$1.54

The historical financial data that appear below are only a summary, and you should read them in conjunction with the historical financial statements and related notes of Cardinal Health. Cardinal Health's historical financial statements are included in documents filed with the SEC. See "Where You Can Find More Information" on page 47.

CARDINAL HEALTH, INC.
(IN MILLIONS, EXCEPT PER SHARE AMOUNTS)

	AT OR FOR THE FISCAL YEAR ENDED JUNE 30,(1)					AT OR FO ENDE
	1998(2)	1999(2)	2000	2001	2002	2001
EARNINGS DATA:						
Revenue:						
Operating revenue	$20,844.8	$25,682.5	$30,257.8	$38,660.1	$44,394.3	$ 9,865
Bulk deliveries to customer warehouses and other	7,541.1	7,050.4	8,092.1	9,287.5	6,741.4	1,908

Total revenue.....	$28,385.9	$32,732.9	$38,349.9	$47,947.6	$51,135.7	$11,773
Earnings before cumulative effect change in accounting.....	$ 474.3	$ 499.3	$ 717.8	$ 857.4	$ 1,126.3	$ 246
Cumulative effect of change in accounting(5).....	--	--	--	--	70.1	70
Net earnings.....	$ 474.3	$ 499.3	$ 717.8	$ 857.4	$ 1,056.2	$ 176
Basic earnings per common share(3)						
Before cumulative effect of change in accounting.....	$ 1.10	$ 1.14	$ 1.64	$ 1.93	$ 2.50	$ 0.
Cumulative effect of change in accounting(5).....	--	--	--	--	(0.16)	(0.
Net basic earnings per common share.....	$ 1.10	$ 1.14	$ 1.64	$ 1.93	$ 2.34	$ 0.
Diluted earnings per common share(3)						
Before cumulative effect of change in accounting.....	$ 1.07	$ 1.12	$ 1.60	$ 1.88	$ 2.45	$ 0.
Cumulative effect of change in accounting(5).....	--	--	--	--	(0.15)	(0.
Net diluted earnings per common share.....	$ 1.07	$ 1.12	$ 1.60	$ 1.88	$ 2.30	$ 0.
Cash dividends declared per Cardinal Health common share(3)(4).....	$ 0.049	$ 0.067	$ 0.070	$ 0.085	$ 0.100	$ 0.0
BALANCE SHEET DATA:						
Total assets.....	$ 8,876.8	$ 9,682.7	$12,024.1	$14,642.4	$16,438.0	$15,721
Long-term obligations, less current portion.....	$ 1,362.2	$ 1,224.5	$ 1,524.5	$ 1,871.0	$ 2,207.0	$ 2,288
Shareholders' equity.....	$ 3,389.9	$ 3,894.6	$ 4,400.4	$ 5,437.1	$ 6,393.0	$ 5,670

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(1) Amounts reflect business combinations and the impact of merger-related costs and other special charges in all periods presented. See Note 2 of "Notes to Consolidated Financial Statements" incorporated by reference to Cardinal Health's 10-K for the fiscal year ended June 30, 2002 for a further discussion of merger-related costs and other special charges affecting fiscal 2000, 2001 and 2002. Fiscal 1998 amounts reflect the impact of merger-related charges and other special charges of $57.8 million ($19.5 million, net of tax). Fiscal 1999 amounts reflect the impact of merger-related charges and other special charges of

$165.4 million ($122.3 million, net of tax). See Note 4 of "Notes to Condensed Consolidated Financial Statements" incorporated by reference to Cardinal Health's Form 10-Q for the three months ended September 30, 2002 for further discussion of merger-related costs and other special charges affecting the three months ended September 30, 2001 and 2002.

(2) In April 1998, Automatic Liquid Packaging, Inc. ("ALP") had elected S-Corporation status for income tax purposes. As a result of the merger with Cardinal Health, ALP terminated its S-Corporation election. Amounts above do not reflect the impact of pro forma adjustments related to ALP taxes, as if ALP had been subject to federal income taxes during the periods presented. For the fiscal years ended June 30, 1998 and 1999, the pro forma adjustment for ALP taxes would have reduced net earnings by $4.6 million and $9.3 million, respectively. The pro forma adjustment would have decreased diluted earnings per Cardinal Health common share by $0.01 to $1.06 for fiscal 1998 and by $0.02 to $1.10 for fiscal 1999.

(3) Net basic earnings, net diluted earnings and cash dividends declared per Cardinal Health common share have been adjusted to retroactively reflect all stock dividends and stock splits through September 30, 2002.

(4) Cash dividends declared per Cardinal Health common share exclude dividends paid by all entities which Cardinal Health has acquired by merger.

(5) In the first quarter of fiscal 2002, the method of recognizing revenue for pharmacy automation equipment was changed from recognizing revenue when the units were delivered to the customer to recognizing revenue when the units are installed at the customer site. For more information regarding the change in accounting see Note 14 of "Notes to Consolidated Financial Statements" incorporated by reference to Cardinal Health's Form 10-K for the fiscal year ended June 30, 2002.

COMPARATIVE PER COMMON SHARE INFORMATION

We have set forth below information concerning earnings, cash dividends declared and book value per share data for Cardinal Health on an historical and a pro forma combined basis and for Syncor on an historical basis adjusted for discontinued operations (see Note 1 below) and a pro forma combined basis restated for discontinued operations for Syncor. Book value per share for the pro forma combined presentation is based on outstanding Cardinal Health common shares, adjusted to include the estimated number of Cardinal Health common shares to be issued in the merger for outstanding Syncor shares at the time the merger is completed. The per share equivalent pro forma combined data for Syncor shares is based on the conversion of each Syncor share into 0.47 of a Cardinal Health common share using the revised negotiated exchange ratio. See "The Merger Agreement Amendments -- Exchange Ratio." Based on the closing per share sale price of Cardinal Health common shares as of December 5, 2002, the value of the Cardinal Health common shares to be received by all of the Syncor stockholders in connection with the merger is approximately $806 million.

You should read the information set forth below in conjunction with the respective audited and unaudited financial statements of Cardinal Health and Syncor incorporated by reference in this document. See "Where You Can Find More Information" on page [46].

	AT OR FOR THE TWELVE MONTHS ENDED JUNE 30, 2002	AT OR FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2002
SYNCOR INTERNATIONAL -- HISTORICAL RESTATED FOR DISCONTINUED OPERATIONS		

Net earnings per share of Syncor common stock from continuing operations(1):		
Basic	$1.36	$0.14
Diluted	1.26	0.13
Cash dividends declared per share of Syncor common stock	--	--
Book value per share(6)	9.29	8.56

	AT OR FOR THE FISCAL YEAR ENDED JUNE 30, 2002	AT OR FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2002
CARDINAL HEALTH -- HISTORICAL		
Net earnings per Cardinal Health common share before cumulative effect of change in accounting(2):		
Basic	$ 2.50	$ 0.65
Diluted	2.45	0.64
Cash dividends declared per Cardinal Health common share	0.10	0.025
Book value per share	14.24	14.33
CARDINAL HEALTH AND SYNCOR -- PRO FORMA COMBINED		
Net earnings per common share from continuing operations before cumulative effect of change in accounting(1)(2)(3)(4):		
Basic	$ 2.51	0.64
Diluted	2.45	0.63
Cash dividends declared per common share(5)	0.10	0.025
Book value per share(3)(4)(6)	14.38	14.43

	AT OR FOR THE TWELVE MONTHS ENDED JUNE 30, 2002	AT OR FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2002
EQUIVALENT PRO FORMA COMBINED PER SHARE OF SYNCOR COMMON STOCK		
Net earnings per common share of Syncor from continuing operations before cumulative effect of change in accounting(1)(2)(3)(4):		
Basic	$ 1.18	$ 0.30
Diluted	1.15	0.30
Cash dividends declared per common share(5)	0.047	0.012
Book value per share(3)(4)(6)	6.76	6.78

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(1) Syncor's historical net earnings per share of Syncor common stock from continuing operations at or for the twelve months ended June 30, 2002, and at or for the three months ended September 30, 2002, exclude the discontinued operations related to Syncor's planned sale of CMI, closure or

sale of certain international locations and disposal of Syncor's brachytherapy seeds production business announced by Syncor on June 14, 2002.

(2) Cardinal Health's historical net earnings per Cardinal Health common share before cumulative effect of change in accounting, Cardinal Health's and Syncor's Pro Forma Combined net earnings per common share from continuing operations before cumulative effect of change in accounting and the Equivalent Pro Forma Combined net earnings per common share from continuing operations before cumulative effect of change in accounting reflect the effect of merger-related costs and other special charges. Amounts include the effect of merger-related costs and other special charges recorded by Cardinal Health in the fiscal year ended June 30, 2002 and the three-month period ended September 30, 2002. See Note 2 of "Notes to Consolidated Financial Statements" incorporated by reference to Cardinal Health's Form 10-K for the fiscal year ended June 30, 2002 for a further discussion of merger-related costs and other special charges affecting fiscal year ended June 30, 2002. See Note 4 of "Notes to Condensed Consolidated Financial Statements" incorporated by reference to Cardinal Health's Form 10-Q for the three months ended September 30, 2002 for further discussion of the merger-related costs and other special charges affecting the three months ended September 30, 2002.

(3) The Pro Forma Combined and the Equivalent Pro Forma Combined information (excluding the book value per share information) presents the combination of Cardinal Health for the fiscal year ended June 30, 2002 with Syncor for the twelve months ended June 30, 2002. In addition, the financial information of Cardinal Health for the three months ended September 30, 2002 is combined with that of Syncor for the same time period. The book value per share information as of June 30, 2002 is calculated based on the Cardinal Health balance sheet at June 30, 2002 and the Syncor balance sheet at June 30, 2002. The book value per share information at September 30, 2002 is calculated based on the Cardinal Health and Syncor balance sheets as of September 30, 2002.

(4) Amount does not reflect the pro forma effect of future merger-related costs. In connection with the merger, Cardinal Health expects to incur investment banking, legal, accounting and other related costs and fees. These costs will be included as part of the cost of the acquisition. Additionally, Cardinal Health and Syncor expect to incur other merger-related costs associated with the integration of the companies and institution of efficiencies anticipated as a result of the merger. The merger-related expenses will be charged to operating expense in the period when incurred. Since the merger has not yet been completed and transition plans currently are being developed, the merger-related costs cannot be reasonably estimated at this time.

(5) Pro Forma Combined cash dividends declared per Cardinal Health common share represent the historical dividends of Cardinal Health for all periods presented and exclude all dividends paid by Syncor and all entities which Cardinal Health has acquired by merger. Cardinal Health's and Syncor's Pro Forma Combined cash dividends declared per common share have been adjusted to give retroactive effect to all stock dividends and stock splits through September 30, 2002.

(6) Syncor's book value per share at September 30, 2002 included the effect of an asset impairment charge recorded in the quarter ended September 30, 2002. See Note 2 of "Notes to Condensed Consolidated Financial Statements" incorporated by reference to Syncor's Form 10-Q for the quarter ended September 30, 2002 for a further discussion of the asset impairment charge recorded in that time period.

COMPARATIVE MARKET PRICE AND DIVIDEND DATA

On the table below, we present the range of the reported high and low closing per share sale prices of Cardinal Health common shares as shown on the New York Stock Exchange Composite Tape and Syncor shares as reported on The Nasdaq National Market, as well as the per share dividends declared on those shares, for the calendar quarters indicated. We have adjusted the share price information in the table to reflect retroactively all applicable stock splits.

	CARDINAL HEALTH COMMON SHARE			SYNCOR COMMON STOCK		
CALENDAR YEAR	HIGH	LOW	DIVIDENDS	HIGH	LOW	DIVID
1999						
First Quarter.....	$53.67	$44.00	$0.0167	$17.25	$12.25	--
Second Quarter.....	47.92	37.92	0.0167	18.00	12.96	--
Third Quarter.....	46.63	34.67	0.0167	20.00	14.50	--
Fourth Quarter.....	37.58	25.00	0.0167	20.36	13.37	--
2000						
First Quarter.....	$39.58	$24.79	$0.0167	$16.50	$11.02	--
Second Quarter.....	49.33	30.58	0.0200	36.00	13.00	--
Third Quarter.....	63.38	45.27	0.0200	43.94	32.75	--
Fourth Quarter.....	69.25	59.04	0.0200	39.06	23.75	--
2001						
First Quarter.....	$68.35	$58.67	$0.0200	$38.81	$27.25	--
Second Quarter.....	77.00	61.78	0.0250	42.29	26.64	--
Third Quarter.....	75.30	67.28	0.0250	38.74	26.63	--
Fourth Quarter.....	76.60	61.50	0.0250	33.31	26.03	--
2002						
First Quarter.....	$70.89	$60.80	$0.0250	$29.15	$21.70	--
Second Quarter.....	73.00	61.41	0.0250	34.12	27.72	--
Third Quarter.....	68.19	49.08	0.0250	35.15	25.11	--
Fourth Quarter (through December 5)....	71.16	61.04	0.0250	36.86	18.37	--

The following table sets forth the closing price per Cardinal Health common share as reported on the New York Stock Exchange Composite Tape and the closing price per Syncor share as reported on The Nasdaq National Market on June 13, 2002, the last full trading day before we announced the proposed merger, on December 3, 2002, the last full trading day before we announced the amendment to the exchange ratio for the proposed merger, and on December 5, 2002, the last full trading day before the date of this document each based on the original exchange ratio of 0.52. This table also shows the implied value of one Syncor share which we calculated by multiplying the closing price per Cardinal Health common share on those dates by 0.47, the revised exchange ratio.

	SYNCOR COMMON STOCK	CARDINAL HEALTH COMMON SHARES	IMPLIED VALUE OF ONE SHARE OF SYNCOR COMMON STOCK (0.47 EXCHANGE RATIO)	IMPLIED V ONE SHA SYNC COMMON (0.52 EXCHA
June 13, 2002.....	$28.21	$62.35	$29.30	32.

December 3, 2002.....	$26.12	$62.25	$29.26	32.
December 5, 2002.....	$29.54	$63.01	$29.61	32.

We encourage you to obtain current market quotations for Cardinal Health common shares and Syncor shares. Based on the closing per share sale price of Cardinal Health common shares as of December 5, 2002, the value of the Cardinal Health common shares to be received by all of the Syncor stockholders in connection with the merger is approximately $806 million.

The Cardinal Health common shares that Syncor stockholders will receive in the merger have been approved for listing on the New York Stock Exchange. Cardinal Health anticipates that it will continue to pay quarterly cash dividends. The Cardinal Health board of directors, however, has discretion to decide upon the timing and amount of any future dividends, and whether or not Cardinal Health will pay dividends (and, if so, how much the dividends will be) will depend on Cardinal Health's future earnings, financial condition, capital requirements and other factors.

RISK FACTORS

In considering whether to vote in favor of the merger agreement with Cardinal Health, you should consider all of the information we have included in this document and its annexes and all of the information included in the documents incorporated by reference in this document (including the risk factors contained in Cardinal Health's Form 10-K for the fiscal year 2002 beginning on page 8 of that document). In addition, you should pay particular attention to the following risk factors related to the merger.

THE MARKET VALUE OF CARDINAL HEALTH COMMON SHARES WILL VARY AND THE SHARES YOU WILL RECEIVE IF THE MERGER IS COMPLETED MAY HAVE A LOWER PRICE AFTER COMPLETION OF THE MERGER THAN THEY CURRENTLY HAVE.

The exchange ratio is a fixed ratio that will not be adjusted as a result of any increase or decrease in the price of either Cardinal Health common shares or Syncor common stock. The price of Cardinal Health common shares at the time the merger is completed may be higher or lower than the price on the date of this document or on the date of the special meeting. For example, since the merger was announced on June 14, 2002 until December 5, 2002, the closing per share price of Cardinal Health common shares was as high as $73.00 per share and as low as $49.08. Changes in the business, operations or prospects of Cardinal Health or Syncor, market assessments of the likelihood that the proposed merger will be completed, regulatory considerations, general market and economic conditions or other factors may affect the prices of Cardinal Health common shares, Syncor shares or both. Most of these factors are beyond our control. Since the proposed merger will be completed only after all the conditions to the merger are satisfied or waived, including the approval of the amended merger agreement at the Syncor special meeting, there is no way to be sure that the price of Cardinal Health common shares on any date prior to completion of the merger will be indicative of the price at the time the merger is completed. You should obtain current market quotations for both Cardinal Health common shares and Syncor shares.

IF WE FAIL TO ACHIEVE THE BENEFITS ANTICIPATED IN THE MERGER OR FAIL TO SUCCESSFULLY INTEGRATE THE COMPANIES' RESPECTIVE OPERATIONS, CARDINAL HEALTH'S RESULTS FROM OPERATIONS MAY BE LOWER THAN ONE MIGHT EXPECT FROM THE COMBINED

COMPANY.

We believe that the proposed merger presents us with an opportunity to reduce marginal operating costs for the combined company below levels that either Cardinal Health or Syncor could achieve independently and the opportunity to negotiate more favorable merchandising programs and price discounts on behalf of its customers. Additionally, we believe the acquisition of Syncor by Cardinal Health will be accretive to earnings and cash flow of the combined company and that the transaction presents Cardinal Health with an opportunity to increase its presence in the high-growth nuclear pharmacy business, providing us an opportunity to enhance our revenues. We based our expectations of cost savings on many assumptions, including future sales levels and other operating results from the combined company's nuclear pharmacy businesses, the availability of funds for capital expenditures, the timing of certain events (including the planned dispositions of certain of Syncor's operations), as well as general industry and business conditions and other matters. Many of these factors are beyond the control of the combined company. Our estimates also are based on a management consensus as to what levels of sales and similar efficiencies should be achievable by an entity the size of the combined company. Our estimates of potential cost savings and revenue enhancements are forward-looking statements that are by their nature uncertain. The combined company's resulting cost savings and revenue improvements, if any, could materially differ from those projected and cannot be reliably estimated. It is possible that unforeseen costs and expenses or other factors will offset the estimated cost savings and revenue improvements or other components of the combined company's plan or result in delays in the realization of certain projected cost savings.

