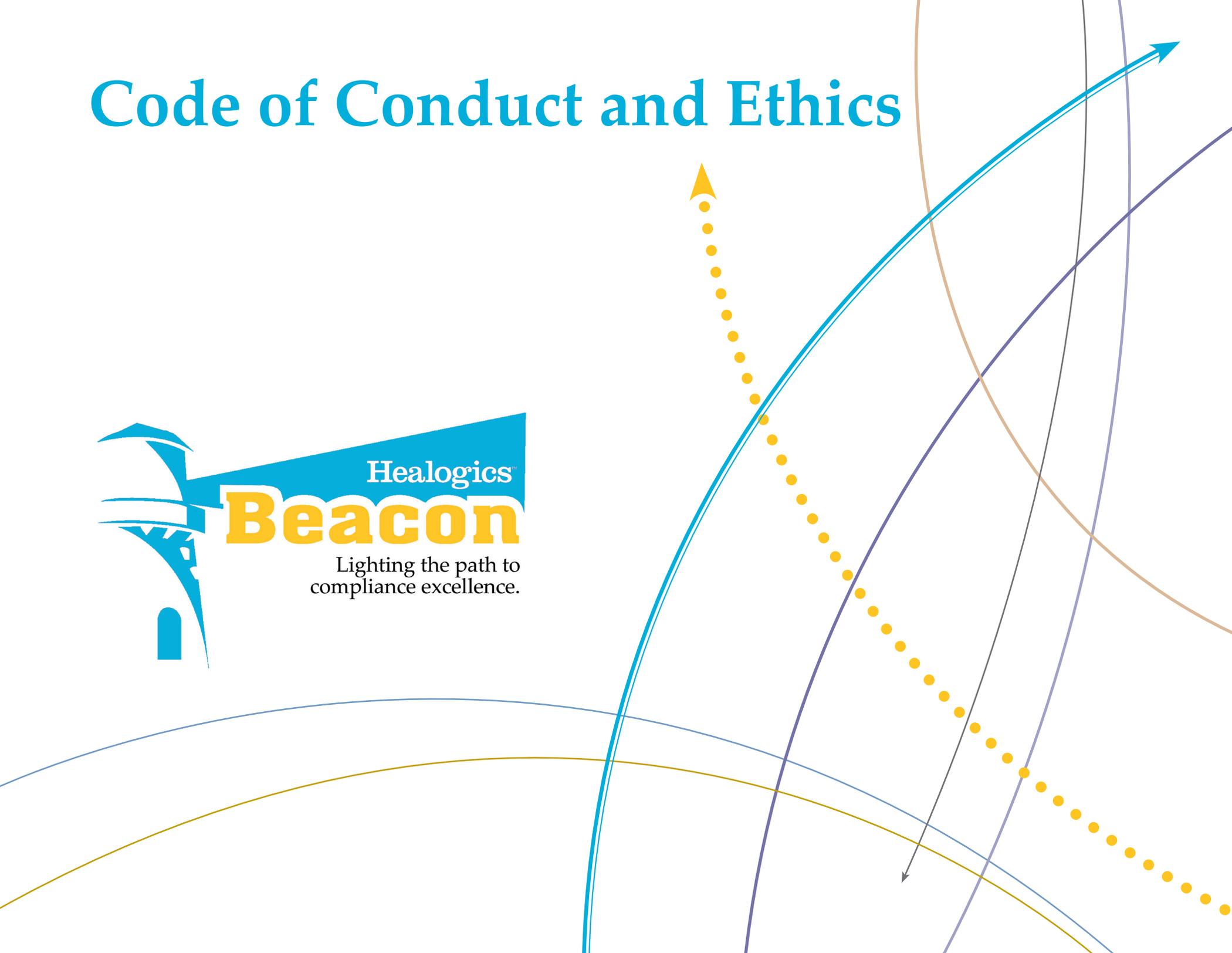
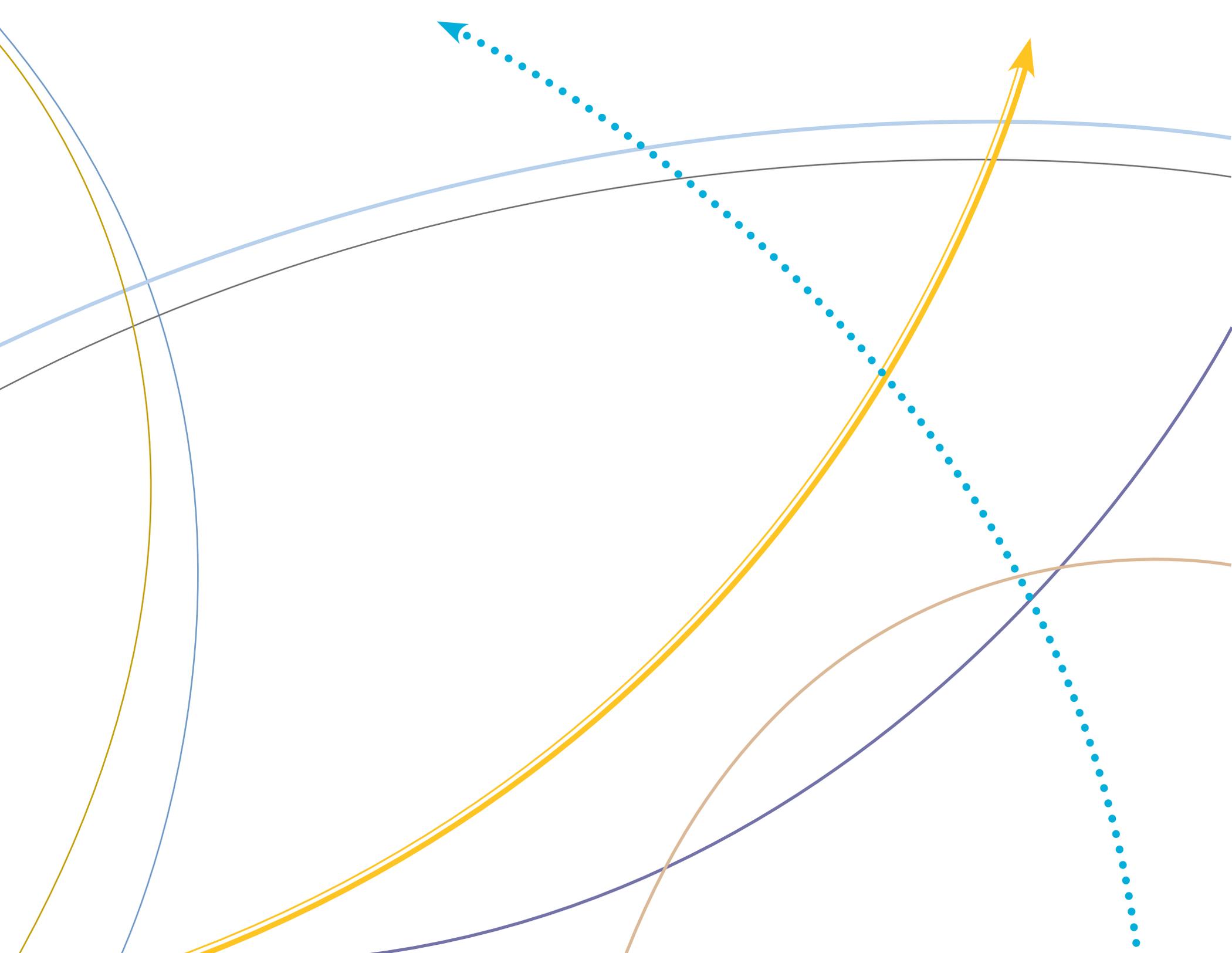


Code of Conduct and Ethics





Code of Conduct and Ethics Content

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Dear Colleagues,

We are committed to achieving our mission to help every patient who would benefit from our knowledge in full compliance with our values, all applicable laws, government regulations, third party payor requirements and our own policies. The Healogics Compliance Program demonstrates a commitment to our corporate values by: (1) defining and guiding the conduct expected of all who are associated with Healogics; (2) providing guidance to help resolve questions related to business conduct and other ethical issues; and (3) establishing a mechanism to report possible violations of standards and laws. Those standards and laws include federal and state regulations governing healthcare programs, fraud and abuse matters, ethics, privacy and security requirements, corporate governance and other aspects of our operations.

Our Compliance Program applies to our relationships with employees, providers, vendors, regulatory agencies, competitors, consultants, and the general public. Since laws related to healthcare are complex, a strong compliance program is crucial to our company's reputation and success. Having a strong compliance program helps Healogics maintain its commitment to being an honest and responsible corporation by identifying and preventing illegal and unethical conduct; by improving the quality and consistency of patient care and services; by creating a structure for reporting potential problems; and by developing procedures for prompt and thorough investigation of suspected misconduct.

A key element of the Compliance Program is our Code of Conduct and Ethics (the "Code") that is rooted in our guiding principles and affirms the values and professional standards that already exist throughout Healogics. Failure to observe the Code can result in serious damage to our reputation, regulatory action and disciplinary action.

Our success requires the active participation of everyone associated with Healogics. If you know or suspect that a law, regulation, policy or our Code of Conduct and Ethics is not being followed, you must report this information. To assist you in doing this, we have appointed a Chief Compliance Officer and established a toll-free Ethics and Compliance Helpline (888-999-9460) and website www.Alertline.com. Reports can be made anonymously, online or by phone and I can assure you that management will not tolerate retaliation against any employee for reporting compliance related issues or concerns in good faith to management, the Chief Compliance Officer or the Helpline.

The Board of Directors and senior executives of Healogics join me in pledging our full commitment to upholding the Code of Conduct and Ethics and the Compliance Program. I am convinced that our commitment to compliance is essential to our efforts to provide quality care, products and services to our patients and customers around the world.