In addition, there are a number of other risks that may arise in attempting to integrate Syncor's operations with those of Cardinal Health, including:

- the possibility that Cardinal Health's or Syncor's management may be distracted from regular business concerns by the need to integrate operations,

- unforeseen difficulties in integrating Syncor's and Cardinal Health's operations and systems,

- problems or difficulties in assimilating and retaining the employees of the operations that are being combined, and

- challenges in retaining customers and suppliers.

If we fail to efficiently manage these risks, we could experience potential adverse short-term or long-term effects on our nuclear pharmacy business' operating results as well as that of Cardinal Health's other businesses. Although Cardinal Health has not previously encountered material difficulties in integrating acquisitions, we cannot be certain that we will be able to successfully integrate Cardinal Health's Central Pharmacy Services nuclear pharmacy business with that of Syncor.

Additionally, Syncor announced, on June 14, 2002, that it is exiting the imaging business and is entertaining offers for its Comprehensive Medical Imaging division. This transaction may occur before or after the completion of the merger, or may not occur at all if terms acceptable to Syncor and/or Cardinal Health cannot be successfully negotiated (See "Recent Developments -- CMI Sale Process").

THE SPECIAL MEETING

The Syncor board of directors is soliciting proxies from Syncor stockholders for use at the reconvened special meeting and at any adjournments or postponements of the special meeting. This document, together with the form of proxy, is being mailed to Syncor stockholders on or about December [ ], 2002.

TIME AND PLACE OF THE MEETING

The time and place of the special meeting is:

Monday, December 30, 2002
2:00 p.m., California time
Warner Center Hilton Hotel
6360 Canoga Avenue
Woodland Hills, California

MATTERS TO BE CONSIDERED AT THE SPECIAL MEETING

The special meeting will be held to:

(1) Vote on a proposal to approve the Agreement and Plan of Merger, dated as of June 14, 2002, among Cardinal Health, Inc., Mudhen Merger Corp., a wholly owned subsidiary of Cardinal Health, and Syncor, as amended on November 22, 2002 and December 3, 2002, which we refer to collectively as the merger agreement. Pursuant to the merger agreement, Mudhen Merger Corp. will merge with and into Syncor upon the terms and subject to the conditions set forth in the merger agreement, as more fully described in this document and in the original proxy statement/prospectus and the first proxy statement supplement. If the merger agreement is approved and the merger and the related transactions contemplated by the merger agreement are consummated, each Syncor share will become the right to receive 0.47 of a Cardinal Health common share;

(2) Adjourn the special meeting, if necessary, to permit further solicitation of proxies in the event there are not sufficient votes at the time of the special meeting to approve the merger agreement proposal; and

(3) Act on any other matters that may properly come before the special meeting.

RECORD DATE

The Syncor board of directors has established October 9, 2002 as the record date for the special meeting. Only holders of record of Syncor shares on the record date are entitled to attend and vote at the special meeting or at any adjournments or postponements of the special meeting.

As of the close of business on the record date, there were approximately 26,103,945 Syncor shares outstanding and entitled to vote for purposes of the general vote at the special meeting.

SHARE OWNERSHIP

Syncor. On the record date, all Syncor directors, executive officers and their affiliates, as a group, beneficially owned a total of 2,210,839 outstanding Syncor shares, representing approximately 8.5% of the voting power at the special meeting. Each of these Syncor directors and officers is expected to vote the outstanding Syncor shares beneficially, owned by him or her in favor of the merger agreement. Monty Fu, Chairman of the Board of Syncor, who has been on paid leave of absence, and Robert G. Funari, President and Chief Executive

Officer of Syncor, who, together, beneficially own (excluding Syncor stock options) approximately 6.8% of the outstanding shares on the record date, have executed support/voting agreements with Cardinal Health agreeing to vote in favor of the merger agreement.

Cardinal Health. At the record date, Cardinal Health and its subsidiaries did not beneficially own any Syncor shares. At the same date, all of Cardinal Health's directors, executive officers and their affiliates as a group did not hold any Syncor shares.

QUORUM

A quorum consisting of the holders of a majority of the voting power of the issued and outstanding Syncor shares at the record date must be present in person or represented by proxy for the transaction of business at the special meeting. Syncor shares held by brokers or nominees as to which instructions have not been received from the beneficial owners or persons entitled to vote and for which the broker or nominee does not have discretionary power to vote on a particular matter are referred to as "broker non-votes." These broker non-votes, if any, and Syncor shares represented by proxies that reflect abstentions will be treated as Syncor shares that are present and entitled to vote for purposes of determining the presence of a quorum.

VOTE REQUIRED

Approval of the merger agreement at the special meeting requires the affirmative vote of holders representing a majority of the voting power of the issued and outstanding Syncor shares. Each Syncor stockholder will have one vote for each Syncor share held on the record date.

Because approval of the merger agreement requires the affirmative vote of a specified percentage of outstanding Syncor shares, abstaining, not voting on the proposal, or failing to instruct your broker on how to vote Syncor shares held for you by the broker, will have the same effect as voting against the merger agreement.

Approval of the adjournment proposal at the special meeting requires the affirmative vote of holders representing a majority of the voting power of the issued and outstanding Syncor shares present, in person or by proxy, at the special meeting.

You may vote your Syncor shares in one of the following ways:

(1) by completing and returning the accompanying proxy card;

(2) through the internet or by telephone, as outlined on the accompanying proxy card; or

(3) by appearing and voting in person at the special meeting.

VOTING PROCEDURES

FOR STOCKHOLDERS WHO HAVE ALREADY VOTED

We have enclosed a new proxy card (and a return envelope) for your use, in case you wish to change your vote. If you have already submitted your proxy and you do not wish to change your vote, you do not need to return this new proxy card. If we receive the enclosed proxy card, duly executed and dated, prior to the date of the special meeting, any proxy previously granted by you will be,

without further action on your part, revoked, and the enclosed proxy card will be voted as indicated.

All Syncor shares represented at the special meeting by a properly executed proxy will be voted in accordance with the instructions indicated on the proxy, unless the proxy is revoked before a vote is taken. If you sign and return a proxy without voting instructions, and do not revoke the proxy, the proxy will be voted "FOR" the merger agreement proposal, "FOR" the adjournment proposal, and in the discretion of the named proxies on any other matters that may properly come before the special meeting.

FOR STOCKHOLDERS WHO HAVE NOT ALREADY VOTED

Enclosed for your convenience is a new proxy card (and a return envelope) for your use. You may use either of the proxy cards which were previously sent to you with the original proxy statement/prospectus and the first proxy statement supplement, or you may use the new proxy card enclosed with this document.

All Syncor shares represented at the special meeting by a properly executed proxy will be voted in accordance with the instructions indicated on the proxy, unless the proxy is revoked before a vote is taken. If you sign and return a proxy without voting instructions, and do not revoke the proxy, the proxy will be voted "FOR" the merger agreement proposal, "FOR" the adjournment proposal, and in the discretion of the named proxies on any other matters that may properly come before the special meeting.

FOR STOCKHOLDERS WHO WISH TO REVOKE THEIR PREVIOUSLY SUBMITTED PROXY

You may revoke your proxy at any time before it is voted. A proxy may be revoked in any of the following ways:

(1) by submitting a written revocation to the Secretary of Syncor at 6464 Canoga Avenue, Woodland Hills, California 91367-2407 (which must be received by the Secretary of Syncor prior to the special meeting);

(2) by submitting a later-dated proxy by mail or telephone or through the internet (which must be received by the Secretary of Syncor prior to the special meeting); or

(3) by voting in person at the special meeting.

However, simply attending the special meeting (without voting) will not revoke a proxy.

If you do not hold your Syncor shares in your own name, you may revoke a previously given proxy by following the revocation instructions provided by the bank, broker or other person who is the registered owner of your Syncor shares.

SOLICITATION OF PROXIES

Syncor will pay the costs of soliciting proxies to vote on the merger agreement at the special meeting, and each of us will pay our own expenses incurred in connection with the cost of filing, printing and distributing this document. We have retained MacKenzie Partners, Inc. to assist in the solicitation of proxies for the special meeting. MacKenzie Partners will receive a fee of up to $10,000, plus reasonable out-of-pocket expenses.

In addition to solicitation by mail, directors, officers and employees of Syncor and its subsidiaries may solicit proxies from Syncor stockholders, either

personally, through the internet or by telephone or other form of communication. None of the foregoing persons who solicit proxies will be separately compensated for these services. Except as described above, Syncor does not anticipate that any other persons will be specifically asked to solicit proxies or that special compensation will be paid for that purpose. However, Syncor reserves the right to do so if it concludes that these efforts are necessary or advisable. Nominees, fiduciaries and other custodians will be requested to forward soliciting materials to beneficial owners of Syncor common stock and will be reimbursed for their reasonable expenses incurred in sending proxy material to beneficial owners of Syncor common stock.

FORWARD-LOOKING STATEMENTS

This document, the original proxy statement/prospectus, the proxy statement/supplement and the information included or incorporated by reference contain a number of forward-looking statements with respect to our financial condition, results of operations, plans, objectives, future performance and business, as well as certain information relating to the proposed merger, including, among others:

(1) statements relating to the synergies and cost savings and accretion/dilution to reported earnings estimated to result from the proposed merger;

(2) statements relating to revenues estimated to result from the proposed merger;

(3) statements relating to integration costs estimated to be incurred in connection with the proposed merger; and

(4) statements preceded by, followed by or that include the terms "believes," "expects," "anticipates," "estimates" or similar words or expressions.

These forward-looking statements involve various risks and uncertainties. You should not place undue reliance on these statements, which speak only as of the date of the relevant document. Actual results may differ materially from those contemplated, projected or implied by these forward-looking statements due to, among others, the following factors and events:

- costs or difficulties related to the integration of our businesses, or other acquired businesses, are greater than expected;

- the outcome of the litigation described in the section of this document entitled "Recent Developments -- Certain Litigation";

- the outcome of any existing or future governmental proceedings described in the section of this document entitled "Recent Developments -- Investigation of Foreign Operations; Agreements with the United States Department of Justice and the Securities and Exchange Commission";

- the outcome of the investigation into Syncor's foreign operations and certain limited aspects of Syncor's domestic U.S. operations described in the section of this document entitled "Recent Developments -- Investigation of Foreign Operations; Agreements with the United States Department of Justice and the Securities and Exchange Commission";

- expected or anticipated synergies and cost savings from the proposed merger are not fully realized or are not realized within the expected time frame, or additional or unexpected costs are incurred;

- dependence on key personnel to manage integration and our ongoing operation after the proposed merger;

- the loss of customers or suppliers;

- technological changes are more difficult and/or more expensive than anticipated;

- revenues following the proposed merger are lower than expected;

- increased competitive pressures in the industries or markets in which we operate;

- changes in general economic conditions or in political or competitive forces;

- changes in the securities markets;

- changes in the regulatory environment;

- difficulties and/or delays in selling certain operations of Syncor that are contemplated to be sold to third parties;

- the risk that our analyses of these risks and forces could be incorrect and/or that the strategies developed to address them could be unsuccessful; and

- the general risks that occur in Syncor's and Cardinal Health's day-to-day businesses, including those discussed in their respective Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and exhibits or amendments to those reports.

The order of the items listed above does not necessarily reflect the order of their significance.

You should not place undue reliance on these forward-looking statements, which speak only as of the date of this document, or, in the case of documents incorporated by reference, the dates of those documents.

All subsequent written and oral forward-looking statements attributable to Cardinal Health or Syncor or any person acting on their behalf are expressly qualified by the cautionary statements contained or referred to in this section. Neither Cardinal Health nor Syncor undertakes any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date of this document or to reflect the occurrence of unanticipated events, except as may be required under applicable law.

RECENT DEVELOPMENTS

INVESTIGATION OF FOREIGN OPERATIONS; AGREEMENTS WITH THE UNITED STATES DEPARTMENT OF JUSTICE AND THE SECURITIES AND EXCHANGE COMMISSION

During late October 2002, Cardinal Health informed Syncor that, in the course of Cardinal Health's ongoing post-signing due diligence relating to the previously announced planned merger of the two companies pursuant to the merger agreement, Cardinal Health had learned of potential improprieties relating to certain payments made by international subsidiaries of Syncor to customers in several foreign jurisdictions.

Upon receipt of this information from Cardinal Health, Syncor established a special committee of outside directors, advised by outside counsel and an independent forensic accounting firm, for the purpose of investigating the propriety of the payments. As further described below, the findings of the special committee reported on November 19, 2002 indicated that some or all of the payments made to state-owned and private healthcare facilities in certain foreign jurisdictions appear to have violated foreign and U.S. law, including the Foreign Corrupt Practices Act of 1977, which we refer to as the FCPA. The investigation has not yet concluded.

In a press release issued on November 6, 2002, which we refer to as the November 6 press release, Syncor announced that a newly established committee of three outside directors, together with outside counsel, had been investigating the propriety of certain payments made by international subsidiaries to certain customers in various foreign countries, and would also investigate Syncor's other foreign operations. Syncor said that the payments were brought to its attention by Cardinal Health. Syncor also announced that its representatives had met with the DOJ and the staff of the SEC to discuss the matter and that it intended to cooperate fully with the authorities.

The November 6 press release also stated that Mr. Monty Fu, Chairman of Syncor, and his brother, Mr. Moses Fu, Director, Asia Region -- Syncor Overseas LTD., had gone on paid leave pending completion of an investigation into their involvement in the payments, and that Monty Fu had agreed to suspend his participation as a director of Syncor pending completion of the investigation. In the November 6 press release, Syncor also announced that its board of directors had elected Mr. Bernard Puckett, a director and Chair of the special committee conducting the investigation, as lead director of the Syncor board of directors.

The November 6 press release further stated that in order to provide additional time to complete the investigation of the foreign operations and make appropriate disclosures to stockholders, Syncor had postponed its special meeting of stockholders to vote on the pending merger from its originally scheduled date of November 19, 2002 until December 6, 2002. The December 6, 2002 special meeting was subsequently adjourned until December 30, 2002.

Immediately following issuance of the November 6 press release, Cardinal Health issued a press release in which it stated, among other things, that it "will continue to carefully monitor the Syncor situation and assess the results of the Syncor special committee's ongoing investigation as well as the results of Cardinal Health's continuing due diligence review." Cardinal Health further stated that it had not yet concluded whether the conditions to the merger would be satisfied but that it intended to fully comply with its obligations under the merger agreement. Cardinal Health also stated that "there can be no assurance that the transaction involving the acquisition of Syncor by Cardinal Health will be completed."

Later on November 6, 2002, in response to inquiries from The Nasdaq National Market, Syncor stated in a press release, which we refer to as the subsequent press release, among other things, that, based on the preliminary results of the investigation, it did not believe as of such date that the amounts of the questionable payments were material to the financial results of Syncor. Syncor further stated that it needed to await completion of the investigation to be able to determine the full impact on its financial results.

Syncor also stated in the subsequent press release that it did not believe as of such date, based on the information it had obtained, that it would fail to satisfy the conditions to the proposed merger. Syncor noted, however, that no definitive determination as to the impact of the results of its investigation on Syncor or the proposed merger could be made until the investigation is completed.

The subsequent press release also noted that, for Syncor's most recent fiscal year ended December 31, 2001 and for the nine months ended September 30, 2002, continuing international operations in total generated approximately 6% of its overall revenues and 7% of its gross profits, respectively.

On November 6, 2002, at the direction of the special committee, Syncor management ordered all of the managers of its international operations to cease making payments or providing gifts of any kind to any customer or any employee or agent of any customer.

On November 19, 2002, Syncor announced that the special committee, working together with outside counsel and an independent forensic accounting firm, believed it has substantially completed its gathering of facts in connection with the investigation of all of Syncor's foreign operations (other than Israel where Syncor has only a licensing arrangement and no operations). The special committee also noted that it is investigating certain limited aspects of Syncor's domestic U.S. operations. The investigation included on-site reviews by representatives of the special committee in every foreign country in which Syncor has operations. The special committee is also investigating the knowledge and/or involvement of certain employees of Syncor and its subsidiaries, including Monty Fu and Moses Fu, in the matters subject to the investigation. The investigation has not yet been completed.

The following is a summary of the findings of the special committee reported on November 19, 2002 based on the information it had gathered at that time. The investigation is continuing and there can be no assurance that additional issues will not be found or that the findings below will be confirmed.

- The special committee found that questionable payments have been made over a substantial period of time to customers, including state-owned and private healthcare facilities and certain of their employees, in Taiwan. Based on information gathered at the time the findings of the special committee were reported, some or all of the payments appear to have violated U.S. law, including various provisions of the FCPA. In addition, some or all of the payments appear to have violated local Taiwan law. Over the past five years, these payments to state-owned facilities and certain of their employees appear to have totaled an estimated $500,000.

- The special committee also found questionable payments and other transactions at Syncor operations in at least six other countries in Asia, Latin America and Europe that also appear to have violated U.S. law, including the payment, record-keeping and controls provisions of the FCPA. In addition, some or all of these payments appear to have violated local laws in the relevant jurisdiction.