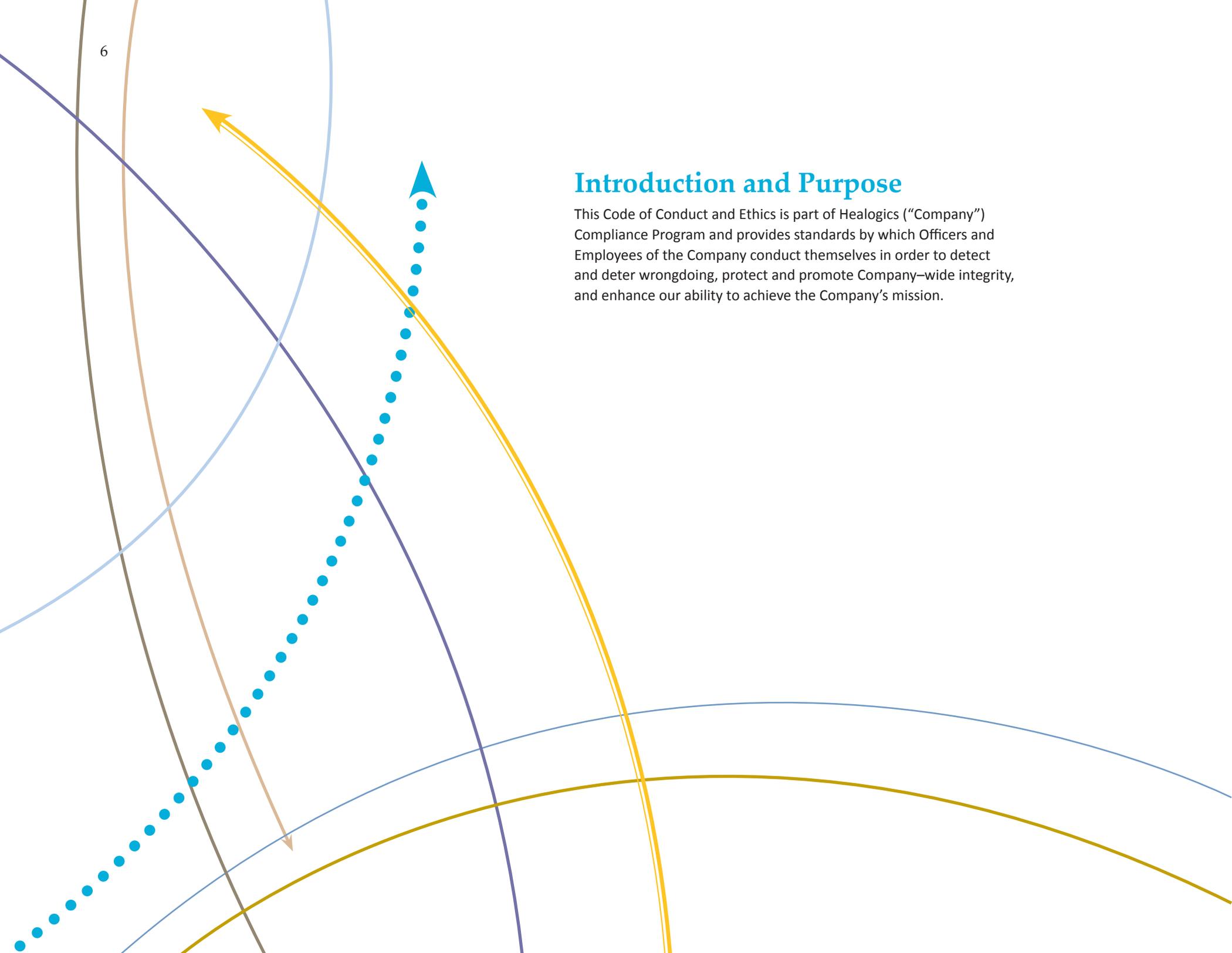
Sincerely,



Jeff Nelson, Chief Executive Officer and President

Introduction and Purpose

This Code of Conduct and Ethics is part of Healogics (“Company”) Compliance Program and provides standards by which Officers and Employees of the Company conduct themselves in order to detect and deter wrongdoing, protect and promote Company-wide integrity, and enhance our ability to achieve the Company’s mission.





As used in this Code of Conduct and Ethics (the “Code”), the terms “Company” and “Healogics” mean Healogics, Inc. and each of its affiliated companies. The term “Officer” includes any person who fills such a role or provides services on behalf of Healogics or any of its affiliated officers. The term “Employee” means any full or part–time employee of the Company.

The Code contains Principles articulating the policy of the Company and Standards, which are intended to provide additional guidance to Officers and Employees. The Principles and Standards set forth in this Code will be distributed annually to all Officers, and made available to all Employees of Healogics at www.healogics.com. Annually, each Officer and Employee will be required to sign the Code of Conduct and Ethics Certification, which states that they have received and read the Code, agree to abide by the Code, and have had an opportunity to ask questions regarding compliance with the Code.

The Code of Conduct and Ethics, as well as all statutes, regulations, guidelines, and Healogics policies and procedures, must be observed by everyone: employees, contract labor, members of the Board of Directors, and anyone else engaged in our work environment or acting on behalf of the Company. No one, regardless of position, will be allowed to compromise adherence to the Code, statutes, regulations, business standards, policies or procedures. Failure to comply with the Code, statutes, regulations, guidance, policies and procedures can result in serious damage to our standing in the community, regulatory action against the Company and individual employees, and disciplinary action up to and including immediate termination.

The Chief Compliance Officer is a high–level employee of Healogics who is the focal point for the compliance activities of the Company. The Chief Compliance Officer’s primary functions involve planning, implementing, and monitoring the Compliance Program in the fashion directed by the Senior Management Team and the Board of Directors. Barry Grosse currently occupies this position. He may be reached by phone at (904) 446–3406, by fax at (904) 446–3046, or by email at barry.grosse@healogics.com.

Each Officer and Employee is responsible for knowing and understanding the laws, regulations, and Company policies affecting his or her role within the Company. We need the cooperation of all to comply with these laws and regulations, identify any violations or suspected violations of such, and to implement any corrective action necessary to align our behavior to applicable laws and regulations. Our continued ability to serve our customers depends on each person’s full commitment to legal and regulatory compliance.

The Code is designed to provide general guidance, and does not replace the policies and procedures of the Company. If there is no specific policy, the standard set forth in the Code becomes the policy. If a policy and a Code provision conflict, the Code shall prevail and becomes the policy. In seeking additional guidance and direction regarding the Code, employees are encouraged to refer to Healogics Policies and Procedures. The Code is a “living document,” which will be updated periodically to respond to changing conditions. Thus, Healogics reserves the right to modify or terminate any or all of these provisions at any time.

Each Officer and Employee is charged with complying with all legal and ethical standards affecting his or her role within the Company regardless of whether such standard is specifically addressed in the Code. Uncertainties, questions and concerns regarding ethical and legal compliance, and your obligations under the Code should be directed to your supervisor, our Human Resources staff, the Chief Compliance Officer or through The Ethics and Compliance Helpline at (888) 999–9460 or www.Alertline.com

Any failure to abide by this Code or to report known or suspected violations will result in prompt disciplinary action, up to and including termination of employment. This Code is not intended to create a contract of employment with any individual or to alter existing employment or contractor relationships.

Question or concern?
Please call the Compliance Helpline:
800.888.9774





Powers and Fiduciary Duties

Healogics acts through its Board of Directors, its committees, officers and employees. Members of the board and officers assume a fiduciary relationship with the corporation and are required to exercise good faith and to exercise their powers solely in the interests of Healogics. When accepting a position on a governing board, an individual agrees to give diligent attention to its concerns and to be faithful and honest in the discharge of the duties which the position imposes. Board members are not expected to be infallible, but should always act in good faith.

In order to carry out its primary functions, the Board members are charged with obligations and duties in overseeing the business conduct and ethical standards of the corporation in a manner consistent with this Code.

The Chief Executive Officer along with the other officers of the corporation (“Management”) shall manage Healogics day to day business needs. The authority and duties of Management are those that are delegated by the Board. Management shall carry out its duties and exercise its authority at all times in a manner consistent with the standards of this Code.

Waivers

All requests for a waiver of the provisions of this Code, by any person subject to the Code, must be submitted in writing and signed by the party requesting the waiver. The request shall be submitted to the Compliance Officer for review. Waivers and exceptions may only be granted by the Chief Compliance Officer by a writing signed by the Chief Compliance Officer. Any waiver that is granted will be promptly disclosed to the Chief Executive Officer by the Chief Compliance Officer. Neither requests for guidance under this Code nor approvals granted in accordance with the provisions of this Code will constitute a waiver hereof.

These disclosure requirements are designed to inhibit casual and perhaps questionable waivers, and should help assure that, when warranted, a waiver is accompanied by appropriate controls designed to protect the Company.

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Ethical and Compliant Decision Making

Healogics expects and relies on our Officers and Employees take personal responsibility for our work and conduct, especially when we have questions or concerns about what might violate this Code or what is ethical behavior. If you’re not sure, use our Open Door policy and contact your manager, HR, or consult resources such as this Code.

When confronted with choices or behavior you believe my not be consistent with our Code, take the time to consider your options carefully and first ask:

- Is it the right thing to do?
- Is it legal?
- Does it comply with our Code, policies and procedures?
- Is it in line with our Core Values?
- Have I considered all the consequences?
- Does it expose Healogics to any unacceptable risks?
- Will I be comfortable telling others about my decision?
- Would my supervisor or management agree with my decision?

If the answer to any of the above is “No” or “I am not sure” do not proceed without seeking advice or approval.

Responsibility of Employees

All employees are expected to follow all laws, regulations, and policies. Anyone who knows about or suspects a violation must report this information. If you do not report a violation, you may be subject to disciplinary action even if you were not directly involved. Reporting does not protect you from disciplinary action regarding your own performance or conduct, but your honesty will be considered.

Applicable responsibilities under this Code continue to apply even after the end of your employment.

Responsibility of Supervisors and Managers

Supervisors and managers must demonstrate a commitment to ethical and legal behavior that is consistent with Healogics Code of Conduct and Ethics. Supervisors are responsible for maintaining a workplace environment that stresses commitment to compliance with the Code and with laws and regulations, including those that prevent retaliation or reprisals against employees who report actual or suspected Code violations. As a leader, you have the obligation maintain an open door policy and to ensure employees under your supervision:

- Receive, read and understand the Code;
 - Understand their affirmative duty to report actual or suspected Code violations;
 - Know about and follow all laws, regulations, and policies within the scope of their responsibilities;
 - Know the procedures for reporting suspected or actual violations; and
- Are encouraged to ask questions and to report actual or suspected violations.

If an employee comes to you with a question regarding compliance with a law, regulation, or policy, you are responsible for:

- Taking steps to ensure the employee does not fear or experience retaliation;
- Maintaining the employee's confidentiality;
- Collecting accurate information regarding the employee's report;
- Pursuing the right process so that reports of violations or suspected violations can be further investigated, including reporting to the Chief Compliance Officer; and
- Informing the employee that you have followed through on his or her report.

Q

I am a supervisor. If I observe misconduct in an area not under my supervision, am I still required to report the issue?

A

Yes. You are chiefly responsible for personnel under your supervision, but all leaders are required to report any misconduct they become aware of and take action. The best approach is to talk first with the supervisor who oversees the area where the problem is occurring. But if this doesn't work or isn't feasible, you should report the misconduct using The Ethics and Compliance Helpline at (888) 999-9460 or www.Alertline.com

Reporting of Violations

— communications & reporting process

If you have a question or concern about an activity being unethical, illegal, or wrong, use the following process to answer questions and report concerns. Throughout this process your identity will be kept confidential as much as possible.

1. Talk to your supervisor. He or she is most familiar with the laws, regulations, and policies that relate to your work.
2. If you are not comfortable contacting your supervisor, or if you don't receive an adequate response from them, talk to another member of the management team. You may also choose to speak with someone from Human Resources.
3. If you have followed either #1 or #2 and still have questions, contact our Chief Compliance Officer.

If for any reason you feel you cannot follow the above steps, or don't want to give your name, report the Ethics and Compliance Helpline at 1-888-999-9460 or www.Alertline.com. The Compliance Office will review and address all reports to the Helpline.

Question or concern?

Please call the Compliance Helpline:

800.888.9774



Q

I am concerned that my supervisor won't do anything about some concerns I have about potential misconduct if I bring them to her attention, or worse, that she will make things difficult for me for raising an issue. But, I have a problem. A co-worker is doing something that I believe to be ethically wrong.

What should I do?



Take action and speak up. While starting with your supervisor is often the best way to efficiently address concerns, if you do not believe that it is appropriate or do not feel comfortable doing so, you should talk to another member of management, or any of the resources listed in this Code.

A

Ethics and Compliance Helpline

The Ethics and Compliance Helpline provides an anonymous method for Officers and Employees to report workplace behavior that violates this Code, our commitment to ethics, or Company compliance policies and procedures. Reports can be made anonymously, 24 hours a day, 7 days a week, 365 days a year. The Ethics and Compliance Helpline may be reached at (888) 999-9460 or www.Alertline.com.

An outside vendor administers The Ethics and Compliance Helpline. A live person will answer all telephone calls. Calls are not recorded and are not able to be traced. If the caller chooses to remain anonymous, he or she will be given a numeric code in order to call back and ask for follow up. Once the call is completed, a report will be generated and sent to the Chief Compliance Officer. Callers are urged to call back for follow up. In the event more information is required, this will be an opportunity to provide this information, while maintaining anonymity.

You should not undertake an investigation on your own. The Chief Compliance Officer, using internal and external resources such as Human Resources or legal counsel as necessary, will investigate and resolve all reports. Reports of violations or suspected violations may be promptly reported by the Chief Compliance Officer to the Chief Executive Officer and/or the Executive Compliance Committee.

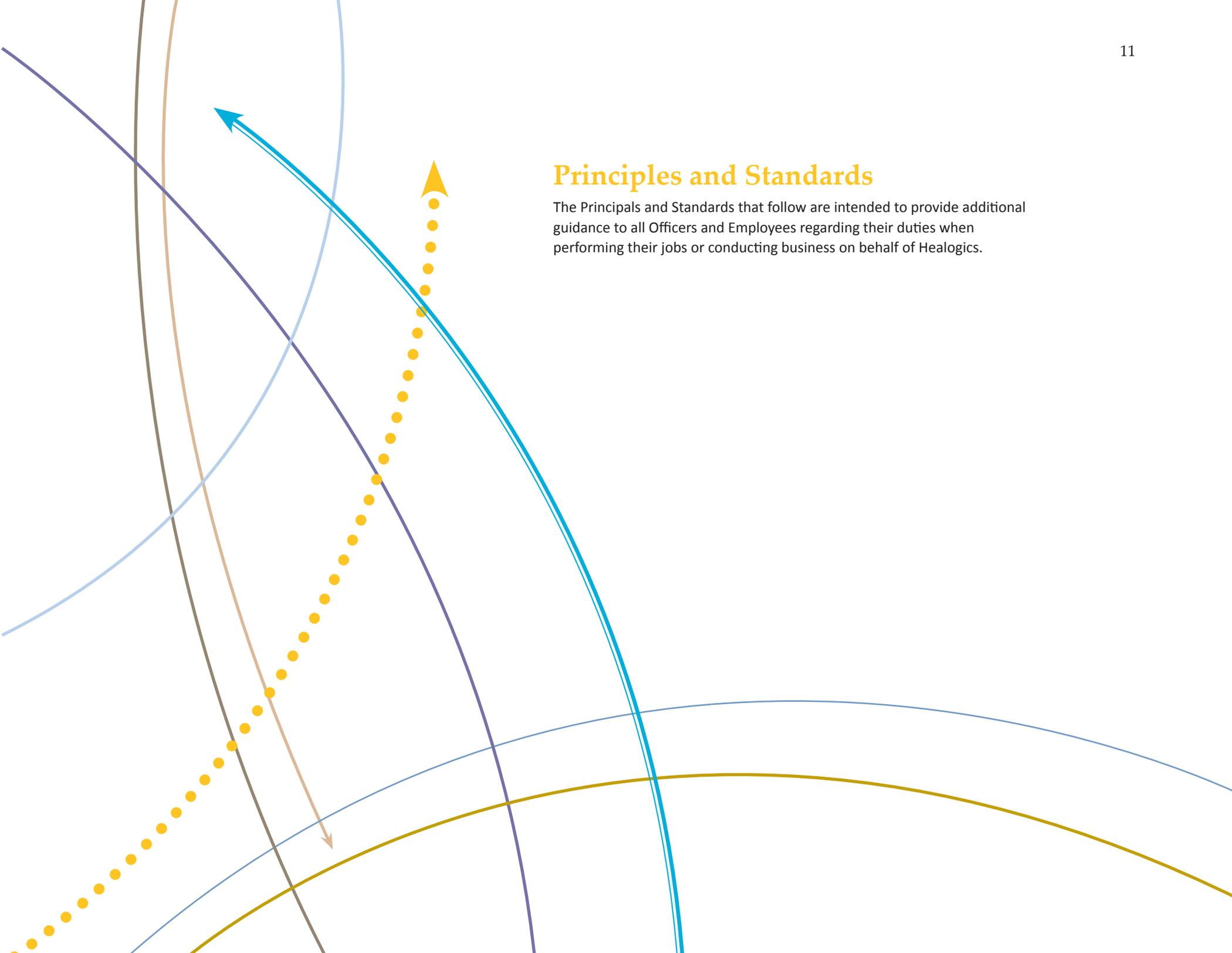
Whistleblowers / Non-retaliation Policy

All persons making reports of known or suspected violations of this Code are assured that, to the fullest extent possible, all reports are treated as confidential; the reports will be shared only on a bona-fide, need-to-know basis. Please note, however, that if an investigation by the Company of the activities reported takes place, it may be impossible for the Company to maintain the confidentiality as to the facts of the report or the information reported.

Reporting known or suspected violations of this Code is not an act of disloyalty to the Company but instead fulfills each person's obligation to the Company. No disciplinary action or retaliation will be taken against you when you report a perceived issue, problem, concern, or violation to management, Human Resources, or the Chief Compliance Officer "in good faith." The "in good faith" requirement means an employee actually believes or perceives to be true the information reported, even if they are ultimately mistaken.

It is the policy of the Company to comply with all laws that protect against unlawful discrimination or retaliation by anyone at the Company as a result of their lawfully and truthfully reporting information regarding, or their participating in, investigations involving allegations of corporate fraud or other violations by the Company or its agents of federal or state law, or this Code. Any person threatening or taking any adverse action, including unlawful discrimination or retaliation, against a person making a lawful and truthful report shall be disciplined as violating this Code in accordance with the Company's Human Resources policies regarding discipline. For contractors, such actions may lead to the termination of the contract under which their services are provided to Healogics.

The policies and practices of the Company's Human Resources department will guide any disciplinary actions.