- During the course of its investigation of Syncor's foreign operations, the special committee identified a number of additional instances where activities of Syncor or of its subsidiaries or representatives may have constituted violations of local laws and regulations relating to, among other things, tax, competition and regulatory matters.

While the special committee and its advisors are continuing the investigation, based on the information available at this time, Syncor does not expect that any of these payments, transactions or other matters will be material to the financial results of Syncor or will result in an adjustment or restatement of Syncor's historical financial statements. The special committee intends to complete the investigation as promptly as practicable. A final determination as to the full impact of the investigation on Syncor and Syncor's financial statements is subject to completion of the investigation, which is continuing.

Representatives of Syncor have met with the DOJ and the staff of the SEC to discuss the matters that have been the subject of the special committee's investigations, and are cooperating fully with the authorities. Cardinal Health also participated in these discussions. As a result of these discussions, on December 4, 2002, Syncor announced that it had reached separate agreements with the DOJ and the SEC staff to resolve claims that the SEC and the DOJ may have against Syncor in connection with the matters that are the subject of the special committee's investigation relating to the previously disclosed improper payments made by Syncor subsidiaries in certain foreign countries. Pursuant to the terms of the agreement with the SEC staff, Syncor will be charged in an administrative proceeding with violations of the foreign payments, books and records, and internal controls provisions of the FCPA and, without admitting or denying any findings, will be ordered to cease and desist from committing or causing future violations of those provisions. In addition, the SEC will file

a civil action alleging the same conduct and Syncor will consent to entry of a judgment that will impose a $500,000 civil penalty. Syncor's board of directors will be required to appoint an independent consultant (acceptable to the SEC) to (1) evaluate Syncor's internal controls, financial reporting and disclosure processes as they relate to compliance with the foreign payment provisions and related books and records and internal control provisions of the FCPA, (2) report its findings to the board of directors and the SEC, (3) make recommendations to improve Syncor's internal controls, financial reporting and disclosure processes, and (4) report to the board of directors and the SEC about Syncor's implementation of the consultant's recommendations. In the event that the merger is completed before Syncor complies with these obligations, the obligations of Syncor after the merger will apply only to Syncor as a wholly owned subsidiary of Cardinal Health and only as to Syncor's board of directors as it may be constituted after the transaction is completed. This agreement with the SEC staff is subject to approval by the SEC and the civil penalty is subject to court approval. Pursuant to the terms of the plea agreement with the DOJ, Syncor's Taiwan subsidiary, Syncor Taiwan, Inc., will plead guilty to a one count violation of the FCPA and pay a $2.0 million fine. Pursuant to a separate agreement, the DOJ will not take any action against Syncor International Corporation related to these matters. The plea agreement with the DOJ is subject to court approval. Syncor obtained the consent of Cardinal Health prior to entering into these separate agreements with the DOJ and the staff of the SEC.

CERTAIN LITIGATION

Since the November 6 press release, seven purported class action lawsuits have been filed against Syncor, one of which was served on Syncor December 5, 2002, and certain of its officers and directors, asserting claims under the federal securities laws, which we refer to as the federal securities actions. All seven federal securities actions were filed in the United States District Court for the Central District of California. These cases include Richard Bowe v. Syncor Int'l Corp., et al., No. CV 02-8560 LGB (RCx) (C.D. Cal.), Alan Kaplan v. Syncor Int'l Corp., et al., No. CV 02-8575 CBM (MANx) (C.D. Cal.), Franklin Embon, Jr. v. Syncor Int'l Corp., et al., No. CV 02-8687 DDP (AJWx) (C.D. Cal.),

Jonathan Alk v. Syncor Int'l Corp., et al., No. CV 02-8841 GHK (RZx) (C.D. Cal.), Joyce Oldham v. Syncor Int'l Corp., et al., No. CV 02-8972 FMC (RCx) (C.D. Cal.) West Virginia Laborers Pension Trust Fund v. Syncor Int'l Corp., et al., No. CV 02-9076 NM (RNBx) (C.D. Cal.) and Brad Lookingbill v. Syncor Int'l Corp., et al., CV02-9248 RSWL (C.D. Cal.).

The federal securities actions purport to be brought on behalf of all purchasers of Syncor shares during various periods, beginning as early as March 30, 2000, and ending as late as November 5, 2002. The federal securities actions allege, among other things, that the defendants violated Section 10(b) of the Securities Exchange Act of 1934, which we refer to as the Exchange Act, and SEC Rule 10b-5 promulgated thereunder and Section 20(a) of the Exchange Act, by issuing a series of press releases and public filings disclosing significant sales growth in Syncor's international business, but omitting mention of certain allegedly improper payments to Syncor's foreign customers, thereby artificially inflating the price of Syncor shares. The federal securities actions are in their early stages and it is impossible to predict the outcome of these proceedings or their impact on Syncor at this time. However, management believes that Syncor and its directors and officers have meritorious defenses to the claims asserted in the federal securities actions and Syncor intends to contest these actions vigorously.

On November 14, 2002, two additional actions were filed by individual stockholders of Syncor in the Court of Chancery of the State of Delaware, which we refer to as the Delaware actions, against seven of Syncor's nine directors, whom we refer to as the director defendants. The complaints in the Delaware actions, which were identical, alleged that the director defendants breached their fiduciary duties to Syncor by failing to maintain adequate controls, practices and procedures to ensure that Syncor's employees and representatives did not engage in improper and unlawful conduct. Both complaints asserted a single derivative claim, for and on behalf of Syncor, seeking to recover all of the costs and expenses that Syncor incurred as a result of the allegedly improper payments (including the costs of the federal securities actions described above), and a single purported class action claim seeking to recover damages on behalf of all holders of Syncor shares in the amount of any losses that they may sustain in the event that the pending merger with Cardinal Health does not occur or the consideration received in the merger by Syncor stockholders was reduced. On November 22, 2002, the plaintiff in one of the two Delaware Actions filed an amended complaint adding Cardinal Health, its

subsidiary Mudhen Merger Corp. and the remaining two Syncor directors, who are hereafter included as director defendants, as defendants and asserting an additional derivative claim seeking a declaratory judgment that the original merger agreement remains in full force and effect and is enforceable according to its terms, notwithstanding the allegedly improper payments, which the plaintiff claims were not material to Syncor's financial results and do not represent a basis for terminating or renegotiating the merger agreement. The Delaware actions are also in their early stages and it is impossible to predict their outcome or their impact on Syncor or Cardinal Health at this time. However, Syncor understands that the individual director defendants deny liability for the claims asserted in the Delaware actions, believe they have meritorious defenses and intend to vigorously contest such actions. Cardinal Health also believes the allegations made in the complaint are without merit and intends to vigorously contest such actions. These cases include Alan Kaplan v. Monty Fu, et al., Case No. 20026-NC (Del. Ch.) and Richard Harman v. Monty Fu, et al., Case No. 20027-NC (Del. Ch.).

On November 18, 2002, two additional actions were filed by individual stockholders of Syncor in the Superior Court of California for the County of Los

Angeles, which we refer to as the California actions, against the director defendants. The complaints in the California actions allege that the director defendants breached their fiduciary duties to Syncor by failing to maintain adequate controls, practices and procedures to ensure that Syncor's employees and representatives did not engage in improper and unlawful conduct. Both complaints asserted a single derivative claim, for and on behalf of Syncor, seeking to recover costs and expenses that Syncor incurred as a result of the allegedly improper payments. The California actions are also in their earliest stages and it is impossible to predict their outcome or their impact on Syncor at this time. However, Syncor understands that the individual director defendants deny liability for the claims asserted in the California actions, believe they have meritorious defenses and intend to vigorously contest such actions. These cases include Joseph Famularo v. Monty Fu, et al., Case No. BC285478 (Cal. Sup. Ct., Los Angeles Cty.) and Mark Stroup v. Robert G. Funari, et al., Case No. BC285480 (Cal. Sup. Ct., Los Angeles Cty.).

On November 8, 2002, a complaint was filed by a purported Cardinal Health shareholder against Cardinal Health and its directors in the Court of Common Pleas, Delaware County, Ohio, as a purported derivative action alleging breach of fiduciary duties and corporate waste in connection with the alleged failure by the Cardinal Health board of directors to renegotiate or terminate Cardinal Health's proposed acquisition of Syncor. Among other matters, the complaint requests that Cardinal Health's transaction with Syncor be enjoined and that damages be awarded against defendants in an unspecified amount. Cardinal Health believes the allegations made in the complaint are without merit and intends to vigorously contest such action. This case is Doris Staehr v. Robert D. Walter, et al., No. 02-CVG-11-639 (Ohio Ct. of Common Pleas, Delaware County).

DEVELOPMENTS IN MEDICARE REIMBURSEMENT

On October 31, 2002, the Centers for Medicare and Medicaid Services, which we refer to as CMS, published the final rule governing reimbursement to be made in calendar year 2003 under the Outpatient Prospective Payment System, which we refer to as OPPS, the system used by Medicare and Medicaid to reimburse hospitals for services rendered to their patients in hospital outpatient settings. The final rule changes the manner in which CMS will reimburse providers for radiopharmaceuticals. Previously, CMS had reimbursed radiopharmaceuticals using a pass-through methodology based on manufacturers' prices for the drugs. CMS has discontinued pass-through reimbursement for radiopharmaceuticals effective in 2003, and will instead reimburse providers based on the Ambulatory Payment Classification, which we refer to as APC, to which a particular radiopharmaceutical is assigned. Reimbursement under the APC system is generally lower than that made according to the pass-through methodology. Syncor's sales of radiopharmaceuticals are made to hospitals and clinics, so we are paid by those providers and not CMS. However, the use of APCs to reimburse for radiopharmaceuticals could have an impact on the prices that customers will be willing to pay for the radiopharmaceuticals they purchase from Syncor, and that impact, in turn, could negatively affect Syncor's revenues and results of operations, although the potential effect cannot be determined at this time.

STOCK OPTION GRANTS TO BROAD BASE OF EMPLOYEES

On October 17, 2002, the compensation committee of the Syncor board granted approximately 420,000 options to acquire Syncor shares to a broad base of employees under Syncor's 2000 Master Stock Incentive Plan. None of the executive officers of Syncor was a recipient of the stock option grants.

AGREEMENT WITH MONTY FU

On December 3, 2002, Syncor entered into a letter agreement, which we refer to as the Fu letter agreement, with Monty Fu regarding his status with Syncor. Syncor and Mr. Fu have mutually agreed that, immediately prior to the completion of the merger, Mr. Fu will cease to be an officer and employee of Syncor and will resign as a director of Syncor. Mr. Fu has also agreed to surrender to Syncor shares of Syncor common stock having a value of $2.5 million. This amount equals the total fines and monetary penalties agreed to by Syncor in separate agreements with the DOJ and the staff of the SEC. See "Recent Developments -- Investigation of Foreign Operations; Agreements with the United States Department of Justice and the Securities and Exchange Commission". In addition, Mr. Fu has agreed to waive his right to receive a cash severance payment valued at approximately $2.1 million to which he would have been entitled, under the terms of the Severance Agreement, dated August 24, 2001, and the terms of the Employment Agreement, dated as of January 1, 2000, both between Syncor and Mr. Fu, if Mr. Fu's employment was terminated after completion of the merger. See "Interests of Syncor's Directors and Officers in the Merger" on page 34 of the original proxy statement/prospectus for a description of Mr. Fu's severance arrangements. Syncor has confirmed that, based on the information known at this time, it would comply with its pre-existing contractual obligations pursuant to Article VI, Section 4 of Syncor's By-laws and Section 7 of the Indemnitee Agreement, dated as of June 20, 1996, between Syncor and Mr. Fu, to advance to Mr. Fu his reasonable expenses incurred in connection with the matters subject to the special committee's investigation and related proceedings. In consideration of any such advances, Mr. Fu has agreed to undertake in writing to promptly repay Syncor the full amount of expenses so advanced if it is ultimately determined that Mr. Fu is not entitled to be indemnified by Syncor.

CMI SALE PROCESS

On June 14, 2002, Syncor announced that it intended to exit the medical imaging industry and divest itself of its Comprehensive Medical Imaging, Inc. (CMI) business unit. Since that time, Syncor has been actively attempting to sell CMI, both by entertaining bids for the sale of the entire CMI business and by pursuing a regional divestiture strategy. At the present time, Syncor is in active negotiations with a number of bidders who are seeking to acquire various individual regional interests of CMI. In addition, on October 11, 2002, Syncor recorded a special charge to earnings net after-tax of $31.3 million, or $1.14 per fully diluted share, in the third quarter ended September 30, 2002. Syncor took the asset impairment charge based on its review of the offers it received from potential buyers for CMI, and Syncor's assessment of the probable loss to Syncor upon the sale of CMI.

THE MERGER

UPDATE TO BACKGROUND OF THE MERGER

The following disclosure updates the information in the original proxy statement/prospectus on pages 21 to 24.

In early November 2002, following a request of the audit committee of the Syncor board of directors, the Syncor board met telephonically and authorized the creation of a new special committee of the board of directors to, among other things, oversee an investigation of Syncor's foreign operations. See "Recent Developments -- Investigation of Foreign Operations; Agreements with the United States Department of Justice and the Securities and Exchange Commission" on page 20.

At a regularly scheduled board meeting held on November 6, 2002, the Cardinal Health board of directors was apprised of the results of Cardinal Health's due diligence to date and the potential significance of the improper payments made by certain of Syncor's foreign subsidiaries.

The special committee of Syncor's board of directors met several times during the month of November through November 20, 2002 and afterwards, as described below. At these meetings the special committee discussed with Skadden, Arps, Slate, Meagher & Flom LLP, special counsel to the special committee, the ongoing investigation of Syncor's foreign operations, ongoing discussions with the DOJ and the staff of the SEC pertaining to the investigation, and the potential impact of the investigation on Syncor's merger with Cardinal Health.

The audit committee of Syncor's board of directors also held several meetings during this period. At these meetings, the audit committee discussed with Skadden, Arps continuing developments related to the ongoing investigation of Syncor's foreign operations and discussed the possible effect of these developments on Syncor's financial statements. The audit committee also met with Syncor's independent accountants, KPMG LLP, to discuss KPMG's review of Syncor's Form 10-Q for the quarter ended September 30, 2002, which we refer to as Syncor's Third Quarter 10-Q. In light of the ongoing internal investigation and in order to give KPMG the chance to confirm that the results of the previously announced investigation did not impact Syncor's financial statements, Syncor's audit committee determined that it was advisable for Syncor to file a Notification of Late Filing on Form 12b-25 in order to obtain an automatic five day extension to file its Third Quarter 10-Q. On November 19, 2002, Syncor filed its Third Quarter 10-Q and issued a press release disclosing its third quarter financial results and the status of the special committee's investigation (see "Recent Developments -- Investigation of Foreign Operations; Agreements with the United States Department of Justice and the Securities and Exchange Commission").

The Syncor board of directors met five times between November 5, 2002 and November 21, 2002. At these meetings, the special committee, with the assistance of Skadden, Arps, updated the board of directors on the investigation of Syncor's foreign operations and the status of discussions with the DOJ and the staff of the SEC. During this time, the board of directors, based on the recommendation of the special committee, determined to postpone the special meeting of stockholders originally scheduled to be held on November 19, 2002 until December 6, 2002. The board of directors also considered the effect of developments since late October 2002 on the transaction with Cardinal Health and, at a meeting held on November 20, 2002, asked Skadden, Arps and Mr. Bernard Puckett, the lead director of Syncor's board and chairman of the special committee, to explore Syncor's options in response to certain discussions initiated by Cardinal Health regarding a possible amendment of the original merger agreement.

On November 21, 2002, Syncor announced that Cardinal Health had initiated discussions with Syncor regarding the possible modification of the terms of the previously announced merger agreement under which Cardinal Health would acquire Syncor.

In the discussions that followed, Cardinal Health initially proposed that the original exchange ratio of 0.52 would be maintained but that, among other things, the Syncor stockholders would place 10% of the Cardinal Health common shares to be received in the merger in a separate escrow fund. Cardinal Health proposed that this escrow fund would be used, among other things, to pay for all costs, judgments, settlements, fines, penalties and other expenses incurred by Syncor or Cardinal Health in connection with the matters being investigated by the special committee of the Syncor board of directors, including all costs of the

investigation and costs associated with the renegotiation of the merger agreement, which we collectively refer to as the escrow claims. Cardinal Health also requested that Syncor ask Monty Fu to contribute more than his pro-rata share to the escrow and to forego any rights to indemnification in connection with the matters being investigated by the special committee and to waive certain other contractual arrangements.

At a meeting of the Syncor board of directors held on the afternoon of November 21, 2002, Mr. Puckett and representatives of Skadden, Arps described Cardinal Health's preliminary proposal relating to the escrow arrangement. Following a discussion of the proposed escrow arrangement and for the reasons described below under "Reasons for Amending the Merger Agreement; Recommendation of the Syncor Board of Directors", the Syncor board instructed Mr. Puckett to determine whether Cardinal Health would be receptive to a fixed reduction in the exchange ratio in lieu of the escrow arrangement.

From November 21, 2002 through December 3, 2002, Mr. Puckett and representatives of Syncor continued to have exploratory discussions with representatives of Cardinal Health regarding the possible reduction of the exchange ratio, as well as the other terms of a proposed amendment to the merger agreement.