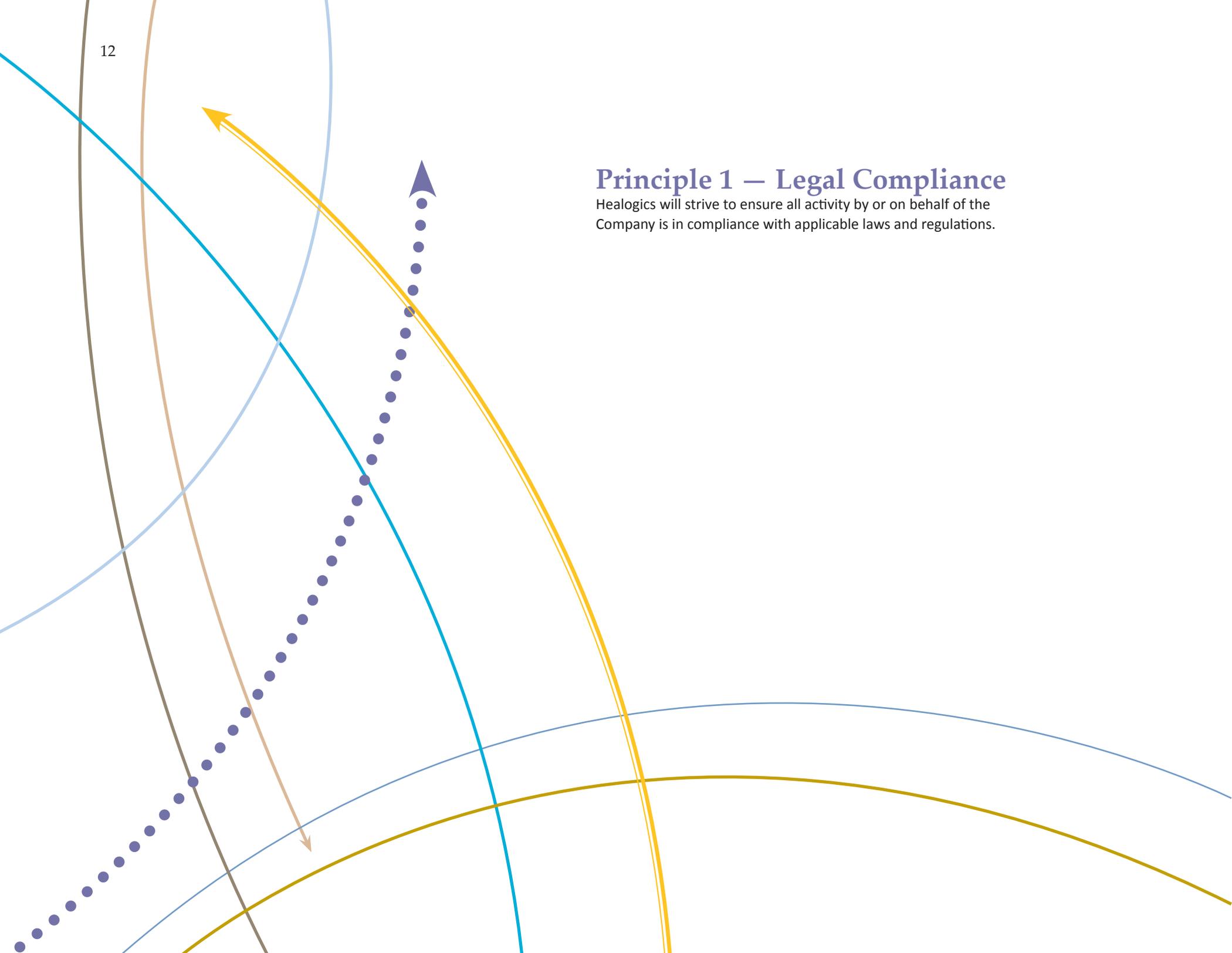


Principles and Standards

The Principles and Standards that follow are intended to provide additional guidance to all Officers and Employees regarding their duties when performing their jobs or conducting business on behalf of Healogics.

Principle 1 – Legal Compliance

Healogics will strive to ensure all activity by or on behalf of the Company is in compliance with applicable laws and regulations.





Standard 1.1

– Health Care Laws and Regulations

1.1.1 Anti-Kickback Laws

The federal government and many state governments have adopted “anti-kickback” laws to ensure that the ordering of items or services that are paid for by federal or state health care programs is free of undue financial influence. Most of our hospital partners receive reimbursement from federal and state health care programs such as Medicare, Medicaid and Tricare/CHAMPUS. Services we provide may be separately reimbursed by such government programs or the cost of such services may be included in either a global payment to the hospital or in the hospital’s overhead, which is covered by the government’s payment mechanism.

As a result of these direct and indirect payments from federal and state health care programs, we must refrain from conduct that may violate federal or state “anti-kickback” laws (collectively, the “Anti-Kickback laws”). This prohibition not only applies to direct payments, but also to indirect payments made in any form through consultants or other third persons. Officers and Employees should use caution to avoid even the appearance of violating these laws.

Anti-Kickback laws are broadly written and prohibit the Company from offering or making direct, indirect or disguised payments intended to induce the referral of business, when a federal or state health care program pays, in whole or part, for such products or business. As this is a highly complex area of law, this Code cannot list all situations in which Anti-Kickback laws may apply. Therefore, Officers and Employees must take special care in this area, and promptly refer any questions to the Chief Compliance Officer, who may refer the question to legal counsel, if appropriate.

The following types of activities could violate the federal Anti-Kickback law and similar state laws:

- Offering or paying anything of value to induce the referral of patients to a Wound Care Center or to a practitioner employed by the Company;
- Soliciting or accepting anything of value from a third party with the expectation that patients will be referred to another provider in exchange;
- Offering discounts on services ordered from the Company;
- Sponsoring, or paying for the travel and cost of attendance to workshops, seminars and training sessions;
- Entering into contractual arrangements with referral sources where the referral source provides few, unnecessary services on behalf of the Company; or
- The payment of incentives to encourage the generation of business, paid for in whole or part, by federal or state health care programs.

Available Safe Harbors. Although each of the above-listed activities may potentially violate the Anti-Kickback laws, each of these activities may also be appropriate if they are undertaken without intent to induce the ordering of products or otherwise to generate business for the Company or if such activity is properly structured so that it is undertaken pursuant to a “safe harbor” to the Anti-Kickback laws. If an activity fits within a safe harbor, the activity cannot give rise to prosecution under the Anti-Kickback laws.

Prior to participation in any of the above-listed activities, you should contact the Chief Compliance Officer to obtain additional guidance as to whether such activity should be undertaken and, if so, what safeguards must be built in to ensure compliance with Anti-Kickback laws.

Question or concern?

Please call the Compliance Helpline:

800.888.9774



Penalty for Violations. Violation of the federal Anti-Kickback law is a felony, punishable by a \$25,000 fine or imprisonment for up to 5 years, or both. Violation could also mean that Healogics and the managing employee participating in such violation are excluded from federal and state health care programs, which may result in the Company being barred from making sales to customers who receive any government reimbursement.

1.1.2 Federal Physician Self-Referral Law (Stark Law)

The Physician Self-Referral Law (Stark Law) was created to prevent physicians from ordering medically unnecessary tests and services after the Office of the Inspector General (OIG) performed studies showing increased ordering patterns by physicians who either owned or had a financial interest in clinical laboratories and diagnostic imaging centers.

The Stark Law prohibits a physician from making referrals for certain designated health services (DHS), including outpatient hospital clinic services, payable by Medicare to an entity with which the physician (or an immediate family member) has a financial relationship. The financial relationship can be direct (e.g., between the hospital and physician) or indirect (e.g., between the hospital, or third party service company and physician). Additionally, the Stark Law prohibits an entity, such as a hospital, from filing a Medicare claim for payment for any of these referred services. Referrals and claims are only permitted if the financial relationship with the physician fits within a specific Stark Law exception. Exceptions exist for certain contracts for services or employment, provided the contract meets specific requirements.

The government cited the following practices as being in violation of the Stark Law:

- Payment to a referring physician for services that are greater than fair market value (FMV);
- A rental agreement with a referring physician where the physician pays less than FMV;
- Ownership interests by referring physicians in certain DHS providers, such as clinical laboratories or Durable Medical Equipment companies; and
- Payments to referring physicians for services that exceed what are genuinely needed by the DHS provider.

Penalty for Violations. Medicare claims that are submitted in violation of Stark must be refunded by the entity/individual to the Medicare program on a timely basis. Any person/entity that knowingly presents or causes the presentation of a claim in violation of Stark will be subject to a civil monetary penalty (CMP) of up to \$15,000 for each claim. A physician/entity that engages in a Stark circumvention scheme may be liable for a CMP of up to \$100,000 for each such arrangement or scheme. Stark violations may also lead to possible liability under other federal statutes including those related to “false claims”.



1.1.3 The Federal False Claims Act and Related Laws

The Federal False Claims Act (FCA) and related laws were established to prohibit persons or entities from submitting or causing to submit fraudulent (false) claims for payment of items or services to the federal government. These laws apply to all kinds of claims for payment by the federal government, not only health care claims.

Generally, the FCA prohibits billing (or causing a provider to bill) government programs for false or fraudulent claims. The FCA also allows qui tam or “whistleblower” claims actions, which permit private citizens, such as patients or former employees, to bring cases against a defendant on behalf of the federal government.

Below is a list of example activities that would likely violate the FCA:

- Service company knowingly or recklessly causes a false claim to be billed to Medicare;
- Intentionally causing a provider to make or use a false record or statement to pay a claim;
- Violations by a health care provider of other laws, such as the Anti-Kickback Statute and the Stark Law, may form the basis for an FCA action; and
- Reckless disregard or deliberate ignorance of third party payor reimbursement rules that results in the submission of inaccurate or inappropriate claims for payment.

Penalties for Violations. Civil FCA violations are subject to treble damages and penalties up to \$11,000 per false claim, plus three (3) times the amount of the claim. Criminal FCA violations are subject to monetary penalties and prison sentences.

1.1.4 The Health Insurance Portability and Accountability Act (HIPAA)

HIPAA regulates the way certain health plans, healthcare providers, and healthcare clearinghouses (called covered entities under HIPAA) handle protected health information (“PHI”). The HIPAA Privacy Rule creates Federal standards for protecting PHI and governs its use and disclosure.

HIPAA imposes detailed restrictions on how and when covered entities may use and disclose PHI. PHI includes any individually identifiable health information (health information that identifies a person and relates to his/her physical or mental health or condition) that is transmitted or maintained electronically. Most health care providers are permitted under HIPAA to use and disclose PHI for general purposes, including:

- To treat patients;
- To obtain payment for that treatment; and
- For quality assurance or other healthcare operations’ purposes.

As a general rule, a health care provider must first obtain a patient’s written authorization before PHI is used for a purpose other than the three reasons outlined above. (Bear in mind that some State law is more stringent than HIPAA, in which case the State requirement applies.) A health provider may disclose PHI in some cases without authorization to “business associates” if the parties execute a “business associate agreement.” A business associate is someone who is given PHI or comes into contact with PHI in the course of performing services for or on behalf of a covered entity.

Question or concern?

Please call the Compliance Helpline:

800.888.9774



Additionally, HIPAA:

- Sets boundaries on the use and release of health records;
- Establishes appropriate safeguards that health care providers and others must achieve to protect the privacy of health information; and
- Generally, limits the release of information to the minimum reasonably needed for the purpose of the disclosure.

Healogics works with many covered entities (e.g., hospitals, physicians, health plans, and academic medical centers) to provide management for medical care and treatment. HIPAA laws affect many Healogics health care practices, including the way that patient medical records are stored, disclosed, transmitted, and otherwise used in the course of business. Since most of the medical record information created and general PHI used by Healogics will be for the purpose of treatment, payment, and/or healthcare operations, we do not need to obtain special patient authorization for general use and handling. Special use of PHI which does not fall into one of the allowed categories or HIPAA exceptions, however, would need patient authorization.