On November 22, 2002, Syncor and Cardinal Health entered into amendment no. 1 to the merger agreement to extend the date after which either party may unilaterally elect to terminate the transaction from December 31, 2002 to January 15, 2003 and issued a related press release. On Sunday, November 24, 2002, Wachtell, Lipton, Rosen & Katz, outside counsel to Cardinal Health, furnished Skadden, Arps with a proposed draft of a second amendment to the merger agreement. Wachtell, Lipton and Skadden, Arps continued negotiations regarding a proposed second amendment to the original merger agreement through December 3, 2002.

On November 25, 2002, Syncor's board of directors held a special meeting telephonically to ratify amendment no. 1 to the merger agreement and to discuss a proposed further amendment to the merger agreement. Representatives of Skadden, Arps discussed in detail fiduciary and other legal considerations that the Syncor board of directors should consider in their deliberations regarding the proposed amendment to the merger agreement. Representatives of Skadden, Arps also updated the Syncor board regarding the proposed settlement discussions with the DOJ and the staff of the SEC. Syncor's financial advisor, Salomon Smith Barney, informed the Syncor board of directors that it was continuing its financial review. The Syncor board of directors also discussed with Syncor's management and Salomon Smith Barney the potential risks and advantages of Syncor remaining as an independent company in light of recent developments.

On November 26, 2002, the Syncor board of directors met telephonically and received updates from the special committee of the Syncor board of directors and Skadden, Arps with respect to the proposed settlement discussions with the DOJ and the staff of the SEC and a possible second amendment to the original merger agreement.

On November 26, 2002, a special telephonic meeting of the Cardinal Health board of directors was held. The proposed terms of the Syncor settlements with the DOJ and the staff of the SEC were discussed and Cardinal Health management and outside counsel apprised the board of developments since November 6, 2002. At this meeting, the Cardinal Health board of directors ratified amendment no. 1 to the merger agreement and approved the terms of a proposed amendment no. 2 to the merger agreement, subject to satisfactory resolution of Syncor's settlement discussions with the DOJ and the staff of the SEC, as well as other matters relating to Monty Fu.

On December 1, 2002, the special committee of Syncor's board of directors met telephonically. Representatives of Skadden, Arps reviewed with the committee the terms of the proposed agreements with the DOJ and the staff of the SEC as described above under "Recent Developments -- Investigation of Foreign Operations; Agreements with the United States Department of Justice and the Securities and Exchange Commission." The special committee considered the SEC and DOJ proposals and voted unanimously to instruct Skadden, Arps to seek to execute settlements with the DOJ and the staff of the SEC on the terms discussed with the special committee, subject to the receipt of a consent to these agreements from Cardinal Health which was subsequently received.

Commencing the morning of December 3, 2002 and continuing in the late afternoon and evening of December 3, 2002, the Syncor board of directors met telephonically and received an update from the special committee of the Syncor board of directors and legal and financial advisors as to developments since the last Syncor board meeting. Mr. Puckett and representatives of Skadden, Arps reviewed the outcome of negotiations on the issues in the draft amendment to the merger agreement. Salomon Smith Barney reviewed its financial analysis of the revised exchange ratio provided for in the amended merger agreement and rendered to the Syncor board of directors its oral opinion, confirmed by delivery of a written opinion dated December 3, 2002, to the effect that, as of the date of the opinion and based on and subject to the matters described in its opinion, the revised exchange ratio was fair, from a financial point of view, to holders of Syncor common stock. See "Opinion of Syncor's Financial Advisor". After deliberations and for the reasons described below under "Reasons for Amending the Merger Agreement; Recommendation of the Syncor Board of Directors", the Syncor board of directors unanimously determined (with Monty Fu absent and not participating) that the terms of the amended merger agreement, including the merger, are advisable and fair to and in the best interests of Syncor and its stockholders and in furtherance of the long-term business strategies and goals of Syncor. The Syncor board of directors approved the amended merger agreement and resolved to recommend that Syncor stockholders approve the amended merger agreement.

From late November 2002 until December 3, 2002, representatives of Monty Fu held discussions with representatives of Syncor and the special committee of the Syncor board of directors regarding Mr. Fu's status with the company and his agreement to surrender $2.5 million of Syncor shares and to waive his right to receive cash severance payments of approximately $2.1 million if the proposed merger with Cardinal Health is completed. On the evening of December 3, 2002, Mr. Fu and Syncor signed an agreement with the consent of Cardinal Health. See "Recent Developments -- Agreement with Monty Fu".

On the evening of December 3, 2002, Cardinal Health and Syncor executed amendment no. 2 to the merger agreement, and on the morning of December 4, 2002, Syncor and Cardinal Health announced the terms of the amended merger agreement and Syncor's agreements with the DOJ and the staff of the SEC. On December 4, 2002 Syncor separately announced the terms of the Fu letter agreement.

REASONS FOR AMENDING THE MERGER AGREEMENT; RECOMMENDATION OF THE SYNCOR BOARD OF DIRECTORS

The following disclosure is in addition to the information set forth on pages 24 to 27 of the original proxy statement/prospectus.

In light of events that have come to the attention of the Syncor board of directors since late October 2002, the Syncor board of directors has approved the amended merger agreement which provides for, among other things, a 9.6%

reduction in the exchange ratio in the original merger agreement such that each Syncor stockholder will receive 0.47 of a Cardinal Health common share (instead of 0.52 of a Cardinal Health common share) for each Syncor share held by that stockholder. The Syncor board of directors has determined that the amended merger agreement and the transactions contemplated by the amended merger agreement, including the merger, as described in the original proxy statement/prospectus, are advisable and are in the best interests of Syncor and its stockholders and in furtherance of the long-term business strategies and goals of Syncor. In addition to the factors considered by the Syncor board of directors in unanimously approving (with Monty Fu absent and not participating) the original merger agreement, as described in the original proxy statement/prospectus, the Syncor board of directors has considered additional factors in deciding, in light of the events occurring since late October 2002, to enter into the amended merger agreement, and to recommend that Syncor stockholders approve the terms of the amended merger agreement, including, without limitation, the following:

- the value to Syncor stockholders of the revised terms of the merger with Cardinal Health, including the fairness to stockholders of the revised exchange ratio in the amended merger agreement; and

- the terms of the amended merger agreement and other details of the proposed amended merger with Cardinal Health.

The deliberations of the Syncor board of directors included consideration of the following positive factors:

- the understanding of the Syncor board of directors, based on its discussions with the management of Cardinal Health and public statements made by Cardinal Health since November 6, 2002, that Cardinal Health would not commit to proceeding with the merger under the terms set forth in the original merger agreement and the potentially costly, protracted and disruptive dispute (including litigation) that likely would have resulted regarding the parties' obligations to proceed with the transaction under the terms of the original merger agreement in the event that the amended merger agreement was not executed; in that regard, the board noted that there could be no assurance that Syncor would prevail in any such dispute with Cardinal Health;

- the possibility that consummating the merger in a relatively short period of time will help alleviate the disruption to Syncor's business and distraction to management that has resulted from the events surrounding the special committee's investigation and Cardinal Health's reaction to such events; in that regard, the Syncor board of directors believed that consummating the merger at the earliest practicable time with the highest degree of certainty of closing would be in the best interests of Syncor's stockholders;

- the revised exchange ratio (based on the closing price per Cardinal Health common share on December 3, 2002) implied a value of $29.26 per Syncor share, representing a premium of 12.0% over the closing price per Syncor share on December 3, 2002, the last trading day before the announcement of the amended merger agreement, and a premium of approximately 20.1% over the average closing price per Syncor share from the announcement on November 6, 2002 of the establishment of the special committee through December 3, 2002;

- the fact that since the original merger agreement was announced, Cardinal Health's share price has remained relatively stable as compared to the

decline in the market prices of Cardinal Health's peers;

- the financial presentation of Syncor's financial advisor, Salomon Smith Barney, including its opinion dated December 3, 2002, to the Syncor board of directors as to the fairness, from a financial point of view and as of the date of the opinion, of the revised exchange ratio provided for in the amended merger agreement, as more fully described under "Opinion of Syncor's Financial Advisor";

- the more uncertain prospects of Syncor's international operations as a result of the matters uncovered by the special committee's investigation;

- the possibility of damage to Syncor's business and reputation as a result of the matters subject to the investigation by the special committee of the Syncor board of directors;

- the potential risks associated with the rule change announced by the Centers for Medicare and Medicaid Services on October 31, 2002, relating to the system used by Medicare and Medicaid to reimburse hospitals for services rendered to their patients in hospital outpatient settings, and the potential resulting impact, which could negatively affect Syncor's revenues and results of operations;

- the risk that Syncor will not find a buyer for its CMI business (or that any such sale will be on terms that are not favorable to Syncor), and the likelihood that any sale of CMI will result in a loss on disposal to Syncor as reflected by the special charge to earnings net after-tax of $31.3 million recorded in the third quarter ended September 30, 2002;

- the agreement of Cardinal Health in the amended merger agreement to treat certain matters arising out of the information disclosed prior to the date of the amended merger agreement as a result of the investigation by the special committee of the Syncor board of directors of Syncor's foreign operations as excluded for purposes of determining whether a "Material Adverse Effect" has occurred under the terms of the amended merger agreement;

- the agreement of Cardinal Health in the amended merger agreement to extend the termination date in the merger agreement to the earlier of March 21, 2003 and 23 business days following the effectiveness of the amendment to Cardinal Health's registration statement relating to this document, thereby

addressing Syncor's increasing concern that Cardinal Health might unilaterally terminate the merger agreement following the original termination date of December 31, 2002;

- the fact that since Syncor announced the original merger agreement no other party has made an offer or proposed to engage in an alternative transaction with Syncor;

- the uncertain potential impact on Syncor and Syncor's financial statements of any findings of the continuing investigation regarding actions by or on behalf of Syncor or its subsidiaries or representatives;

- the potential imposition of fines, penalties or other remedies or sanctions on Syncor by the SEC, the DOJ or any other foreign or domestic governmental authorities relating to the matters being investigated by the special committee;

- the possibility that the agreements between Syncor and the DOJ and the staff of the SEC described above under "Recent Developments -- Investigation of Foreign Operations; Agreements with the United States Department of Justice and the Securities and Exchange Commission" may not result in definitive resolution of these matters with the SEC or the DOJ on terms satisfactory to Syncor or Cardinal Health; and

- the potential costs and uncertainty relating to litigation already commenced (see "Recent Developments -- Certain Litigation") or which may be commenced as a result of the findings of the special committee of the Syncor board of directors.

The Syncor board of directors also identified and considered the following potentially negative factors in its deliberations:

- the reduced exchange ratio represents a reduction in the consideration to Syncor stockholders when compared to the original merger agreement; and

- the continued strong financial results, including net sales and operating income, of Syncor's U.S. Pharmacy Services business as reflected in the reported results for the third quarter ended September 30, 2002.

In its consideration of the proposed amendment to the exchange ratio, the Syncor board of directors also considered an alternative possible proposal from Cardinal Health to effect a reduction of the consideration to be received by Syncor's stockholders whereby the Syncor stockholders would place 10% of the Cardinal Health common shares they would receive in the merger (calculated using the original exchange ratio of 0.52) in an escrow fund which would be used to pay for the Escrow Claims. Under this proposal, any shares remaining in escrow after a number of years (to be agreed to) and the satisfaction of all Escrow Claims would have been released to the Syncor stockholders following the final resolution of all present and any future litigation or proceedings relating to these matters. The Syncor board of directors determined that this alternative proposal was not the best course of action after careful consideration of numerous factors, including, without limitation, the following:

- the negotiation of the terms of the escrow arrangement would be unduly complex and could lead to further disputes between the parties since the parties would be required to determine, among other things, (i) a precise definition of the Escrow Claims which would be satisfied by the Cardinal Health common shares held in the escrow fund, (ii) who would control litigation and proceedings relating to the Escrow Claims, (iii) the length of time the Cardinal Health common shares would be held under the escrow arrangement, and (iv) the mechanisms required to run and maintain the escrow fund;

- the negotiation of the terms of the escrow arrangement, and the preparation, review and mailing of required disclosures to stockholders relating to such arrangement, could delay significantly the consummation of the merger for a prolonged and uncertain period of time, which delay could potentially jeopardize the consummation of the merger and have an adverse effect on Syncor, its employees and its business;

- the difficulty in reaching agreement with Cardinal Health on how to treat potential future discoveries resulting from the continuing investigation by the special committee of the Syncor board of directors;

- the difficulties and administrative complexities inherent in applying the escrow arrangement to stock options held by officers, directors and employees of Syncor, as compared to a reduction in the exchange ratio that would apply equally to all holders of Syncor equity securities, including holders of stock options;

- the lack of any recent precedent for using an escrow arrangement in a stock-for-stock merger between two public companies to deal with the potential impact of a specific contingent liability and the difficulty in determining the likely results from using such a structure;

- the difficulty in determining the intrinsic value of that portion of the consideration subject to an escrow arrangement whereby 10% of the Cardinal Health common shares issuable in the merger would be held in escrow and not be released to the stockholders for a prolonged and potentially undeterminable period of time, if ever;

- the likelihood that the market would ascribe a relatively low value to the Cardinal Health common shares placed in escrow; and

- the fact that the reduced exchange ratio under the amended merger agreement provides for a slightly smaller discount to the original exchange ratio than the 10% of the consideration that would have been placed in escrow under the escrow arrangement.

Although the foregoing discussion (and the related discussion in the original proxy statement/ prospectus) sets forth all of the material factors considered by the Syncor board of directors in reaching its recommendation, it may not include all of the factors considered by the Syncor board of directors, and each director may have considered different factors. In view of the variety of factors and the amount of information considered, the Syncor board of directors did not find it practicable to, and did not, make specific assessments of, quantify or otherwise assign relative weights to the specific factors considered in reaching its determination. The determination was made after consideration of all of the factors as a whole.

IN LIGHT OF EVENTS THAT HAVE COME TO THE ATTENTION OF THE SYNCOR BOARD OF DIRECTORS SINCE LATE OCTOBER 2002, THE SYNCOR BOARD OF DIRECTORS HAS APPROVED THE AMENDED MERGER AGREEMENT WHICH PROVIDES FOR, AMONG OTHER THINGS, A 9.6% REDUCTION IN THE EXCHANGE RATIO SET FORTH IN THE ORIGINAL MERGER AGREEMENT SUCH THAT EACH SYNCOR STOCKHOLDER WILL RECEIVE 0.47 OF A CARDINAL HEALTH COMMON SHARE (INSTEAD OF 0.52 OF A CARDINAL HEALTH COMMON SHARE) FOR EACH SYNCOR SHARE HELD BY SUCH STOCKHOLDER. THE SYNCOR BOARD OF DIRECTORS HAS DETERMINED THAT THE AMENDED MERGER AGREEMENT AND THE TRANSACTIONS CONTEMPLATED BY THE AMENDED MERGER AGREEMENT, INCLUDING THE MERGER, AS DESCRIBED IN THE ORIGINAL PROXY STATEMENT/PROSPECTUS, ARE ADVISABLE AND ARE IN THE BEST INTERESTS OF SYNCOR AND ITS STOCKHOLDERS AND IN FURTHERANCE OF THE LONG-TERM BUSINESS STRATEGIES AND GOALS OF SYNCOR. ACCORDINGLY, THE SYNCOR BOARD OF DIRECTORS RECOMMENDS THAT THE SYNCOR STOCKHOLDERS VOTE "FOR" APPROVAL OF THE AMENDED MERGER AGREEMENT.

In considering the recommendation of the Syncor board of directors with respect to the amended merger agreement, you should be aware that certain directors and officers of Syncor have arrangements that cause them to have interests in the transaction that are different from, or are in addition to, the interests of Syncor stockholders generally. These potentially conflicting interests were disclosed in the original proxy statement/prospectus.

Considerations of the Cardinal Health Board of Directors. In light of events that have come to the attention of the Cardinal Health board of directors since late October 2002, the Cardinal Health board of directors approved the amended merger agreement which provides, among other things, for a reduction in the exchange ratio from that agreed at the time the original merger agreement

was signed. In addition to the factors considered by the Cardinal Health board of directors in unanimously approving the original merger agreement, as described on pages 27 and 28 of the original proxy statement/prospectus, the Cardinal Health board of directors consulted with Cardinal Health's legal advisors as well as with Cardinal Health's

management the reduced exchange ratio results in fewer shares being issued; and considered a number of positive factors, including among others:

- management's expectation that, with a lower exchange ratio, the merger will be accretive to earnings and cash flow of the combined company, as compared to Cardinal Health's stand-alone earnings and cash flow expectations, without giving effect to any potential synergies;

- the fact that Syncor's core U.S. pharmacy services business continued to show strong year-to-date financial performance, including a 28 percent increase in net sales from continuing operations and a 53 percent increase in operating income during Syncor's third quarter 2002 as compared with the same period of 2001;

- Mr. Fu agreement to contribute Syncor shares having a value of $2.5 million and forego his severance payment valued at approximately $2.1 million, which he may have been entitled;

- the avoidance of a potentially costly, protracted and disruptive dispute that likely would have resulted regarding the parties obligation to proceed with the transaction under the terms of the amended merger agreement in the event that the amended merger agreement was not executed (including the risk of litigation and the fact that there could be no assurances that Cardinal Health would prevail in that litigation);

- the belief that as a result of the investigation, including Cardinal Health's extensive and ongoing due diligence, the issues were addressed with the SEC and DOJ; and

- the belief that Syncor's core U.S. pharmacy services business continued to represent an attractive fit with Cardinal Health's existing nuclear pharmacy services offering that would provide Cardinal Health with opportunities to enhance its relationship with pharmaceutical manufacturers and biotech companies.