Potential civil monetary penalties under HIPAA include fines of not more than \$100 for each violation with a cap of \$25,000 per calendar year for violations of identical requirements or prohibitions.

Criminal violations for certain wrongful disclosures of health information are punished with monetary penalties and prison sentences.

Standard 1.2

— Antitrust and Unfair Competition Laws

Antitrust laws are intended to preserve the competitive free enterprise system. These laws are founded on the belief that the public is best served by vigorous competition, free from collusive agreements among the competitors on price or service terms. Similar to antitrust laws, federal and state laws also prohibit unfair methods of competition and unfair or deceptive acts and practices. Although Healogics intends to compete vigorously in the market place, we are committed to a free and open market and do not need to behave in an unfair or deceptive manner to compete effectively. We expect our representatives, including our Officers and Employees to comply with all applicable federal and state antitrust and unfair competition laws and, at all times, to conduct themselves in a fair and honest manner.

By adopting this Code, the Company seeks to sensitize its Officers and Employees to potential antitrust and unfair competition issues that may arise in the course of the Company's business. As this is a highly complex area of law, this Code cannot list all situations in which Antitrust and unfair competition laws may apply. Therefore, you must take special care in this area, and promptly refer any questions to the Chief Compliance Officer, who may refer the question to legal counsel, if appropriate.



Examples of conduct which might violate these laws include:

- Collaborative action with competitors, especially action that may result in price fixing, bid rigging, the sharing of pricing information, the division of territories or customers, or the boycott or refusal to deal with particular persons or entities (such as vendors, payers, or health care providers);
- Sharing pricing, price formulas, bid formulas and other proprietary information with competitors, either directly or through a trade association;
- Collaborative action with a vendor or customer that results in the limitation of competition within a market or territory, or forecloses the possibility of free and open pricing (e.g., illegal tying arrangements, prohibiting purchase arrangements with others, or illegal price discrimination);
- Conditioning a customer's ability to purchase one product or service on the purchase of another product or service;
- Inducing purchases, the referral of business or the breach of contracts or other financial relationships through bribery, deception, false statements or claims, intimidation, product mislabeling or similar unfair practices; and
- Misappropriating another's proprietary information or trade secrets.

Specific issues, questions, and concerns about such activities should be brought to the attention of the Chief Compliance Officer, either directly, or through the Ethics and Compliance Helpline.

It should be understood that the violation of federal and state antitrust laws does not require an affirmative agreement between the parties. Instead an antitrust case can be successfully prosecuted based upon oral understanding or even action that may be reasonably inferred to be taken for anti-competitive purposes.

Penalties for antitrust violations are substantial and can result in civil liability and criminal penalties. Individuals and corporations can be fined \$350,000 and \$10,000,000 respectively, for each antitrust violation, and individuals can be convicted of a felony and sentenced for up to three years in prison for each offense.

Q I received sensitive pricing information from one of our competitors. What should I do?

←-----→

A You should contact the appropriate member of management without delay and before any further action is taken. It is important that from the moment we receive such information we demonstrate respect for anti-trust laws and we make clear that we expect others to do the same. This requires appropriate action that can only be decided on a case-to-case basis and may include sending notice to the competitor.

Question or concern?

Please call the Compliance Helpline:

800.888.9774



Q

I am planning to attend a trade show. Are there any special precautions I should take to avoid a potential anti-trust problem?

Trade association meetings and other industry gatherings typically serve perfectly legitimate and worthwhile purposes. However, these meetings also provide a potential pitfall under the competition and anti-trust laws because they bring together competitors who may be prone to discuss matters of mutual concern. You must be especially careful to avoid discussions or exchanges of information relating to competitive matters.

In contacts with Healogics competitors it is illegal to discuss pricing policies, sales terms, inventory levels, business or marketing plans and any other confidential matters. If a competitor raises any of these issues, no matter how casually, stop the conversation immediately, explain that it is against our policy to discuss such matters, and, if necessary, leave the gathering. All incidents of this nature should be reported to our Legal Department.

A

Standard 1.3 — Environmental Laws

It is the policy of Healogics to manage and operate its business in the manner that respects our environment and conserves natural resources. Our representatives will strive to utilize resources appropriately and efficiently, to recycle where possible, and otherwise to store, dispose of and transport all waste in accordance with applicable laws and regulations. We will work cooperatively with the appropriate authorities to remedy any environmental contamination for which the Company may be responsible.

Compliance with applicable federal and state environmental laws and regulations requires ongoing monitoring and care. If an Officer or Employee suspect's noncompliance or violation of any environmental law, the circumstances should be reported to the Chief Compliance Officer either directly or through The Ethics and Compliance Helpline. Spills and releases of hazardous materials must be reported immediately, so that appropriate action may be taken by the Company.

Failure to prevent, report or correct environmental problems can result in criminal and civil penalties as high as \$50,000 per day per violation, conviction of a felony with imprisonment for up to two years, or both. Even merely negligent violations can result in imprisonment and substantial fines if they pose a threat to human health.



Standard 1.4

— Discrimination Laws

Healogics believes the fair and equitable treatment of Employees and other persons is critical to fulfilling its vision and goals. It is the policy of the Company to treat all persons the same without regard to gender, race, color, religion, ethnic origin, age, disability, physical attributes, sexual orientation, veteran status or other classification protected by federal, state or local law. This Code applies to all phases of employment including recruiting, testing, hiring, promotions, demotions, transfers, layoffs, discipline, terminations, rates of pay, benefits and selection for training, travel or company social events. This policy also includes freedom from harassment, whether that harassment is based on sex, gender, age, race, color, national origin, religion, sexual orientation, marital status, disability, veteran status or membership in other protected classification. Each allegation of harassment or discrimination will be promptly investigated in accordance with applicable human resource policies.

Standard 1.5

— Tax Laws

It is the policy of Healogics to act in compliance with applicable federal, state and local tax laws. We will accurately report information to appropriate taxing authorities and will file all tax and information returns, and pay all appropriate tax in a manner consistent with applicable laws. We will provide information requested by government taxing authorities, exercise due care in the collection of information to be included in tax reports and returns, and conduct our dealings with government authorities in an honest and ethical manner.

Standard 1.6

— Occupational Safety and Health Laws

It is the policy of Healogics to comply with all applicable health and safety laws and regulations to promote a healthful workplace for all employees. Officers and Employees will make a good faith effort to ensure compliance with applicable industry safety regulations and guidelines issued by Occupational Safety and Health Administration (“OSHA”), and all other applicable federal, state and local requirements. All persons are expected to observe all safety rules and practices and to do everything reasonably possible to ensure their own safety and the safety of fellow employees, visitors and the public.

Question or concern?

Please call the Compliance Helpline:

800.888.9774



Principle 2 — Business Ethics

In furtherance of the Company's commitment to the highest standards of business ethics and integrity Officers and Employees shall accurately and honestly represent Healogics and shall not knowingly engage in, tolerate or encourage any activity or scheme intended to defraud anyone of money, property or honest and faithful services.

The integrity of Healogics, both from the perspective of its investors and its customers, is dependent on the integrity of each representative of Healogics, including each Officer and Employee. The Standards set forth below are designed to provide guidance such that Healogics business activities reflect the highest standards of business ethics and integrity. Each Officer and Employee should endeavor to deal honestly and fairly with the Company's customers, suppliers, competitors, employees, and federal, state and local governments. No Officer or Employee of the Company should take unfair advantage of anyone through manipulation, concealment, abuse of proprietary information, misrepresentation of material facts, or any other unfair-dealing practice. Officers and Employees of Healogics are expected to act in accordance with both letter of the Standards set forth herein as well as the general spirit of Principle 2.



Standard 2.1

— Honest Communication

The Company requires candor and honesty from its Officers and Employees at all times, including in the performance of their responsibilities and in communication with our attorneys, auditors, investigators, the government and outside agencies. No person shall knowingly make false or misleading statements to any person or entity doing business with the Company, about other persons or entities, including competitors of Healogics, or about the products or services of the Company or its competitors. This prohibition applies to both general business interactions as well as the marketing of the Company and its products. Affirmative statements about the Company's products or services should only be made when there exists a reasonable basis for so doing. In the event any communication is later found to be inaccurate, incomplete or misleading, the person making such communication shall inform the Company, which will attempt to notify affected persons and entities unless the information has already been superseded because of events or the inaccuracy is immaterial.

Standard 2.2

— Misappropriation Of Proprietary Information/ Competitive Intelligence

Healogics Officers and Employees shall not misappropriate confidential or proprietary information belonging to another person or entity nor utilize any publication, document, computer program, information or product in violation of a third party's interest in such product. Officers and Employees shall not improperly copy for their own use documents or computer programs in violation of applicable copyright laws or licensing agreements. Officers and Employees shall not utilize proprietary business information or trade secrets, including customer lists, price lists, contacts or other information of third parties, in violation of applicable laws, regulations or contractual obligations.

2.2.1 — Competitive Intelligence

Information about competitors is a valuable asset in today's competitive business environment. When collecting business intelligence, employees and others who are working on our behalf must always abide by the highest ethical standards.

Never engage in fraud, misrepresentation or deception to obtain information or use invasive technology to "spy" on others. Be careful when accepting information from third parties, know and trust their sources and be sure that the information they provide is not protected by trade secret laws, or non-disclosure or confidentiality agreements.

While Healogics may employ former employees of competitors, we recognize and respect the obligations of those employees not to use or disclose the non-public or otherwise confidential information of their former employers.

Q

I am a team leader. One of our new employees recently joined Healogics from a competitor. He has information from his former employer. He says he plans to use it to Healogics advantage. Is this allowed? This information would be valuable to us. If it isn't allowed, can I do some of my own 'detective work' and try to find the information?



No. If an employee retains competitor information, this can result in legal action by the competitor. While Healogics employs former employees of competitors, we recognize and respect the obligations of those employees not to use or disclose the confidential information of their former employers.