The Cardinal Health board of directors believed that the positive factors mentioned above outweighed the following negative factors:

- the time and resources required to complete the merger, with the completion of the merger being subject to certain conditions (see "The Merger Agreement -- Conditions to the Obligations of Each Party; -- Conditions to the Obligations of Syncor; -- Conditions to the Obligations of Cardinal Health and Mudhen Merger Corp." on pages 49 to 51 of the original proxy statement/prospectus) and the time and resources necessary to integrate Syncor's operations with Cardinal Health's operations;

- the time and resources required to resolve the issues resulting from the internal investigations at Syncor and its subsidiaries and the developments related to Syncor's agreements with the DOJ and the staff of the SEC (see "Recent Developments -- Investigation of Foreign Operations; Agreements with the United States Department of Justice and the Securities and Exchange Commission");

- the potential fines and penalties that may be levied on Syncor and its subsidiaries by the U.S. government and foreign authorities as a result of the findings of the internal investigations (see "Recent Developments -- Investigation of Foreign Operations; Agreements with the United States Department of Justice and the Securities and Exchange Commission");

- the costs associated with defending the litigation against Syncor and Cardinal Health arising out of the subject matter of the internal investigations (see "Recent Developments -- Certain Litigation");

- negative publicity and potential impact to Cardinal Health's reputation resulting from Syncor's agreements with the DOJ and the staff of the SEC and the related allegations (see "Recent Developments -- Investigation of Foreign Operations; Agreements with the United States Department of Justice and the Securities and Exchange Commission");

- the fact that all of the conditions to the merger may not be satisfied until the first calendar quarter of 2003;

- the time and resources required to explore options to shut down or sell Syncor's foreign operations if this course of action is pursued by Cardinal Health;

- the potential additional delay in selling CMI (see "Recent Developments -- CMI Sale Process");

- potential difficulties inherent in integrating two geographically diverse businesses and the risk that the benefits expected to be obtained in the merger might not be fully realized; and

- the cost associated with retaining Syncor's management team and possibility that Cardinal Health may be unable to retain these individuals.

The Cardinal Health board considered that the costs associated with the recent developments and determined that the benefits of the transaction coupled with the adjustment to the exchange ratio outweighed the additional negative factors resulting from those developments.

The Cardinal Health board of directors also considered Syncor's anticipated divestiture of CMI and found this plan to be consistent with Cardinal Health's strategic direction, although there can be no assurances that any transaction involving CMI will occur. The foregoing discussion of the factors considered by the Cardinal Health board of directors is not intended to be exhaustive. In view of the wide variety of factors considered in connection with its evaluation of the merger, the Cardinal Health board of directors did not find it practicable to, and did not, quantify or otherwise attempt to assign relative weights to the specific factors considered in reaching its determinations. In addition, individual Cardinal Health directors may have given differing weights to different factors. The Cardinal Health board of directors considered all these factors as a whole, and overall considered them to be favorable to and to support its determination to approve the amended merger agreement.

INTERESTS OF SYNCOR'S DIRECTORS AND OFFICERS IN THE MERGER

Certain members of the Syncor board of directors and certain of Syncor's executive officers may be deemed to have interests that are different from, or

are in addition to, the interests of Syncor stockholders generally. The following interests are in addition to the interests identified on pages 34 through 37 of the original proxy statement/prospectus. The Syncor board of directors was aware of the interests and considered them, among other matters, in approving the amended merger agreement.

Cardinal Health is continuing discussions with each of Robert G. Funari and Rodney E. Boone regarding the terms of his employment relationship with the combined companies following the merger. These discussions may result in renegotiation of their employment and/or severance agreements.

In recognition of the extraordinary work and effort required in connection with his service as lead director of the Syncor board of directors and chairman of the special committee to the board beginning on November 6, 2002, the Syncor board of directors has authorized payments to Mr. Bernard Puckett of $3,000 per day for each day that he spends significant time working in his capacity as lead director or as chairman of the special committee. As of the date of this document, these payments total approximately $. These payments are in addition to the payments that each member of the Syncor board of directors is entitled to receive as a member of the board and of any committee thereof.

OPINION OF SYNCOR'S FINANCIAL ADVISOR

Syncor retained Salomon Smith Barney to act as its financial advisor in connection with the proposed merger. In connection with this engagement, Syncor requested that Salomon Smith Barney evaluate the fairness, from a financial point of view, to the holders of Syncor common stock of the exchange ratio provided for in the merger. On December 3, 2002, at a meeting of the Syncor board of directors held to evaluate the amended merger agreement, Salomon Smith Barney delivered to the Syncor board of directors an oral opinion, which opinion was confirmed by delivery of a written opinion dated the same date, to the effect that, as of that date and based on and subject to the matters described in its opinion, the revised exchange ratio was fair, from a financial point of view, to the holders of Syncor common stock.

In arriving at its opinion, Salomon Smith Barney:

- reviewed the amended to the merger agreement and related documents;

- held discussions with Syncor's senior officers, directors and other representatives and advisors and with Cardinal Health's senior officers and other representatives and advisors concerning Syncor's and Cardinal Health's businesses, operations and prospects;

- examined publicly available business and financial information relating to Syncor and Cardinal Health;

- examined financial forecasts and other information and data for Syncor and publicly available financial forecasts and other information and data for Cardinal Health which were provided to or otherwise discussed with Salomon Smith Barney by Syncor's and Cardinal Health's managements, including information relating to the potential strategic implications and operational benefits anticipated by Syncor's management to result from the merger;

- reviewed the financial terms of the merger as described in the amended merger agreement in relation to, among other things, current and historical market prices and trading volumes of Syncor common stock and Cardinal Health common shares, the historical and projected earnings and

other operating data of Syncor and Cardinal Health, and the capitalization and financial condition of Syncor and Cardinal Health;

- considered, to the extent publicly available, the financial terms of other transactions effected that it considered relevant in evaluating the merger;

- analyzed financial, stock market and other publicly available information relating to the businesses of other companies whose operations it considered relevant in evaluating those of Syncor and Cardinal Health;

- evaluated the potential pro forma financial impact of the merger on Cardinal Health; and

- conducted other analyses and examinations and considered other financial, economic and market criteria as it deemed appropriate in arriving at its opinion.

In rendering its opinion, Salomon Smith Barney assumed and relied, without independent verification, on the accuracy and completeness of all financial and other information and data publicly available or furnished to or otherwise reviewed by or discussed with it. With respect to financial forecasts and other information and data relating to Syncor provided to or otherwise discussed with Salomon Smith Barney and used in its analysis, Syncor's management advised Salomon Smith Barney that the forecasts and other information and data were reasonably prepared on bases reflecting the best currently available estimates and judgments of Syncor's management as to the future financial performance of Syncor. With respect to the publicly available financial forecasts and other information and data relating to Cardinal Health provided to or otherwise discussed with Salomon Smith Barney and used in its analysis, Cardinal Health's management advised Salomon Smith Barney that the forecasts and other information and data represented reasonable estimates as to the future financial performance of Cardinal Health.

Salomon Smith Barney assumed, with Syncor's consent, that the merger will be completed in accordance with its terms without waiver, modification or amendment of any material term, condition or agreement and that, in the course of obtaining the necessary regulatory or third-party approvals and consents for the merger, no delay, limitation, restriction or condition will be imposed other than as specified in the amended merger agreement and related documents. Salomon Smith Barney also assumed, with Syncor's consent, that the merger will be treated as a reorganization for federal income tax purposes. Salomon Smith Barney did not express any opinion as to what the value of Cardinal Health common shares actually will be when issued in the merger or the prices at which Cardinal Health common shares will trade or otherwise be transferable at any time. Salomon Smith Barney did not make and was not provided with an independent evaluation or appraisal of the assets or liabilities, contingent or otherwise, of Syncor or Cardinal Health, and Salomon Smith Barney did not make any physical inspection of the properties or assets of Syncor or Cardinal Health.

In connection with its engagement, and at Syncor's request, Salomon Smith Barney held preliminary discussions with selected third parties prior to the date on which the original merger agreement was executed regarding the acquisition of Syncor. Salomon Smith Barney's opinion does not address the relative merits of the merger as compared to any alternative business strategies that might exist for Syncor or the effect of any other transaction in which Syncor might engage. Salomon Smith Barney's opinion was necessarily based on information available, and financial, stock market and other conditions and circumstances existing and disclosed to Salomon Smith Barney, as of the date of

its opinion. Although Salomon Smith Barney evaluated the revised exchange ratio from a financial point of view, Salomon Smith Barney was not asked to and did not recommend the specific consideration payable in the merger, which was determined through negotiations between Syncor and Cardinal Health. Syncor imposed no other instructions or limitations on Salomon Smith Barney with respect to the investigations made or procedures followed by Salomon Smith Barney in rendering its opinion.

The full text of Salomon Smith Barney's written opinion dated December 3, 2002, which describes the assumptions made, matters considered and limitations on the review undertaken, is included as Appendix D to this document and is incorporated in this document by reference. Salomon Smith Barney's opinion is directed to the Syncor board of directors and relates only to the fairness of the revised exchange ratio from a financial point of view, does not address any other aspect of the merger or any related transaction and does not constitute a recommendation to any Syncor stockholder with respect to any matters relating to the proposed merger.

In preparing its opinion, Salomon Smith Barney performed a variety of financial and comparative analyses, including those described below. The summary of these analyses is not a complete description of the analyses underlying Salomon Smith Barney's opinion, but rather describes the material financial analyses underlying the opinion. The preparation of a fairness opinion is a complex analytical process involving various determinations as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances, and, therefore, a fairness opinion is not readily susceptible to summary description. Accordingly, Salomon Smith Barney believes that its analyses must be considered as a whole and that selecting portions of its analyses and factors or focusing on information presented in tabular format, without considering all analyses and factors or the narrative description of the analyses, could create a misleading or incomplete view of the processes underlying its analyses and opinion.

In its analyses, Salomon Smith Barney considered industry performance, general business, economic, market and financial conditions and other matters existing as of the date of its opinion, many of which are beyond the control of Syncor and Cardinal Health. No company, business or transaction used in those analyses as a comparison is identical to Syncor, Cardinal Health or the proposed merger, and an evaluation of those analyses is not entirely mathematical. Rather, the analyses involve complex considerations and judgments concerning financial and operating characteristics and other factors that could affect the acquisition, public trading or other values of the companies or business segments analyzed.

The estimates contained in Salomon Smith Barney's analyses and the valuation ranges resulting from any particular analysis are not necessarily indicative of actual values or predictive of future results or values, which may be significantly more or less favorable than those suggested by its analyses. In addition, analyses relating to the value of businesses or securities do not necessarily purport to be appraisals or to reflect the prices at which businesses or securities actually may be sold. Accordingly, Salomon Smith Barney's analyses and estimates are inherently subject to substantial uncertainty.

Salomon Smith Barney's opinion and analyses were only one of many factors considered by the Syncor board of directors in its evaluation of the merger, and should not be viewed as determinative of the views of the Syncor board of directors or Syncor's management with respect to the revised exchange ratio or the proposed merger.

The following is a summary of the material financial analyses performed by Salomon Smith Barney in connection with the rendering of its opinion dated

December 3, 2002. The financial analyses summarized below include information presented in tabular format. In order to fully understand Salomon Smith Barney's financial analyses, the tables must be read together with the text of each summary. The tables alone do not

constitute a complete description of the financial analyses. Considering the data in the tables below without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of Salomon Smith Barney's financial analyses. Internal estimates of Syncor's management used in the analyses described below exclude Syncor's wholly owned subsidiary, CMI, which Syncor has publicly announced it intends to sell, and assumes that a portion of the after-tax net proceeds of that sale will be used to repay a significant portion of Syncor's total debt outstanding.

Selected Companies Analysis. Salomon Smith Barney compared financial, operating and stock market data of Syncor to corresponding financial, operating and stock market data of Cardinal Health and the following six publicly traded companies in the broad-based distributors and medical/surgical distributors sectors of the health care industry:

BROAD-BASED DISTRIBUTORS	MEDICAL/SURGICAL DISTRIBUTORS
- AmeriSourceBergen Corporation	- Fisher Scientific International Inc.
- D&K Healthcare Resources Inc.	- Henry Schein, Inc.
- McKesson Corporation	- Owens & Minor, Inc.

Salomon Smith Barney also compared financial, operating and stock market data of the three publicly traded companies listed above in the broad-based distributors sector to corresponding financial, operating and stock market data of Cardinal Health. The selected companies that were reviewed distinctly for Syncor are referred to as the Syncor selected companies and the selected companies that were reviewed distinctly for Cardinal Health are referred to as the Cardinal Health selected companies.

Salomon Smith Barney reviewed firm values, calculated as equity value, plus debt, minority interest and preferred stock, less cash and cash equivalents, as a multiple of, among other things, latest 12 months' and estimated calendar year 2002 earnings before interest, taxes, depreciation and amortization, commonly known as EBITDA. Salomon Smith Barney reviewed equity values as a multiple of latest 12 months' and estimated calendar years 2002 and 2003 net income. Estimated financial data for Syncor were based on internal estimates of Syncor's management and estimated financial data for Cardinal Health were based on publicly available research analysts' estimates and discussions with Cardinal Health's management. Estimated financial data for the selected companies were based on publicly available research analysts' estimates. All multiples were based on per share closing stock prices on December 2, 2002. Salomon Smith Barney applied a range of selected multiples of latest 12 months' and estimated calendar year 2002 EBITDA and latest 12 months' and estimated calendar years 2002 and 2003 net income derived from the Syncor selected companies to corresponding financial data of Syncor, and applied a range of selected multiples of estimated calendar year 2002 EBITDA and latest 12 months' and estimated calendar years 2002 and 2003 net income derived from the Cardinal Health selected companies to corresponding financial data of Cardinal Health, in order to derive implied equity reference ranges for Syncor and Cardinal Health. This analysis indicated the following implied per share equity reference range

for Syncor, as compared to the per share equity value of Syncor implied by the revised exchange ratio provided for in the merger based on the per share closing price of Cardinal Health common shares on December 2, 2002:

IMPLIED PER SHARE EQUITY REFERENCE RANGE FOR SYNCOR	PER SHARE EQUITY VALUE FOR SYNCOR IMPLIED BY REVISED EXCHANGE RATIO
$24.00 - $29.00	$29.14

This analysis also indicated an implied per share equity reference range for Cardinal Health of approximately $55.00 to $64.00, as compared to the per share closing price of Cardinal Health common shares on December 2, 2002 of $61.99. The implied per share equity reference ranges for Syncor and Cardinal Health were then used to calculate an implied exchange ratio range of approximately 0.375x to 0.527x, as compared to the revised exchange ratio in the merger of 0.47x.

Discounted Share Price Analysis. Salomon Smith Barney reviewed Syncor's and Cardinal Health's calendar year estimated 2005 earnings per share, commonly referred to as EPS, and derived implied hypothetical future share prices for Syncor and Cardinal Health by applying to their calendar year estimated

2005 EPS one-year forward EPS multiples ranging from 15.5x to 17.0x in the case of Syncor and 19.0x to 21.0x in the case of Cardinal Health. Estimated financial data for Syncor were based on internal estimates of Syncor's management and estimated financial data for Cardinal Health were based on publicly available research analysts' estimates and discussions with Cardinal Health's management. These hypothetical future share prices were then discounted to present value using discount rates based on Syncor's and Cardinal Health's cost of equity. This analysis indicated the following implied per share equity reference range for Syncor, as compared to the per share equity value of Syncor implied by the revised exchange ratio provided for in the merger based on the per share closing price of Cardinal Health common shares on December 2, 2002:

IMPLIED PER SHARE EQUITY REFERENCE RANGE FOR SYNCOR	PER SHARE EQUITY VALUE FOR SYNCOR IMPLIED BY REVISED EXCHANGE RATIO
$23.94 - $27.35	$29.14

This analysis also indicated an implied per share equity reference range for Cardinal Health of approximately $69.76 to $79.21, as compared to the per share closing price of Cardinal Health common shares on December 2, 2002 of $61.99. The implied per share equity reference ranges for Syncor and Cardinal Health were then used to calculate an implied exchange ratio range of approximately 0.302x to 0.392x, as compared to the revised exchange ratio in the merger of 0.47x.

Precedent Transactions Analysis. Salomon Smith Barney reviewed the aggregate transaction values and implied transaction multiples in the following eight selected merger and acquisition transactions in the health care industry completed since July 1992:

ACQUIROR	TARGET
- AmeriSource Health Corporation	- Bergen Brunswig Corporation
- Cardinal Health, Inc.	- Bindley Western Industries, Inc.
- AmeriSource Health Corporation	- C.D. Smith Healthcare, Inc.
- AmeriSource Health Corporation	- Walker Drug Company
- McKesson Corporation	- FoxMeyer Corporation
- Cardinal Health, Inc.	- Medicine Shoppe International, Inc.
- Cardinal Distribution, Inc.	- Whitmire Distribution Corp.
- Bergen Brunswig Corporation	- Durr-Fillauer Medical, Inc.