A

In the event any Officer or Employee becomes aware of any unauthorized, proprietary information, no beneficial use of it should be made and the Chief Compliance Officer should be notified and presented with all originals or copies of the information for appropriate action.

Question or concern?

Please call the Compliance Helpline:

800.888.9774



Standard 2.3

— Accuracy of Business Records

Healogics expects its Officers and Employees to record and report information accurately, contemporaneously and honestly. This includes accurate reporting of time worked, disclosure of conflicts, business expenses incurred, purchase and sales documents, patient outcomes, key performance metrics and all other business related activities. Officers and Employees are expected to use good judgment and common sense when preparing any Company document in order that it objectively and accurately reflects the reality of the situation. Such business records shall be maintained in accordance with Standard 6.5 of this Code.

Standard 2.4

— Political Activity and Contributions

Healogics encourages everyone to participate in the political process. However, Healogics works with several hospital entities that may be considered tax-exempt entities. Tax-exempt entities are prohibited from conducting political activities as a condition of tax-exempt status under Internal Revenue Service (IRS) regulations. In an effort to deter any activities which may reflect negatively on our hospital partners, Healogics is adopting similar political activity and contribution rules as a tax-exempt entity. This prohibition from conducting political activities applies to all Healogics entities, as well as the activities of individual Healogics employees during work hours, and any use of Healogics resources to distribute statements supporting or opposing any candidate. Personal political activity should not reference Healogics or the employee's position at Healogics. It is against Healogics policy for employees to:

- Enter, directly or indirectly, any political contribution on your expense account that causes Healogics to reimburse you for that expense. This includes the cost of fundraising tickets for political functions and fundraising dinners. Even if business is discussed, it is against Healogics policy to include such costs on your expense account or reimburse you in any other way;

- Use any Healogics property, facilities, employee time, or the Healogics intranet for any political activity. Examples of prohibited actions include: using Healogics secretarial time to send invitations for political fundraising events, using a Healogics telephone to make politically motivated solicitations, allowing any candidate to use any Healogics meeting rooms for political campaigning, and using Healogics property in a political campaign; and
- Use Healogics electronic mail service to communicate personal opinions to other individuals, elected representatives, government agencies, newspapers, periodicals, or other external organizations. Since the e-mail address includes the Healogics name and is visible to those receiving the e-mail, your personal opinions might be construed as official Healogics policy.

Note: Anyone in a leadership position who is involved in political activity must be particularly aware that these activities carry the inherent risk of creating the appearance of a Healogics endorsement. Therefore, all political activities, other than personal, must be avoided unless the individual first consults with the General Counsel and Chief Compliance Officer.

Any lobbying activities must be coordinated through the Chief Executive Officer after consultation with the General Counsel and the Chief Compliance Officer. Because the political process has become highly regulated, employees should consult the Compliance Office before agreeing to do anything that could be construed as involving Healogics in any political activity at either the federal, state, local level, or in any foreign country.



Q

I will be attending a fund raiser for a candidate for local office. Is it acceptable to list my position at Healogics on the attendee list and in the program as long as I don't use any Company funds or resources?

No. You may not reference Healogics in any way with your personal political activities.

A

Q

I would like to invite an elected official to speak at an upcoming Company event. Would that be a problem?

You must get pre-approval from the appropriate member of management before inviting a candidate, an elected official or other Public Official to attend a company event. If the invitee is in the midst of a re-election campaign, the company event could be viewed as support for the campaign. Laws governing contributions are complex and in some jurisdictions where we operate any food, drink, or transportation provided to the invitee could be considered a gift. In most instances there would be limits and reporting obligations that must be carefully followed.

A

Standard 2.5

– International Relations and Anti-Bribery and Corruption

Employees and Officers must follow the laws of the jurisdiction wherever they are around the world; as well as comply laws and regulations regarding anti-bribery and corruption such as the Foreign Corrupt Practices Act and the UK Bribery Act.

Healogics has a zero-tolerance policy towards bribery and corruption. Bribery and corruption in all of its forms are completely contrary to our Code and company policies. We comply with anti-bribery and corruption laws and regulations and support efforts to eliminate bribery and corruption worldwide. We work hard to make sure that our business partners share our commitment.

Key Definition – Facilitation Payments: Facilitation payments are typically small payments to a low-level government official that are intended to encourage the official to perform his non-discretionary responsibilities. Such payments are illegal under UK law and the laws of many other countries, and are against our policy. No Healogics employee or agent may willingly offer to make, or make, a facilitation payment.

Our Responsibilities

- Do not offer or accept bribes, or any other kind of improper payment including facilitation payments.
- Keep accurate books and records so that payments are honestly described and Company funds are not used for unlawful purposes.
- Know who you are doing business with by conducting appropriate due diligence on counterparties and third parties.

Question or concern?

Please call the Compliance Helpline:

800.888.9774





Q

I have questions about the use of third parties that may be 'go-between' helping us with local government authorities. What should I do to make sure that they do not get us into trouble?



You are right to be concerned. Control over intermediaries and other third parties who are operating on Healogics behalf is important. We should ensure that their reputation, background, and abilities are appropriate and meet our ethical standards. Intermediaries are expected to act in accordance with the requirements set out in this Code. As a general rule, we must never do anything through a third party that we are not allowed to do ourselves.

A

Q

Sometimes when I am travelling, I see practices that I would consider inappropriate, but they are common practices in the country I am visiting. What should I do if I am asked to provide what I consider to be a bribe but what the locals think of as a common business courtesy?



You should decline and inform the person that your company's policies prohibit you from making such payments. Remember: no matter where you are our policies apply. You must never provide a payment or anything of value to gain a business advantage.

A

Principle 3 – Confidential and Proprietary Information

Healogics Officers and Employees shall strive to maintain the confidentiality of the Company's confidential and proprietary information as well as the confidential and proprietary information of others, including protected health information.

Healogics and its Officers and Employees are in possession of and have access to a broad variety of confidential, sensitive and proprietary information, the inappropriate release of which could be injurious to individuals, our business partners, customers and the Company itself. Officers and Employees have an obligation to protect and safeguard confidential, sensitive and proprietary information in a manner designed to prevent the unauthorized disclosure of such information. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. In addition, each Officer and Employee shall maintain the confidentiality of all information received from another that has been entrusted to the Company on a confidential basis in accordance with applicable laws regulations and contractual obligations. All obligations with respect to confidential or proprietary shall continue as required by applicable laws, regulations and contractual obligations even if the individual ceases to be employed by, or otherwise associated with, the Company.

Standard 3.1**— Customer Confidentiality Shall be Maintained**

All Healogics Officers and Employees have an obligation to conduct themselves in a manner so as to maintain the confidentiality of customer information as required by applicable laws, regulations, ethical standards and contractual obligations. Officers and Employees shall refrain from revealing any confidential information concerning customers or potential customers unless authorized or legally mandated to make such disclosures. If questions arise regarding an obligation to maintain the confidentiality of information or the appropriateness of releasing information, you should seek guidance from the Chief Compliance Officer.

Standard 3.2 — Proprietary Information

Information, ideas and intellectual–property assets of Healogics are important to organizational success. Information pertaining to the Company’s competitive position, business strategies, marketing, sales techniques, costs and prices, and information relating to negotiations with employees or third parties should be held in confidence and shared only with individuals having a need to know such information in order to perform their job responsibilities. Officers and Employees should exercise substantial care to ensure that intellectual property rights of the Company, including patents, trademarks, copyrights and licenses are carefully maintained and managed to preserve and protect their value.

Standard 3.3**— Personnel Actions/Decisions**

Salary, benefit and other personnel information relating to employees shall be treated as confidential. Personnel files, payroll information, disciplinary matters, and similar information shall be maintained in a manner designed to ensure confidentiality in accordance with applicable laws. Officers and Employees shall exercise due care to prevent the release or sharing of information beyond those persons who may need such information to fulfill their job function.

Standard 3.4**— Protected Health Information**

The Company and its representatives may have access to or become aware of protected health information related to our Employees, contractors, the patients and residents of our customers, or patients for whom we provide products directly. Patients, residents, employees and contractors properly expect that protected health information will be kept confidential. An Officer or Employee who has access to protected health information shall maintain the confidentiality of such information in accordance with the privacy standards of the Health Insurance Portability and Accountability Act of 1996 as amended, (“HIPAA”), the Health Information Technology for Economic and Clinical Health Act (“HITECH”), and their implementing regulations, and applicable state and local laws and regulations.

As mentioned previously, the Company is subject to HIPAA and HITECH both as a “covered entity” for those products sold directly to patients and for which the Company seeks payment from the patient, and as a “business associate” of health care providers for whom the Company furnishes products or serves as a billing agent. All proposed business associate agreements, and any known or suspected violations of the Company’s compliance with HIPAA and/or HITECH privacy standards should be brought to the attention of the Company’s Privacy Officer or disclosed through The Ethics and Compliance Helpline at (888) 999–9460 or www.Alertline.com

Standard 3.5**— Insider Trading**

Healogics employees may become aware of material, non–public information about our Company or another company, which is not generally available to the public, generally referred to as “inside information”. This information may include plans for merger, marketing strategies, financial results, new products, changes in leadership, or other matters. If you gain such inside information about Healogics or another company, you may not use this information to buy or sell the stock of another company. As well, you may not, share or otherwise discuss this information with others who may use the information to buy or trade stock or other interests of the company.

Principle 4 – Conflicts of Interest

Officers and Employees of Healogics owe a duty of undivided and unqualified loyalty to the Company. Persons holding such positions may not use their positions to profit personally or to assist others in profiting in any way at the expense of the Company.

A “conflict of interest” occurs when an individual’s private interest interferes in any way –or even appears to interfere –with the interests of the Company as a whole. A conflict situation can arise when an Officer or Employee takes action or has interests that may make it difficult to perform his or her role within the Company objectively and effectively. Conflicts of interest may also arise when an Officer, Employee or members of his or her family, receive improper personal benefits as a result of his or her position in the Company. For example, loans to, or guarantees of obligations of Officers, Employees, or members of their family by the company a vendor or other source not readily available to the public, may create conflicts of interest.

Officers and Employees are expected to regulate their non-Company activities so as to avoid actual conflicts of interest as well as the appearance of impropriety, which might arise from the influence of those activities on business decisions of Healogics. Annually, each Officer shall complete an Ethics Solicitation Statement (the “Annual Disclosure”) requiring them to provide information of any material transaction or relationship that reasonably could be expected to give rise to a conflict. In addition, employees who have direct responsibility for maintaining a relationship with one or more of the Company’s hospital partners (“Managers”) will complete an annual Ethics Solicitation Statement.

The current version of the Annual Disclosure is attached to this Code. The Chief Compliance Officer will review all disclosures promptly disclosed to the Chief Executive Officer, as required. All other Officers and Managers will be required to make an Ethics Solicitation Disclosure during the hiring process.

If a material transaction or relationship occurs that could reasonably be expected to give rise to a potential conflict of interest prior to or between Annual Disclosures, the affected individual should contact the Chief Compliance Officer immediately and make a disclosure of the potential conflict of interest. In addition, because conflicts of interest are not always clear-cut, uncertainties regarding particular situations should be brought to the attention of the Chief Compliance Officer for further direction.

This Principle is not intended to describe all possible conflicts of interest that could develop. Some of the common conflicts of interest that may arise are described below.

Standard 4.1

— Outside Financial Interests

While not all inclusive, the following will serve as a guide to the types of activities by an Officer, Employee, or family member of such person that might give rise to conflicts of interest and a subject to preapproval by the Chief Compliance Officer or reporting on the Annual Disclosure:

1. Ownership in, or employment by, any outside concern that does business with Healogics. The purchase or ownership of stock or other investments held in a publicly held corporation does not generally give rise to a conflict of interests; provided that the value of the stock or
2. Other investments do not exceed 5% of the volume or value of the corporation's outstanding stock. The Chief Compliance Officer may, following a review of the relevant facts, permit ownership interests that exceed this threshold amount if it concludes that such ownership interests will not adversely impact the Company's business interest or the judgment of the individual.
3. Officers or Employees should not have other outside employment or business interests that:
 - a. place them in the position of appearing to represent the Company;
 - b. provide goods or services substantially similar to those Healogics provides or is considering making available;
 - c. lessen their efficiency, productivity or dedication to the Company in performing their respective duties or in any other way interfere with their responsibilities to Healogics
4. Conducting business, not on behalf of the Company, with any Healogics vendor, supplier, contractor, agency, customer, or any of their officers or employees, unless as an arm's length transaction or routinely available commercial transaction.

5. Representation of the Company by an Officer or Employee in any transaction in which he or she, or an immediate family or household member, has a material personal financial interest.
6. Disclosure or use of confidential, special or inside information of or about the Company, particularly for personal profit or advantage of the Officer, Employee or a family member.
7. Competition with the Company by an Officer or Employee, directly or indirectly, in the purchase, sale or ownership of property or property rights or interests, or business investment opportunities.

Standard 4.2

— Services for Competitors/Vendors

No Officer or Employee shall perform work or render services for any competitor of the Company or for any organization with which Healogics does business or which seeks to do business with the Company, outside of the normal course of his/her relationship with the Company, without the prior, written approval of the Chief Compliance Officer. Nor shall any Officer or Employee serve as a director, officer, or consultant of such an organization, nor permit his/her name to be used in any fashion that would tend to indicate a business connection with such organization without the approval of the Chief Compliance Officer.



Standard 4.3

— Participation on Boards of Directors/Trustees

- Officers and Employees must obtain prior approval from the Chief Compliance Officer prior to serving as a member of the Board of Directors/Trustees of any organization whose interest may conflict with those of Healogics.
- An Officer or Employee who is asked, or seeks to serve on the Board of Directors/Trustees of any organization whose interest does not potentially conflict with Healogics (for example, civic, nongovernmental, charitable, fraternal organizations and so forth) may do so, and will not be required to obtain such prior approval but must report it on the Annual Disclosure.
- Officers must disclose all Board of Directors/Trustees participation in the annual Ethics Solicitation Statement. An Ethics Solicitation Statement form is attached to this Code.
- Notwithstanding anything herein to the contrary, Healogics retains the right to prohibit Officers from participating on any Board of Directors/Trustees when the Chief Compliance Officer believes in good faith that such participation might conflict with the best interests of the Company.

Questions regarding whether or not Board participation might present a conflict of interest should be discussed with the Chief Compliance Officer.

Standard 4.4

— Corporate Opportunities

Officers and Employees are prohibited from taking for themselves opportunities that are discovered through the use of corporate assets, information or position without the consent of the Chief Compliance Officer. No Officer or Employee may use corporate assets, information or position for improper personal gain. Officers and Employees owe a duty to the Company to advance its legitimate interest when the opportunity to do so arises. Without limiting the foregoing, Officers and Employees should avoid speculation or dealings in any kind of service or real or personal property in a market during a period that the Company may be purchasing or dealing in services or property of the same or similar kind.

Question or concern?

Please call the Compliance Helpline:

800.888.9774



Principle 5 — Business Relationships

Business transactions with vendors, customers and other third parties shall be transacted free from improper inducements in exchange for influence, assistance in a transaction, and the referral of business or the purchase of the Company's products.

The Code is intended to guide Officers and Employees in determining the appropriateness of certain business practices and behaviors within the context of Healogics relationships with vendors, customers, governmental entities and other third parties. If there is any doubt or concern about whether specific conduct, behaviors or activities are legal, ethical or otherwise appropriate, you should contact the Chief Compliance Officer prior to engaging in such conduct, behaviors activities. All guidance in this Code is subject to compliance with applicable laws, including the Anti-Kickback Laws set forth in this Code.



Standard 5.1 — Gifts and Gratuities

It is Healogics desire to, at all times, preserve and protect its reputation, and to avoid the appearance of impropriety. Consequently, the following standards of conduct shall be observed by all representatives of Healogics, including Officers and Employees. This policy is based upon several laws, rules and voluntarily adopted industry codes, including but not limited to: (i) the annual nonmonetary compensation exception under the Stark Law, 42 USC 1395nn; (ii) OIG Special Fraud Alerts on free goods, services and benefits to referral sources; and (iii) PhRMA voluntary guidelines respecting pharmaceutical industry marketing to physicians. While not all of these laws, rules and guidelines may be specifically applicable, they do provide guidance for our policies in this area.

Additionally, it is important to remember that Healogics should always be respectful of the gift and gratuities policies of the recipient and Officers and Employees should not offer or provide anything which, while it might comply with Healogics policies, would offend or violate the policies of the recipient. When in doubt, seek permission first.

5.1.1 — Gifts and Gratuities — Physicians

Marketing Benefit Cap. Officers and Employees shall make a record of all items and services offered to physicians during each calendar year. Such records shall be submitted to your direct management. In no event shall the value of items and services offered by Healogics to any individual physician exceed three hundred fifty-five dollars (\$355.00) in the aggregate in any calendar year. The value of items and services offered to a physician cannot vary with the volume or value of referrals, or other business generated, by a physician.

Cash or Cash Equivalents. Under no circumstances shall an Officer or Employee offer or disburse cash, cash equivalents or other payments to physicians, including but not limited to currency, checks, bonuses, grants, gift cards or certificates or similar payments. All benefits given by Officers or employees to physicians shall be non-monetary only.

Free Items and Services. Officers and Employees should not offer or provide free items or services to physicians or group practices (i) that are medically related, or (ii) that would otherwise have independent value to a physician or other members or employees of a physician's practice. Examples of prohibited items and services include but are not limited to equipment, pharmaceuticals, services of any medical consultant or licensed professional (i.e., radiologist, technician, nurse), medical supplies, durable medical equipment, and technology that may be used for non-medical purposes (i.e., televisions, personal computers, fax machines, phones or phone service, PDAs).

Physician Requests. Any request by a physician or group practice for: (i) charitable contributions; (ii) discounts or rebates from the standard amounts under Healogics contracts; (iii) financial support or sponsorship of continuing medical education seminars or other special events; or (iv) physician consulting arrangements must be referred to the Chief Compliance Officer. The Chief Compliance Officer reserves the sole right to make a decision as to whether such requests may be granted.

Question or concern?

Please call the Compliance Helpline:

800.888.9774



Meals. Meals may be offered to physicians, group practices, and employees or staff at physician offices; provided however, that such meals (i) must be modest and reasonable, per local standards and custom, (ii) must be offered in conjunction with informational presentations, education, or discussions of medical technology, procedures or services, and (iii) are attended by an Officer or Employee. Including a physician's spouse, or other guests that are not involved in the delivery of health care services or administration of the physician's practice, at such meals is not appropriate. Offering meals that are to be consumed without an Officer or Employee representative present (e.g., delivering meals to a physician's office and then leaving) is not appropriate.

Promotional Items. Distribution of appropriate promotional items is acceptable. All promotional items must be approved by the Chief Compliance Officer, whether or not they are imprinted with or otherwise contain the Company name or logo. The value of any individual promotional item must be one hundred dollars (\$100.00) or less. Appropriate promotional items include but are not limited to:

- Products imprinted with the Company name or logo (e.g., pens, notepads, tee shirts, sport bags) intended for general distribution to a wide range of physician clients, patients and business acquaintances;
- Single copies of general knowledge medical textbooks or journals;
- Anatomical models for use in patient examination rooms; reasonably priced floral arrangements, gift baskets, etc.

Inappropriate promotional items include cash or cash equivalents, gift cards or certificates, concert tickets, tickets to sporting events, 'luxury' items (e.g., high end wines, artwork, spa services, etc.) and any items that are of specific personal interest to a physician, and are meant to be consumed, used or enjoyed specifically by such physician. Items should not be offered on more than an occasional basis, even if each individual item is appropriate. In addition to the one hundred dollar (\$100.00) per item limitation, the aggregate value of all items provided to a physician is subject to the three hundred fifty-five dollar (\$355.00) per year limitation.

Entertainment. Aside from meals that comply, marketing representatives should not sponsor physician outings or entertainment. This includes, but is not limited to sporting events, concerts, golf outings, etc.

Independence of Medical Judgment. In all community educational activities, Officer and Employee shall recognize a physician's right to independent medical judgment and decision making in the best interest of the patient. No Healogics marketing practices should interfere with such right.