Salomon Smith Barney compared firm values in the selected transactions as a multiple of latest 12 months' EBITDA. Salomon Smith Barney compared equity values in the selected transactions as a multiple of latest 12 months' and one-year forward net income. Estimated financial data for Syncor were based on internal estimates of Syncor's management. All multiples for the selected transactions were based on publicly available information at the time of announcement of the relevant selected transaction as adjusted based on the percentage increase/(decrease) in the Standard & Poors 500 Index from the date of announcement of each transaction through December 2, 2002. Salomon Smith Barney applied a range of selected multiples derived from the financial data described above for the selected transactions to corresponding financial data of Syncor in order to derive an implied equity reference range for Syncor. This analysis indicated the following implied per share equity reference range for Syncor, as compared to the per share equity value of Syncor implied by the revised exchange ratio provided for in the merger based on the per share closing price of Cardinal Health common shares on December 2, 2002:

IMPLIED PER SHARE EQUITY REFERENCE RANGE FOR SYNCOR	PER SHARE EQUITY VALUE FOR SYNCOR IMPLIED BY REVISED EXCHANGE RATIO
$26.00 - $38.00	$29.14

The implied per share equity reference range for Syncor was then used, together with the implied per share equity reference range derived for Cardinal Health from the selected companies analysis described above, to calculate an implied exchange ratio range of approximately 0.406x to 0.691x, as compared to the revised exchange ratio in the merger of 0.47x.

Discounted Cash Flow Analysis. Salomon Smith Barney calculated the estimated present value of the stand-alone, unlevered, after-tax free cash flows that Syncor could produce for calendar years 2003 to 2005. Salomon Smith Barney also calculated the estimated present value of the stand-alone, unlevered, after-tax free cash flows that Cardinal Health could produce for the third and fourth fiscal quarters of fiscal year 2003 and for fiscal years 2004 to 2006. Estimated financial data for Syncor were based on internal estimates of Syncor's management and estimated financial data for Cardinal Health were based on publicly available research analysts' estimates and discussions with Cardinal Health's management. Salomon Smith Barney calculated a range of estimated terminal values for Syncor and Cardinal Health by applying, in the case of

Syncor, a range of terminal EBITDA multiples of 6.75x to 9.75x to Syncor's calendar year 2005 estimated EBITDA and, in the case of Cardinal Health, a range of terminal EBITDA multiples of 11.5x to 12.5x to Cardinal Health's fiscal year 2006 estimated EBITDA. The estimated free cash flows and terminal values for each of Syncor and Cardinal Health then were discounted to present value using discount rates ranging from 9.0% to 10.0% in the case of Syncor and 8.5% to 9.5% in the case of Cardinal Health. This analysis indicated the following implied per share equity reference range for Syncor, as compared to the per share equity value of Syncor implied by the revised exchange ratio provided for in the merger based on the per share closing price of Cardinal Health common shares on December 2, 2002:

IMPLIED PER SHARE EQUITY REFERENCE RANGE FOR SYNCOR	PER SHARE EQUITY VALUE FOR SYNCOR IMPLIED BY REVISED EXCHANGE RATIO
$27.55 - $37.57	$29.14

This analysis also indicated an implied per share equity reference range for Cardinal Health of between $89.00 to $98.39, as compared to the per share closing price of Cardinal Health common shares on December 2, 2002 of $61.99. The implied per share equity reference ranges for Syncor and Cardinal Health were then used to calculate an implied exchange ratio range of approximately 0.280x to 0.422x, as compared to the revised exchange ratio in the merger of 0.47x.

Other Factors. In the course of preparing its opinion, Salomon Smith Barney also reviewed and considered other information and data, including:

- trading characteristics and stock price performance of Syncor shares, Cardinal Health common shares and the common stock of selected companies in the health care industry (including during the period since the announcement of the original merger agreement), including a comparison of price to earnings growth and, in the case of Cardinal Health, forward year price to earnings multiples;

- implied multiples for Syncor both on a stand-alone basis and in the merger based on various operational and financial metrics;

- the potential pro forma effect of the merger on Cardinal Health's earnings per common share, without taking into account potential cost savings or other synergies from the merger, as estimated for fiscal years 2003 and 2004; and

- publicly available research analysts' reports for Cardinal Health common shares.

MISCELLANEOUS

Under the terms of its engagement, Syncor has agreed to pay Salomon Smith Barney for its financial advisory services upon completion of the merger an aggregate fee based on a percentage of the total consideration, including liabilities assumed, payable in the merger, which fee is estimated to be approximately $4.9 million. Syncor also has agreed to reimburse Salomon Smith Barney for reasonable travel and other out-of-pocket expenses incurred by Salomon Smith Barney in performing its services, including the reasonable fees and expenses of its legal counsel, and to indemnify Salomon Smith Barney and related persons against liabilities, including liabilities under the U.S. federal securities laws, arising out of its engagement.

Salomon Smith Barney and its affiliates in the past have provided, and currently are providing, services to Syncor unrelated to the proposed merger, for which services Salomon Smith Barney and its affiliates have received, and expect to receive, compensation. Salomon Smith Barney and its affiliates also in the past have

provided, and may in the future provide, services to Cardinal Health unrelated to the proposed merger, for which services Salomon Smith Barney and its affiliates have received, and may receive, compensation. In the ordinary course of business, Salomon Smith Barney and its affiliates may actively trade or hold the securities of Syncor and Cardinal Health for their own account or for the account of customers, and, accordingly, may at any time hold a long or short position in those securities. In addition, Salomon Smith Barney and its affiliates, including Citigroup Inc. and its affiliates, may maintain relationships with Syncor, Cardinal Health and their affiliates.

Salomon Smith Barney is an internationally recognized investment banking firm, and was selected by Syncor based on its reputation, experience and familiarity with Syncor and its business. Salomon Smith Barney regularly engages in the valuation of businesses and their securities in connection with mergers and acquisitions, negotiated underwritings, competitive bids, secondary distributions of listed and unlisted securities, private placements and valuations for estate, corporate and other purposes.

THE MERGER AGREEMENT AMENDMENTS

The following is a summary of material provisions of the merger agreement amendments, copies of which are included as Appendix A and Appendix B to this document. The merger agreement as signed on June 14, 2002 and conformed to give effect to amendment no. 1 and amendment no. 2 is included as Appendix C to this document. This summary is qualified in its entirety by reference to the merger agreement and the amendments, which are incorporated by reference in this document. Except as described below, the terms of the merger agreement are as described on pages 39 through 54 of the original proxy statement/prospectus.

EXCHANGE RATIO

At the effective time of the merger, each share of Syncor common stock issued and outstanding immediately prior to the effective time of the merger will be converted into the right to receive 0.47 of a Cardinal Health common share. Prior to amending the merger agreement, the exchange ratio was equal to 0.52 of a Cardinal Health common share.

This revised exchange ratio of 0.47 will also be used in determining the number of options to purchase Cardinal Health common shares a holder of a Syncor stock option will have as a result of the merger. Prior to the effective time of the merger, Cardinal Health and Syncor will take all necessary actions to cause each unexpired and unexercised outstanding option granted or issued under Syncor's stock option or equity-incentive plans to be automatically converted at the effective time of the merger into a fully-vested option to purchase that number of Cardinal Health common shares equal to the number of Syncor shares subject to the Syncor option immediately prior to the effective time of the merger multiplied by the revised exchange ratio of 0.47 (and rounded to the nearest share), with an exercise price per share equal to the exercise price per share of the Syncor option divided by the revised exchange ratio of 0.47 (and

rounded to the nearest whole cent), and with other terms and conditions that are the same as the terms and conditions of the Syncor option immediately before the effective time of the merger. Adjustments may be made, as necessary, to preserve the tax treatment of incentive stock options. Subject to limited exceptions described in the original proxy statement/prospectus, Syncor options granted by Syncor between June 14, 2002, and the completion of the merger will not vest and will be converted into unvested options to purchase Cardinal Health common shares as described above. These Cardinal Health options will vest pursuant to the terms of the Syncor options as in effect at the time of the merger.

Based on the exchange ratio of 0.47 and the closing per share sale price of Cardinal Health common shares as of December 5, 2002, the value of the Cardinal Health common shares to be received by all of the Syncor stockholders in connection with the merger is approximately $806 million.

ADDITIONAL CONDITION TO THE OBLIGATIONS OF CARDINAL HEALTH AND MUDHEN MERGER CORP. TO COMPLETE MERGER

In addition to conditions to the obligations of Cardinal Health and Mudhen Merger Corp. listed on page 51 of the original proxy statement/prospectus, the obligations of Cardinal Health and Mudhen Merger Corp. to consummate the merger and the transactions contemplated by the amended merger agreement are subject to Syncor Taiwan, Inc. entering into a guilty plea pursuant to the agreement, dated December 3, 2002, between counsel for Syncor and the DOJ and the plea agreement, dated December 3, 2002, between Syncor Taiwan and the DOJ. The plea must be without modification to its terms except for any modification that would not be materially adverse to Cardinal or have a material adverse effect (as defined below) on Syncor.

MATERIAL ADVERSE EFFECT

A "material adverse effect" with respect to any party to the amended merger agreement will be deemed to occur if there will have been a material adverse effect on the business, financial condition or results of

operations of that party to the amended merger agreement and that party's subsidiaries, taken as a whole, except to the extent that the adverse effect results from:

- changes (1) in prevailing interest rates in the United States or financial market conditions in the United States, (2) in general economic conditions in the United States, or (3) in GAAP;

- any developments, changes or consequences relating to or that could arise from the actual or prospective renewal of (or failure to renew) Syncor's agreement with Dupont Merck Pharmaceutical Company (and Bristol-Myers, as successor), dated December 19, 1993, as amended (prior to June 14, 2002), which we refer to as the BMS contract, any new terms that may be negotiated in any proposed or actual amended or new BMS contract, any negotiations with Bristol-Myers (or the substitute counterparty) directly relating to the BMS contract or any amendment to the BMS contract, or a new BMS contract, in each case, regardless of whether or not Bristol-Myers owns the product covered by the BMS contract;

- any developments, changes or consequences relating to the process for the possible sale of all or a portion of the business of CMI, including the failure to sell all or any portion of the CMI business, the level of interest of any parties in pursuing a sale or the value or other terms for a sale indicated by those parties, and the pricing or other terms of

any sale, or the effect of any accounting charges, adjustments and changes previously disclosed to Cardinal Health. For the purposes of the amended merger agreement, in determining whether there has been a material adverse effect on Syncor, any changes to or developments regarding the CMI business will be measured solely against the actual results of the CMI business for the fiscal year ended December 31, 2001;

- the Syncor Disclosure Matter, which is defined as:

  - the information set forth in the written reports prepared by Ernst & Young LLP; Skadden, Arps, Slate, Meagher & Flom LLP; and PricewaterhouseCoopers LLP relating to Syncor's and its subsidiaries' operations outside of the continental United States, Alaska and Hawaii as disclosed to each of the DOJ, the SEC and Cardinal Health (or its outside legal counsel),

  - any suit, claim, action, proceeding, hearing, notice of violation, demand letter or investigation, judgment, settlement, fine, penalty or order by or before any governmental authority, whether existing, pending, threatened or hereafter arising (and including the terms and status thereof), arising from the matters identified in the preceding bullet point or the disclosure, fiduciary, contractual or other obligations of the parties and their subsidiaries and their respective directors, officers, employees and representatives relating to the matters identified in the preceding bullet point, and

  - any costs, fees and expenses of Syncor or its subsidiaries relating to the investigation of the matters identified in the two bullet points above; the renegotiation of the merger agreement; the solicitation of proxies after December 3, 2002; and any pre-existing indemnity rights of any directors, officers, employees and representatives of Syncor or of any of its subsidiaries in connection with any of the matters identified in the two preceding bullet points.

TERMINATION

The amendments have the effect of permitting the merger agreement to be terminated and the merger to be abandoned at any time prior to the effective time of the merger (notwithstanding any approval of the merger agreement by Syncor stockholders):

1. by mutual written consent of Cardinal Health and Syncor;

2. by either Cardinal Health or Syncor if there will be any law or regulation that makes completion of the merger illegal or otherwise prohibited, or if any judgment, injunction, order or decree of a court or other competent governmental authority enjoining Cardinal Health or Syncor from completing the merger will have been entered and the judgment, injunction, order or decree will have become final and nonappealable; provided that the party seeking to terminate the merger agreement pursuant to this

provision of the merger agreement will have used its reasonable best efforts to remove the order, decree, ruling or injunction;

3. by either Cardinal or Syncor if the merger shall not have been consummated before the date that is the earlier of (1) the date that is 23 business days (within the meaning of Rule 14d-1(g)(3) of the Securities Exchange Act of 1934) following the date that the SEC declares the final post-effective amendment to the registration statement effective, and (2)

March 21, 2003; provided, further, that the right to terminate the merger agreement under this provision is not available to any party whose failure or whose affiliate's failure to perform any material covenant or obligation under the agreement is the primary cause of or resulted in the failure of the merger to occur on or before that date;

4. by Cardinal Health (a) if there has been a withdrawal, modification or change in the Syncor board of directors' recommendation in a manner adverse to Cardinal Health or (b) if the Syncor board of directors refuses to affirm the Syncor board of directors' recommendation within 20 days of any written request from Cardinal Health;

5. by Cardinal Health or Syncor if, at the special meeting, the requisite vote of Syncor stockholders to approve the merger agreement is not obtained;

6. by Cardinal Health if there has been a violation or breach by Syncor of any agreement, covenant, representation or warranty contained in the amended merger agreement that has prevented or would prevent, the satisfaction of the condition that (1) the representations and warranties of Syncor are true and correct in all respects as of the date of the original merger agreement and as of the closing date of the merger, unless the failure would not be reasonably expected to have a material adverse effect on Syncor or (2) Syncor has performed its obligations and agreements and complied with its covenants under the amended merger agreement in all material respects, at the time of the breach or violation and the breach or violation has not been waived by Cardinal Health nor cured by Syncor prior to the earlier of (a) 20 business days after the giving of written notice to Syncor of the breach and (b) March 21, 2003; or

7. by Syncor if there has been a violation or breach by Cardinal Health of any agreement, covenant, representation or warranty contained in the merger agreement that has prevented or would prevent, the satisfaction of the condition that (1) the representations and warranties of Cardinal Health are true and correct in all respects as of the date of the original merger agreement and as of the closing date of the merger, unless the failure would not be reasonably expected to have a material adverse effect on Cardinal Health or (2) Cardinal Health has performed its obligations and agreements and complied with its covenants under the amended merger agreement in all material respects at the time of the breach or violation, and the breach or violation has not been waived by Syncor nor cured by Cardinal Health prior to the earlier of (a) 20 business days after the giving of written notice to Syncor of the breach and (b) March 21, 2003.

MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES

The following general discussion summarizes the anticipated material U.S. federal income tax consequences of the merger to Syncor stockholders that exchange their Syncor shares for Cardinal Health common shares in the merger. This discussion addresses only those Syncor stockholders that hold their Syncor common stock as a capital asset, and does not address all of the U.S. federal income tax consequences that may be relevant to particular Syncor stockholders in light of their individual circumstances or to Syncor stockholders that are subject to special rules, such as:

- financial institutions;

- mutual funds;

- tax-exempt organizations;

- insurance companies;

- dealers in securities or foreign currencies;

- traders in securities that elect to apply a mark-to-market method of accounting;

- foreign holders;

- persons that hold their Syncor shares as part of a hedge, straddle, constructive sale or conversion transaction; or

- Syncor stockholders that acquired their shares upon the exercise of Syncor options or otherwise as compensation.

The following discussion is not binding on the Internal Revenue Service. It is based upon the Internal Revenue Code of 1986, as amended, which we refer to as the Code, laws, regulations, rulings and decisions in effect as of the date of this document, all of which are subject to change, possibly with retroactive effect. Tax consequences under state, local and foreign laws and U.S. federal laws other than U.S. federal income tax laws, are not addressed.

Syncor stockholders are urged to consult their tax advisors as to the specific tax consequences to them of the merger, including the applicability and effect of U.S. federal, state and local and foreign income and other tax laws in their particular circumstances.

Skadden, Arps, Slate, Meagher & Flom LLP, special counsel to Syncor, has delivered a new opinion, a copy of which has been filed as an exhibit to the registration statement, to the effect that, provided the merger is consummated in the manner described in the merger agreement (1) the merger will constitute a "reorganization" (within the meaning of Section 368(a) of the Code) and (2) no gain or loss will be recognized by Syncor stockholders upon the receipt of Cardinal Health common shares in exchange for Syncor shares pursuant to the merger, except with respect to cash received in lieu of fractional share interests in Cardinal Health common shares and possibly with respect to Syncor shares contributed pursuant to the Fu letter agreement as described below. It is a condition to the completion of the merger that Syncor receive an opinion, dated the closing date of the merger, to the same effect. An opinion of counsel represents counsel's best legal judgment and is not binding on the Internal Revenue Service or any court. No ruling has been, or will be, sought from the Internal Revenue Service as to the U.S. federal income tax consequences of the merger.

Based on and subject to the above opinion, Syncor stockholders that exchange their Syncor common stock solely for Cardinal Health common shares in the merger will not recognize gain or loss for U.S. federal income tax purposes, except with respect to cash, if any, they receive in lieu of a fractional Cardinal Health common share and possibly with respect to Syncor shares contributed pursuant to the Fu letter agreement as described below. Each holder's aggregate tax basis in Cardinal Health common shares received in the merger will be the same as that holder's aggregate tax basis in Syncor common stock surrendered in the merger, decreased by the amount of any tax basis allocable to any fractional share interest for which cash is received.

The holding period of Cardinal Health common shares received in the merger by a holder of Syncor common stock will include the holding period of Syncor common

stock that the holder surrendered in the merger.

A holder of Syncor common stock that receives cash in lieu of a fractional Cardinal Health common share will recognize gain or loss equal to the difference between the amount of cash received and that holder's tax basis in Cardinal Health common shares that is allocable to the fractional Cardinal Health common share. That gain or loss generally will constitute capital gain or loss and will constitute long-term capital gain or loss if the Syncor stockholder has held the shares for more than 12 months on the date of the merger.

It is possible that Mr. Fu's contribution to Syncor of Syncor common stock pursuant to the Fu letter agreement could have an adverse effect on Syncor stockholders who receive Cardinal Health common shares in the merger. The Internal Revenue Service might contend that, for federal income tax purposes, Cardinal Health common shares should be treated as having been issued in the merger based on Syncor stockholders' ownership of Syncor common stock prior to the contribution, followed by a transfer by Mr. Fu to the other stockholders of an amount of value equal to the excess of the amount received by the other stockholders over the amount that such stockholders would have received if Mr. Fu had not made the contribution. Under this theory, each Syncor stockholder (other than Mr. Fu) could recognize income equal to the value of such stockholder's pro rata share of approximately 39,700 Cardinal Health common shares, or approximately $0.09 per Syncor share (based on the closing per share sale price of Cardinal Health common shares and Syncor shares as of December 5, 2002). While special counsel believes the better view is that no such income should be recognized, in light of the absence of controlling authority directly on point, no assurance can be given as to whether the Internal Revenue Service would take such a position or, if it did, whether it would prevail.

The foregoing discussion of material U.S. federal income tax consequences is for general information purposes only and may not apply to all Syncor stockholders. The opinion of Skadden, Arps, Slate, Meagher & Flom LLP is not binding on the Internal Revenue Service. Because of the complexity of the tax laws, and because the tax consequences of the merger for any particular Syncor stockholder may be affected by matters not discussed in this document, each Syncor stockholder is urged to consult his own tax adviser with respect to the Syncor stockholder's own particular circumstances and with respect to the specific tax consequences of the merger to the Syncor stockholder, including the applicability and effect of U.S. state and local and foreign tax laws, estate tax laws and proposed changes in applicable tax laws.

OTHER ACTION TO BE TAKEN AT THE RECONVENED SPECIAL MEETING

SYNCOR ADJOURNMENT PROPOSAL

Syncor is submitting a proposal to Syncor stockholders to authorize the named proxies to vote in favor of the adjournment proposal at the reconvened special meeting of stockholders in the event that there are not sufficient votes to approve the merger agreement proposal at the time of the reconvened special meeting. Even though a quorum may be present at the reconvened special meeting, it is possible that Syncor may not have received sufficient votes to approve the merger agreement proposal. In that event, we would need to adjourn the reconvened special meeting in order to solicit additional proxies.

To allow the proxies that have been received by Syncor at the time of the reconvened special meeting to be voted for the adjournment, if necessary, Syncor has submitted the question of adjournment under those circumstances, and only under those circumstances, to Syncor stockholders for their consideration. Approval of the adjournment proposal requires the affirmative vote of the holders of a majority of the voting power of Syncor shares present in person or represented by proxy at the reconvened special meeting.

The Syncor board of directors recommends that the Syncor stockholders vote their proxies "FOR" the adjournment proposal so that their proxies may be used for that purpose, should it become necessary. Properly executed proxies will be voted "FOR" the adjournment proposal, unless otherwise noted on the proxies. If it is necessary to adjourn the reconvened special meeting, no notice of the time and place of the adjourned special meeting is required to be given to Syncor stockholders other than an announcement of the time and place at the special meeting, unless the adjournment is for more than 30 days, or, if, after the adjournment, a new

record date is set. The adjournment proposal relates only to an adjournment of the special meeting occurring for purposes of soliciting additional proxies for approval of the merger agreement proposal in the event that there are insufficient votes to approve the merger agreement proposal at the reconvened special meeting. Any other adjournment of the special meeting (e.g., an adjournment required because of the absence of a quorum) would be voted upon pursuant to the discretionary authority granted by the proxy.

The Syncor board of directors retains full authority to postpone the reconvened special meeting prior to the special meeting being convened, without the consent of any Syncor stockholder.

THE SYNCOR BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE ADJOURNMENT PROPOSAL.

OTHER MATTERS

As of the date of this document, the Syncor board of directors does not know of any matters that will be presented for consideration at the reconvened special meeting other than as described in this document. If any other matters do properly come before the special meeting or any adjournments or postponements of the reconvened special meeting and are voted upon, the enclosed proxy will be deemed to confer discretionary authority on the individuals named as proxies to vote Syncor shares represented by those proxies as to any of those matters.

LEGAL MATTERS

The validity of Cardinal Health common shares to be issued in the merger will be passed upon for Cardinal Health by Wachtell, Lipton, Rosen & Katz, special counsel to Cardinal Health.

Skadden, Arps, Slate, Meagher & Flom LLP, special counsel to Syncor, will render the opinion referred to under "Material U.S. Federal Income Tax Consequences."

EXPERTS

The consolidated financial statements and the related consolidated financial statement schedule of Cardinal Health and its subsidiaries as of June 30, 2002 and 2001, and for each of the three years in the period ended June 30, 2002, have been incorporated in this document by reference from Cardinal Health's Annual Report on Form 10-K for the fiscal year ended June 30, 2002.

The consolidated financial statements and schedule as of and for the year ended June 30, 2002, have been audited by Ernst & Young LLP, independent accountants, as stated in their report which is incorporated in this document by reference from the Cardinal Health Annual Report on Form 10-K for the fiscal year ended June 30, 2002.

The consolidated financial statements and schedule as of June 30, 2001 and for each of the two years in the period ended June 30, 2001, except the financial statements of Bindley Western Industries, Inc. and its subsidiaries ("Bindley") as of and for the year ended December 31, 1999, have been audited by Arthur Andersen LLP, independent accountants, as stated in their reports which are incorporated in this document by reference from the Cardinal Health Annual Report on Form 10-K for the fiscal year ended June 30, 2002.

The consolidated financial statements of Syncor as of December 31, 2001 and 2000, and for each of the three years in the period ended December 31, 2001, have been audited by KPMG LLP, independent accountants, as stated in their report which is incorporated by reference in this document from Syncor's Annual Report on Form 10-K/A-1 for the fiscal year ended December 31, 2001.

Such consolidated financial statements and supporting schedule of Cardinal Health and its subsidiaries and Syncor as described above are incorporated herein by reference in reliance upon the reports of the respective firms and upon the authority of the respective firms as experts in accounting and auditing in respect to the entities and for the periods they have audited. All of the foregoing firms are independent public auditors with respect to the entities and for the periods they have audited.

The consolidated financial statements of Bindley as of and for the year ended December 31, 1999, not separately presented or incorporated by reference in this document, have been audited by PricewaterhouseCoopers LLP, independent accountants. Such financial statements, to the extent they have been included in the financial statements of Cardinal Health, have been so included in reliance on the report of such independent accountants (such report is included in Cardinal Health's Annual Report on Form 10-K for the fiscal year ended June 30, 2002 and incorporated by reference in this document) given on the authority of said firm as experts in auditing and accounting.

As previously disclosed in Cardinal Health's 8-K filed on May 9, 2002, Cardinal Health dismissed Arthur Andersen LLP as its independent public accountants and announced that Cardinal Health had appointed Ernst & Young LLP to replace Arthur Andersen LLP as its independent public accountants. On July 3, 2002, Arthur Andersen LLP publicly announced that it had commenced the closure of its Columbus, Ohio office. Solely due to the closure of Arthur Andersen LLP's Columbus office, after reasonable efforts, Cardinal Health has been unable to obtain Arthur Andersen LLP's written consent to name Arthur Andersen LLP as experts or to include Arthur Andersen LLP's reports on Cardinal Health's financial statements which are incorporated by reference into this document. Under these circumstances, this document is permitted to be filed without a written consent from Arthur Andersen LLP in accordance with Rule 437a of the Securities Act of 1933. The absence of this consent may limit recovery against Arthur Andersen LLP under Section 11 of the Securities Act. In addition, as a practical matter, the ability of Arthur Andersen LLP to satisfy any claims (including claims arising from Andersen's provision of auditing and other services to Cardinal Health and Arthur Andersen LLP's other clients) may be limited due to the recent events regarding Arthur Andersen LLP, including without limitation its conviction on federal obstruction of justice charges arising from the federal government's investigation of Enron Corp.

WHERE YOU CAN FIND MORE INFORMATION

Cardinal Health will file with the SEC a registration statement under the Securities Act that registers the distribution to Syncor stockholders of the Cardinal Health common shares to be issued in connection with the merger. The registration statement, including the attached exhibits and schedules, will

contain additional relevant information about Cardinal Health and Syncor. The rules and regulations of the SEC allow us to omit certain information included in the registration statement from this document.

In addition, Cardinal Health and Syncor file reports, proxy statements and other information with the SEC under the Exchange Act. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. You may read and copy this information at the following locations of the SEC:

Public Reference Room
450 Fifth Street, N.W.
Room 1024
Washington, D.C. 20549

You also may obtain copies of this information by mail from the Public Reference Section of the SEC, 450 Fifth Street, N.W., Room 1024, Washington, D.C. 20549, at prescribed rates. The SEC also maintains an Internet world wide web site that contains reports, proxy statements and other information about issuers, like Cardinal Health and Syncor, who file electronically with the SEC. The address of that site is http://www.sec.gov. You also can inspect reports, proxy statements and other information about Cardinal Health at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

The SEC allows Cardinal Health and Syncor to "incorporate by reference" information in this document. This means that Cardinal Health and Syncor can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be a part of this document, except for any information that is superseded by information that is included directly in this document.

This document incorporates by reference the documents listed below that Cardinal Health and Syncor previously have filed with the SEC. They contain important information about Cardinal Health and Syncor and their financial condition.

CARDINAL HEALTH SEC FILINGS (FILE NO. 1-11373)	DESCRIPTION OR PERIOD/AS OF DATE
Annual Report on Form 10-K	Year ended June 30, 2002
Quarterly Report on Form 10-Q	Quarter ended September 30, 2002
Current Report on Form 8-K	October 22, 2002 and November 6, 2002
Proxy Statement	For the Cardinal Health annual meeting of shareholders held November 6, 2002
Registration Statement on Form 8-A, dated August 19, 1994	Description of Cardinal Health common shares contained therein and any amendment or report filed for the purpose of updating that description

SYNCOR SEC FILINGS

(FILE NO. 000-08640)	DESCRIPTION OR PERIOD/AS OF DATE
Annual Report on Form 10-K, as amended by Form 10-K/A-1	Year ended December 31, 2001
Quarterly Report on Form 10-Q, as amended by Form 10-Q/A-1	Quarters ended March 31, 2002 and June 30, 2002
Quarterly Report on Form 10-Q	Quarter ended September 30, 2002
Current Report on Form 8-K	June 21, 2002, November 6, 2002, November 13, 2002, November 20, 2002, November 21, 2002, November 25, 2002, December 4, 2002 and December 6, 2002
Proxy Statement	For the Syncor annual meeting of stockholders held June 17, 2002
Registration Statement on Form 8-A, filed with the SEC on October 29, 1981	Description of Syncor shares contained therein and any amendment or report filed for the purpose of updating that description
Registration Statement on Form 8-A, filed with the SEC on October 20, 1999, as amended by Form 8-A/A, filed with the SEC on June 19, 2002	Description of the rights associated with Syncor shares contained therein and any amendment or report filed for the purpose of updating that description

Cardinal Health and Syncor incorporate by reference additional documents that either Cardinal Health or Syncor may file with the SEC between the date of this document and the date of the special meeting. These documents include periodic reports, such as Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, as well as proxy statements.

You can obtain any of the documents incorporated by reference in this document through Cardinal Health or Syncor, as the case may be, or from the SEC through the SEC's web site at the address described above. Documents incorporated by reference are available from Cardinal Health or Syncor, as the case may be, without charge, excluding any exhibits to those documents, unless the exhibit is specifically incorporated by reference as an exhibit in this document. You can obtain documents incorporated by reference in this

document by requesting them in writing or by telephone from the appropriate company at the following addresses:

CARDINAL HEALTH:	SYNCOR:
Cardinal Health, Inc. 7000 Cardinal Place Dublin, Ohio 43017 Attention: Vice President-Investor Relations (614) 757-5000	Syncor International Corporation 6464 Canoga Avenue Woodland Hills, California 91367-2407 Attention: Director-Investor Relations (818) 737-4000

IF YOU WOULD LIKE TO REQUEST DOCUMENTS, PLEASE DO SO BY DECEMBER 23, 2002 TO RECEIVE THEM BEFORE THE SPECIAL MEETING. If you request any documents

incorporated by reference in this document from us, we will mail them to you by first class mail, or another equally prompt means, within one business day after we receive your request. Syncor stockholders that require assistance in changing or revoking a proxy should contact the solicitation agent Syncor and Cardinal Health have hired in connection with the special meeting:

[MACKENZIE PARTNERS, INC. LOGO]
105 Madison Avenue
New York, New York 10016
(212) 929-5500 (Call Collect)
E-mail: proxy@mackenziepartners.com
or
CALL TOLL-FREE (800) 322-2885

WE HAVE AUTHORIZED NO ONE TO GIVE YOU ANY INFORMATION OR TO MAKE ANY REPRESENTATION ABOUT THE MERGER OR OUR COMPANIES THAT DIFFERS FROM OR ADDS TO THE INFORMATION CONTAINED IN THIS DOCUMENT OR IN THE DOCUMENTS OUR COMPANIES HAVE PUBLICLY FILED WITH THE SEC. THEREFORE, IF ANYONE SHOULD GIVE YOU ANY DIFFERENT OR ADDITIONAL INFORMATION, YOU SHOULD NOT RELY ON IT.

IF YOU LIVE IN A JURISDICTION WHERE IT IS UNLAWFUL TO OFFER TO EXCHANGE OR SELL, OR TO ASK FOR OFFERS TO EXCHANGE OR BUY, THE SECURITIES OFFERED BY THIS DOCUMENT, OR TO ASK FOR PROXIES, OR IF YOU ARE A PERSON TO WHOM IT IS UNLAWFUL TO DIRECT THESE ACTIVITIES, THEN THE OFFER PRESENTED BY THIS DOCUMENT DOES NOT EXTEND TO YOU.

THE INFORMATION CONTAINED IN THIS DOCUMENT SPEAKS ONLY AS OF THE DATE INDICATED ON THE COVER OF THIS DOCUMENT, UNLESS THE INFORMATION SPECIFICALLY INDICATES THAT ANOTHER DATE APPLIES.

WITH RESPECT TO THE INFORMATION CONTAINED IN THIS DOCUMENT, CARDINAL HEALTH HAS SUPPLIED THE INFORMATION CONCERNING CARDINAL HEALTH AND MUDHEN MERGER CORP., AND SYNCOR HAS SUPPLIED THE INFORMATION CONCERNING SYNCOR.

APPENDIX A

AMENDMENT NO. 1 TO AGREEMENT AND PLAN OF MERGER

AMENDMENT NO. 1, dated as of November 22, 2002 (this "Amendment"), to the Agreement and Plan of Merger, dated as of June 14, 2002 (the "Merger Agreement"), by and among Cardinal Health, Inc., an Ohio corporation ("Cardinal"), Mudhen Merger Corp., a Delaware corporation and a wholly owned subsidiary of Cardinal ("Subcorp"), and Syncor International Corporation, a Delaware corporation ("Syncor," and, together with Cardinal and Subcorp, the "Parties"). Capitalized terms not otherwise defined herein have the respective meanings set forth in the Merger Agreement.

W I T N E S S E T H:

WHEREAS, the Parties desire to exercise their right pursuant to Section 7.3 of the Merger Agreement to amend the Merger Agreement to extend the termination date set forth in Sections 7.1(c), (f) and (g) thereof from December 31, 2002 to January 15, 2003 as set forth below.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, the Parties hereby agree as follows:

1. Amendment to Sections 7.1(c), (f) and (g) of the Merger Agreement.

Sections 7.1(c), (f) and (g) of the Merger Agreement are hereby amended to change the references to "December 31, 2002" in such Sections to "January 15, 2003".

2. Miscellaneous.

(a) From and after the date hereof, all references in the Merger Agreement to "this Agreement" shall be deemed to mean the Merger Agreement as amended by this Amendment.

(b) This Amendment shall be governed by and construed in accordance with the laws of the State of Delaware without regard to the principles of conflicts of laws thereof. All actions and proceedings arising out of or relating to this Amendment shall be heard and determined in any state or federal court sitting in the State of Delaware.

(c) This Amendment may be executed in counterparts, which together shall constitute one and the same Amendment. The Parties to this Amendment may execute more than one copy of this Amendment, each of which shall constitute an original.

IN WITNESS WHEREOF, Cardinal, Subcorp and Syncor have executed this Amendment No. 1 to the Merger Agreement or caused this Amendment No. 1 to the Merger Agreement to be executed by their respective officers thereunto duly authorized as of the date first written above.

CARDINAL HEALTH, INC.

By /s/ BRENDAN A. FORD

Name: Brendan A. Ford
Title: Executive Vice-President -- Corporate Development

MUDHEN MERGER CORP.

By /s/ BRENDAN A. FORD

Name: Brendan A. Ford
Title: Executive Vice-President -- Corporate Development

SYNCOR INTERNATIONAL CORPORATION

By /s/ ROBERT G. FUNARI

Name: Robert G. Funari
Title: President and Chief Executive Officer

APPENDIX B

AMENDMENT NO. 2 TO AGREEMENT AND PLAN OF MERGER

AMENDMENT NO. 2, dated as of December 3, 2002 (this "Amendment No. 2"),

to the Agreement and Plan of Merger, dated as of June 14, 2002 (as amended by Amendment No. 1 to Agreement and Plan of Merger, dated as of November 22, 2002 ("Merger Agreement Amendment No. 1"), the "Merger Agreement") by and among Cardinal Health, Inc., an Ohio corporation ("Cardinal"), Mudhen Merger Corp., a Delaware corporation and a wholly owned subsidiary of Cardinal ("Subcorp"), and Syncor International Corporation, a Delaware corporation ("Syncor," and, together with Cardinal and Subcorp, the "Parties"). Capitalized terms not otherwise defined herein have the respective meanings set forth in the Merger Agreement.

W I T N E S S E T H:

WHEREAS, the Parties desire to exercise their right pursuant to Section 7.3 of the Merger Agreement to amend the Merger Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, the Parties hereby agree as follows:

1. Amendment to Preliminary Statement C. Preliminary Statement C of the Merger Agreement is hereby amended to change the reference to "Section 368(a)(1)(B)" in such Section to "Section 368(a)".

2. Amendment to Sections 2.2(a). Section 2.2(a) of the Merger Agreement is hereby amended to change the reference to "0.52" in such Section to "0.47", it being understood that all references to the term "Exchange Ratio" in the Merger Agreement shall refer to "0.47", as provided by this Amendment No. 2.

3. Amendment to Section 4.24. Section 4.24 of the Merger Agreement is hereby amended and supplemented to include the following sentence at the end:

   As of December 3, 2002, the Board of Directors of Syncor has received the oral opinion, to be confirmed in writing, of Salomon Smith Barney, Syncor's financial advisor, to the effect that, as of December 3, 2002, the Exchange Ratio is fair to the holders of Syncor Common Stock from a financial point of view. Syncor will provide a written copy of such opinion to Cardinal solely for informational purposes promptly after receipt by Syncor of such opinion, and, on December 3, 2002, such opinion has not been withdrawn or revoked or otherwise modified in any material respect.

4. Amendment to Section 4.25. (a) Section 4.25 of the Merger Agreement is hereby amended by replacing the first sentence of such Section set forth in the Merger Agreement with the following:

   The Board of Directors of Syncor, at a meeting duly called and held, has, by unanimous vote of those directors present (who constituted all of the directors then in office other than Monty Fu), (a) determined that this Agreement and the transactions contemplated by this Agreement, including the Merger, are advisable and fair to and in the best interests of the Syncor Stockholders, and (b) resolved, as of December 3, 2002, to recommend that the Syncor Stockholders approve this Agreement (the "Syncor Board Recommendation").

   (b) It is expressly agreed that the actions of the Board of Directors of Syncor described in Section 4(a) of this Amendment No. 2 shall not constitute a "Change in Recommendation" for purposes of the Merger Agreement.

5. Amendment to Section 5.3(f). Section 5.3(f) of the Merger Agreement is

hereby amended and supplemented to include the following sentence at the end:

Syncor acknowledges that Cardinal intends to continue its due diligence efforts until the Closing Date and Syncor agrees that it will provide its full cooperation in order to give Cardinal a level of access consistent with that provided during the investigation related to the Syncor Disclosure Matter (defined

below) and with the preceding four sentences of Section 5.3(f) so that Cardinal may complete as much of its due diligence as reasonably possible prior to the Syncor Stockholder Meeting, it being agreed that the level of access provided prior to December 3, 2002 during the investigation related to the Syncor Disclosure Matter has been consistent with the preceding four sentences of Section 5.3(f) and that level of access accorded by Syncor during the investigation related to the Syncor Disclosure Matter shall be the level of access to be provided in connection with Cardinal's continued due diligence efforts.

6. Amendment to Section 6.3. Section 6.3 of the Merger Agreement is hereby amended by adding a new subsection (e) to read as follows:

(e) a guilty plea (the "Plea") shall have been entered into by Syncor Taiwan, Inc. pursuant to the agreement (the "Agreement"), dated December 3, 2002, between counsel for Syncor and the United States Department of Justice (the "DOJ") and the plea agreement, dated December 3, 2002 (together with the Agreement, the "DOJ Agreement"), between Syncor Taiwan, Inc. and the DOJ, and the DOJ Agreement shall have remained in effect without modification to the terms thereof; except any such modification that would not (i) be materially adverse to Cardinal or (ii) have a Material Adverse Effect on Syncor;

7. Amendment to Section 6.3(b). Section 6.3(b) is hereby amended and supplemented to include the following clause at the end:

; it being agreed that any failure to so perform or comply with (x) Section 5.3(c) of the Merger Agreement prior to December 3, 2002 or (y) after December 3, 2002, to the extent permitted pursuant to Annex I to Amendment No. 2, in each case, as a result of the Syncor Disclosure Matter, shall not be included in determining whether the condition set forth in this Section 6.3(b) has been satisfied.

8. Amendment to Section 7.1(c). Section 7.1(c) of the Merger Agreement is hereby amended and restated in its entirety to read as follows:

by either Cardinal or Syncor if the Merger shall not have been consummated before the date that is the earlier of (x) the date that is 23 business days (within the meaning of Rule 14d-1(g)(3) of the Securities Exchange Act of 1934) following the date that the Commission declares the final post-effective amendment to the Registration Statement effective and (y) March 21, 2003; provided, further, that the right to terminate this Agreement under this Section 7.1(c) shall not be available to any party to this Agreement whose failure or whose affiliate's failure to perform any material covenant or obligation under this Agreement (a "Material Failure") has been the primary cause of or resulted in the failure of the Merger to occur on or before such date, it being agreed that any failure to perform or comply with (i) Section 5.3(c) of the Merger Agreement prior to December 3, 2002, or (ii) after December 3, 2002, to the extent permitted by Annex I to Amendment No. 2, in each case, as a result of the Syncor Disclosure

Matter, shall not be deemed a Material Failure;

9. Amendment to Sections 7.1(f) and 7.1(g). Sections 7.1(f) and 7.1(g) of the Merger Agreement are hereby amended to change the references to "January 15, 2003" in such Sections to "March 21, 2003".

10. Amendment to Section 8.2(b). Section 8.2(b) of the Merger Agreement is hereby amended to change the reference in such Section to "Monty Fu Chairman" to "Robert G. Funari President and Chief Executive Officer".

11. Amendment to Sections 8.3.

(a) The fourth sentence of Section 8.3 of the Merger Agreement is hereby amended and restated in its entirety to read as follows:

A "Material Adverse Effect" with respect to any party to this Agreement shall be deemed to occur if there shall have been a material adverse effect on the business, financial condition or results of operations of such party to this Agreement and its subsidiaries, taken as a whole, except to the extent that such adverse effect results from (a) changes (i) in prevailing interest

rates in the United States or financial market conditions in the United States, (ii) in general economic conditions in the United States or (iii) in GAAP; (b) any developments, changes or consequences relating to or that could arise from the actual or prospective renewal of (or failure to renew) the BMS Contract, any new terms that may be negotiated in any proposed or actual amended or new BMS Contract, any negotiations with BMS (or the substitute counterparty) directly relating to the BMS Contract or any amendment to the BMS Contract or a new BMS Contract, in each case, regardless of whether or not BMS owns the product covered by the BMS Contract; (c) any developments, changes or consequences relating to the process for the possible sale of all or a portion of the business of CMI (the "CMI Business"), including the failure to sell all or any portion of the CMI Business, the level of interest of any parties in pursuing a sale or the value or other terms for a sale indicated by such parties, and the pricing or other terms of any such sale, or the effect of any accounting charges, adjustments and changes ("CMI Changes") set forth in Section 5.3(c) to the Syncor Disclosure Schedule; or (d) the Syncor Disclosure Matter.

(b) Section 8.3 of the Merger Agreement is hereby amended and supplemented to include the following sentence at the end:

The "Syncor Disclosure Matter" shall mean (x) the information set forth in the written reports prepared by Ernst & Young LLP; Skadden, Arps, Slate, Meagher & Flom LLP; and PricewaterhouseCoopers LLP relating to Syncor's and its subsidiaries' operations outside of the continental United States, Alaska and Hawaii as disclosed to each of the DOJ, the Commission and Cardinal (or its outside legal counsel), (y) any Actions, judgments, settlements, fines, penalties or orders by or before any Governmental Authority, whether existing, pending, threatened or hereafter arising (and

including the terms and status thereof), arising from the matters identified in clause (x) above or the disclosure, fiduciary, contractual or other obligations of the Parties and their subsidiaries and their respective directors, officers, employees and representatives relating to the matters identified in clause (x) above, including the Actions listed on Annex II to Amendment No. 2, and (z) any costs, fees and expenses of Syncor or its subsidiaries relating to the investigation of the matters identified in clauses (x) and (y) above; the renegotiation of the Merger Agreement; the solicitation of proxies after December 3, 2002; and any pre-existing indemnity rights of any directors, officers, employees and representatives of Syncor or of any of its subsidiaries in connection with any of the matters identified in clauses (x) and (y).

12. Miscellaneous.

(a) From and after the date hereof, all references in the Merger Agreement to "this Agreement" shall be deemed to mean the Merger Agreement as amended by Merger Agreement Amendment No. 1 and this Amendment No. 2.

(b) The section headings in this Amendment No. 2 are intended solely for convenience and shall be given no effect in the construction and interpretation hereof.

(c) This Amendment No. 2 shall be governed by and construed in accordance with the laws of the State of Delaware without regard to the principles of conflicts of laws thereof. All actions and proceedings arising out of or relating to this Amendment No. 2 shall be heard and determined in any state or federal court sitting in the State of Delaware.

(d) This Amendment No. 2 may be executed in counterparts, which together shall constitute one and the same Amendment No. 2. The Parties to this Amendment No. 2 may execute more than one copy of this Amendment No. 2, each of which shall constitute an original.

IN WITNESS WHEREOF, Cardinal, Subcorp and Syncor have executed this Amendment No. 2 to the Merger Agreement or caused this Amendment No. 2 to the Merger Agreement to be executed by their respective officers thereunto duly authorized as of the date first written above.

CARDINAL HEALTH, INC.

By /s/ BRENDAN A. FORD

Name: Brendan A. Ford
Title: Executive Vice-President -- Corporate Development

MUDHEN MERGER CORP.

By /s/ BRENDAN A. FORD

Name: Brendan A. Ford
Title: Executive Vice-President -- Corporate

Development

SYNCOR INTERNATIONAL
CORPORATION

By /s/ ROBERT G. FUNARI

Name: Robert G. Funari
Title: President and Chief
Executive Officer

APPENDIX C

AGREEMENT AND PLAN OF MERGER
BY AND AMONG
CARDINAL HEALTH, INC.
("CARDINAL"),
MUDHEN MERGER CORP.
A WHOLLY OWNED DIRECT SUBSIDIARY OF CARDINAL
("SUBCORP"),
AND
SYNCOR INTERNATIONAL CORPORATION
("SYNCOR")
JUNE 14, 2002
AS AMENDED THROUGH DECEMBER 3, 2002

Explanatory Note: This document is a conformed version of the original merger agreement dated as of June 14, 2002, as amended by Amendment No. 1 to the Merger Agreement, dated as of November 25, 2002, as further amended by Amendment No. 2 to the Merger Agreement, dated as of December 3, 2002, and is provided for information purposes only. The merger agreement has not been restated and the official versions are the original merger agreement, which was included in the original proxy statement/prospectus as Annex A, Amendment No. 1, which appears as Annex A to this document, and Amendment No. 2, which appears as Annex B to this document.

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is made and entered into as of the 14th day of June 2002, by and among Cardinal Health, Inc., an Ohio corporation ("Cardinal"), Mudhen Merger Corp., a Delaware corporation and a wholly owned subsidiary of Cardinal ("Subcorp"), and Syncor International Corporation, a Delaware corporation ("Syncor").

PRELIMINARY STATEMENTS

A. Cardinal desires to combine its businesses with the businesses operated by Syncor through the merger of Subcorp with and into Syncor, with Syncor as the surviving corporation (the "Merger"), pursuant to which each share of Syncor Common Stock (as defined in Section 4.4) outstanding at the Effective Time (as defined in Section 1.2) will be converted into the right to receive Cardinal Common Shares (as defined in Section 3.3(a)), all as more fully provided in this Agreement.

B. The Board of Directors of Syncor has determined that the Merger is consistent with and in furtherance of the long-term business strategy of Syncor, and Syncor desires to combine its businesses with the businesses operated by Cardinal and for the holders of shares of Syncor Common Stock ("Syncor Stockholders") to have a continuing equity interest in the combined Cardinal/Syncor businesses through the ownership of Cardinal Common Shares.

C. The parties to this Agreement intend that the Merger constitute a "reorganization" (within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (together with the rules and regulations thereunder, the "Code")) and this Agreement be adopted as a plan of reorganization for the

purposes of Section 368 of the Code.

D. Concurrently with the execution of this Agreement, and as a condition and inducement to Cardinal's willingness to enter into this Agreement, certain Syncor Stockholders are entering into Support Agreements (as defined in Section 4.26) with Cardinal in the form of Exhibit B to this Agreement.

E. The respective Boards of Directors of Cardinal, Subcorp and Syncor have determined the Merger in the manner contemplated in this Agreement to be advisable and in the best interests of their respective shareholders or stockholders, as the case may be, and, by resolutions duly adopted, have approved and adopted this Agreement.

AGREEMENT

Now, therefore, in consideration of these premises and the mutual and dependent promises set forth in this Agreement, the parties to this Agreement agree as follows:

ARTICLE I.

THE MERGER

1.1. The Merger. Upon the terms and subject to the conditions of this Agreement, and in accordance with the provisions of the Delaware General Corporation Law (the "DGCL"), Subcorp shall be merged with and into Syncor at the Effective Time. As a result of the Merger, the separate corporate existence of Subcorp shall cease and Syncor shall continue its existence under the laws of the State of Delaware as a wholly owned subsidiary of Cardinal. Syncor, in its capacity as the corporation surviving the Merger, is sometimes referred to as the "Surviving Corporation."

1.2. Effective Time. As promptly as possible on the Closing Date (as defined below), the parties to this Agreement shall cause the Merger to be consummated by filing with the Secretary of State of the State of Delaware (the "Delaware Secretary of State") a certificate of merger (the "Certificate of Merger") in such form as is required by and executed in accordance with Section 251 of the DGCL. The Merger shall become effective when the Certificate of Merger has been filed with the Delaware Secretary of State or at such later

time as shall be agreed upon by Cardinal and Syncor and specified in the Certificate of Merger (the "Effective Time"). Prior to the filing referred to in this Section 1.2, a closing (the "Closing") shall be held at the offices of Wachtell, Lipton, Rosen & Katz, 51 West 52nd Street, New York, New York, or such other place as the parties to this Agreement may agree on, as soon as practicable (but in any event within three business days) following the date upon which all conditions set forth in Article VI that are capable of being satisfied prior to the Closing have been satisfied or waived, or at such other date as Cardinal and Syncor may agree; provided that the Closing shall be delayed if and only for so long as necessary if a banking moratorium, act of terrorism or war (whether or not declared) affecting United States banking or financial markets generally prevents the Closing. The date on which the Closing takes place is referred to as the "Closing Date." For all Tax (as defined in Section 4.13(j)) purposes, the Closing shall be effective at the end of the day on the Closing Date.

1.3. Effects of the Merger. From and after the Effective Time, the Merger shall have the effects as provided for in this Agreement and the applicable provisions of the DGCL, including those set forth in Section 259 of the DGCL.

1.4. Certificate of Incorporation and By-laws. The Certificate of Merger shall provide that, at the Effective Time, (a) the Certificate of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Time shall be amended as of the Effective Time so as to contain the provisions, and only the provisions, contained immediately prior to the Effective Time in the Certificate of Incorporation of Subcorp (the "Subcorp Certificate of Incorporation"), except for Article I of the Subcorp Certificate of Incorporation, which shall continue to read "The name of the corporation is 'SYNCOR INTERNATIONAL CORPORATION'," and (b) the By-laws of Subcorp (the "Subcorp By-laws") in effect immediately prior to the Effective Time shall be the By-laws of the Surviving Corporation, in each case, until amended in accordance with the DGCL.

1.5. Directors and Officers of the Surviving Corporation. From and after the Effective Time, the officers of Syncor shall be the officers of the Surviving Corporation and the directors of Subcorp shall be the directors of the Surviving Corporation, in each case, until their respective successors are duly elected and qualified. On or prior to the Closing Date, Syncor shall deliver to Cardinal evidence satisfactory to Cardinal of the resignations of the directors of Syncor, such resignations to be effective as of the Effective Time.

1.6. Additional Actions. If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any further deeds, assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of Syncor or (b) otherwise carry out the provisions of this Agreement, Syncor and the officers and directors of Syncor shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney, and the Surviving Corporation and the officers and directors of the Surviving Corporation will be authorized in the name of and on behalf of Syncor to execute and deliver all such deeds, assignments or assurances in law and to take all acts necessary, proper or desirable to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Corporation and otherwise to carry out the provisions of this Agreement, and the officers and directors of the Surviving Corporation are authorized in the name of Syncor or otherwise to take any and all such action.

ARTICLE II.

CONVERSION OF SECURITIES

2.1. Conversion of Capital Stock. At the Effective Time, by virtue of the Merger and without any action on the part of Cardinal, Subcorp or Syncor or their respective shareholders and stockholders, as applicable:

(a) Each share of common stock, $0.01 par value, of Subcorp ("Subcorp Common Stock") issued and outstanding immediately prior to the Effective Time shall be converted into one validly issued, fully paid and nonassessable share of common stock, $0.01 par value, of the Surviving Corpor