5.1.1

— Gifts Influencing Decision-making— Hospitals

Business and purchasing decisions on behalf of Healogics should always be made in the best interests of the Company based upon your uncompromised and objective judgment. Officers and Employees may never accept cash or cash equivalents from any purchaser, supplier, customer, government official or other person. Officer and Employees shall not accept gifts, favors, services, entertainment or other things of value to the extent that decision-making or actions affecting Healogics might, or could reasonably be expected to, be improperly influenced. Unsolicited gifts and business courtesies, including meals and entertainment, are permissible if they are customary and commonly accepted business courtesies, are in accordance with standard business practices for the level of Officer or Employee, and they are given and accepted without an express or implied understanding that your judgment shall be improperly affected by such gifts and courtesies.

Similarly, Officers and Employees of the Company, in their official capacity as a representative of the Company, may never offer as a gift cash or cash equivalents to any hospital, purchaser, supplier, customer, and government official or other person. Officers and Employees shall not offer or give gifts or business courtesies, including gifts, services or other things of value with the expectation of improperly influencing the judgment or decision-making process of any purchaser, supplier, customer, government official or other person. It is appropriate to provide gifts and business courtesies in connection with Company



business, including meals and entertainment, so long as such are consistent with common courtesies associated with accepted business practices, are in accordance with standard business practices for the level of Officer or Employee, and are not provided with the intent, either implicit or explicit, to improperly influence the judgment or decision making process. Any offers or acceptances in violation of the above prohibitions must be reported immediately to the Chief Compliance Officer.

5.1.2 — Gifts and Gratuities — Government Entities

The offering or giving of any gift to government employees or their families is strictly forbidden when selling products or services to a governmental entity. State and local governmental hospitals, laboratories, and other institutions may also have rules on acceptance of gifts and entertainment that are more restrictive than those of other customers. Officers and Employees should consult with the Chief Compliance Officer prior to offering a gift to any state or local government institution or any operation which might reasonably be construed as government controlled.

5.1.3 — Gifts and Gratuities — Patients

Offering valuable gifts to beneficiaries to influence their choice of a Medicare or Medicaid provider raises quality and cost concerns, as providers may have an economic incentive to offset the additional costs attributable to the giveaway by providing unnecessary services or by substituting cheaper or lower quality services. The use of giveaways to attract business also favors large providers with greater financial resources for such activities, disadvantaging smaller providers and businesses. As a general rule any gifts or free services to beneficiaries should not exceed \$10 per item, and the aggregated value of all gifts made to a patient over the course of a year should not exceed \$50.

A person who offers or transfers to a Medicare or Medicaid beneficiary any remuneration that is likely to influence the beneficiary's selection of a particular provider, practitioner, or supplier of Medicare or Medicaid payable items or services may be liable for civil money penalties of up to \$10,000 for each wrongful act. The OIG has interpreted law as permitting providers and suppliers to offer beneficiaries inexpensive gifts (other than cash or cash equivalents) or services without violating the statute. For enforcement purposes, inexpensive gifts or services are those that have a retail value of no more than \$10 individually, or no more than \$50 in the aggregate annually per patient.

In addition, the routine waiver of Medicare coinsurance and deductibles can violate the Federal anti-kickback statute if one purpose of the waiver is to generate business payable by a Federal health care program. In addition, a separate statutory provision prohibits offering inducements — including cost-sharing waivers — to a Medicare or Medicaid beneficiary that the offeror knows or should know are likely to influence the beneficiary's selection of a particular provider, practitioner, or supplier.

Consequently, the routine waivers of a beneficiary's coinsurance or deductibles should not be granted.

Question or concern?
Please call the Compliance Helpline:
800.888.9774



Standard 5.2 — Contracting

All business relations with contractors including all customers and vendors must be conducted at arms' length both in fact and in appearance, and in compliance with Company policies and procedures. Officers and Employees must disclose conflicts of interests (through a relationship or otherwise), and business activities with contractor personnel, which could be construed by an impartial observer as influencing the judgment, impartiality, performance or duties of the individual. Officers and Employees have a responsibility to obtain clarification from the Chief Compliance Officer on questionable issues that may arise in the performance of their duties, and to comply to the extent applicable with the Company's conflict of interest policy (Principle 4 of this document).

5.2.1 — Physician Employment & Other Applicable Contractual Agreements

Unless otherwise approved by Healogics General Counsel, each employment arrangement between Healogics and a physician shall be evidenced by a written contract that:

- Identifies the services to be provided by the physician;
- Provides for compensation of the physician that is consistent with the fair market value of the physician's services and is not determined in a manner that takes into account (directly or indirectly) the volume or value of any referrals by the physician to any Healogics managed Center; and
- Is commercially reasonable even if the physician makes no referrals to any Healogics managed Centers.

Unless otherwise approved by Healogics General Counsel, each arrangement under which Healogics obtains services of a physician who is not employed by Healogics shall be evidenced by a written contract that:

- Is signed by the parties and specifies the services covered by the arrangement, including all administrative duties and obligations of physician medical directors;
- Covers all the services to be provided by the physician to Healogics;
- Provides only for services that are reasonable and necessary for the legitimate business purposes of the arrangement;
- Has a term of at least one year;
- States the entire compensation to be paid to the physician over the term of the arrangement; and
- Provides for compensation that does not exceed the fair market value of the physician's services and is not determined in a manner that takes into account the volume or value of any referrals or other business generated between the physician and the corporation or corporation-managed Centers.

Standard 5.3 — Business Inducements

Appropriate commissions, rebates, discounts and allowances are customary and acceptable business inducements, provided that they do not constitute illegal remuneration under the Anti-Kickback laws or result in unethical payments, inducements, or remuneration. Any such remuneration must be reasonable in value, competitively justified, properly documented, made to the business entity to which the original agreement or invoice was made or issued, and must be in accordance with all applicable laws and regulations. Such remuneration should not be made to individual employees or agents of third party business entities.

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Principle 6 – Protection of Assets

Officers and Employees shall strive to preserve and protect Healogics assets by making prudent and effective use of Company resources and properly and accurately reporting its financial condition.

The Standards set forth below are intended to guide Officers and Employees by articulating the Company's expectations as they relate to activities or behaviors, which may impact our financial health.

Standard 6.1 **— Internal Controls**

Healogics has established control standards and procedures with the intent to ensure that assets are protected and properly used, and that financial records and reports are accurate and reliable. The Company requires that all material information is made known to its Chief Executive Officer and Chief Financial Officer. All Officers and Employees are therefore responsible for assisting the Chief Executive Officer and Chief Financial Officer in developing and maintaining prevention, detection and disclosure controls and procedures that will provide information flow that will surface material information so that it can be evaluated and disclosed in a timely manner.

Standard 6.2 **— Financial Reporting**

All financial reports, accounting records, research reports, expense accounts, time sheets and other documents must fairly, accurately and clearly represent the relevant facts or the true nature of a transaction. Improper or fraudulent accounting, documentation or financial reporting is contrary to the policy of Healogics and may be in violation of applicable laws.

Standard 6.3 **— Personal Use of Corporate Assets**

All Company representatives, including Officers and Employees, are expected to refrain from converting assets of the Company to personal use. All property and business of the Company shall be conducted in the manner designed to further Healogics interest rather than the personal interest of any individual. Company representatives are prohibited from the unauthorized use or taking of Company equipment, supplies, materials, or services. Prior to engaging in any activity on Company time, which will result in remuneration to an Officer or Employee or the use of the Company's equipment, supplies, materials or services for personal or non-work related purposes, Officers and Employees shall obtain the approval of the Chief Compliance Officer.

Standard 6.4 **— Records Retention**

In the course of its business, the Company produces and receives a large number of documents. Numerous laws require the retention of certain documents for various periods of time. The Company is committed to compliance with all applicable laws and regulations relating to the preservation of records. Our policy is to identify, maintain, safeguard, and dispose of all records in our possession in the normal course of business and according to applicable laws. Under no circumstances are records to be disposed of selectively, or are they to be maintained outside of Company premises or their designated storage facilities. No person subject to this Code may dispose of any electronic or paper records of the Company unless such disposal: (a) is in compliance with the policies or (b) has been expressly approved, in writing, by the Chief Compliance Officer.

In the event of the commencement of any government investigation, audit or review, it is the Company's policy to immediately cease the disposal of any documents associated with such investigation, audit or review even if such disposal is otherwise consistent with the Company's policies.



Standard 6.5

— Compliance with Reimbursement and Fraud and Abuse Laws, Including Those Relating to Medicare and Medicaid

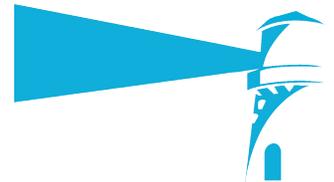
It is the policy of the Company to comply with all federal and state laws with respect to billing and claims submission for its services and financial relationships with referral sources. Company personnel are prohibited from engaging in any activity, which is fraudulent or abusive billing under the statutes and regulations governing Medicare, Medicaid and other federal and state health care programs. Types of improper billing practices are identified in the Company's policy regarding compliance with Medicare, Medicaid and other reimbursement and fraud and abuse laws and regulations.

Periodic audits will be conducted to assure compliance with laws regarding proper billing. These audits are designed to detect any billing practices that potentially violate state or federal laws, and to address billing errors that the Company can correct through modification of its billing procedures. The Chief Compliance Officer is responsible for creating and maintaining documentation of the audits. The audit shall monitor the following areas in order to prevent and detect violations of state and federal laws concerning billing:

- Proper coding of services and items;
- Components of evaluation and management services;
- Documentation that services are reasonable and necessary;
- Timeliness, accuracy and completeness of documentation of diagnosis and treatment;
- Appropriate use of modifiers;
- Distinguishing between consultations and other services;
- New versus established patients; and
- Billing to appropriate payor(s).

Company personnel with questions regarding billing, coding, coverage, and other reimbursement issues should contact the Chief Compliance Officer. Company personnel are also required to promptly report all suspected violations of Medicare/Medicaid program rules or Compliance Policies with respect to coding and billing or other reimbursement issues to the Chief Compliance Officer or another member of the Executive Compliance Committee. No reprisal will be taken against any individual for making a good faith report of a suspected violation.

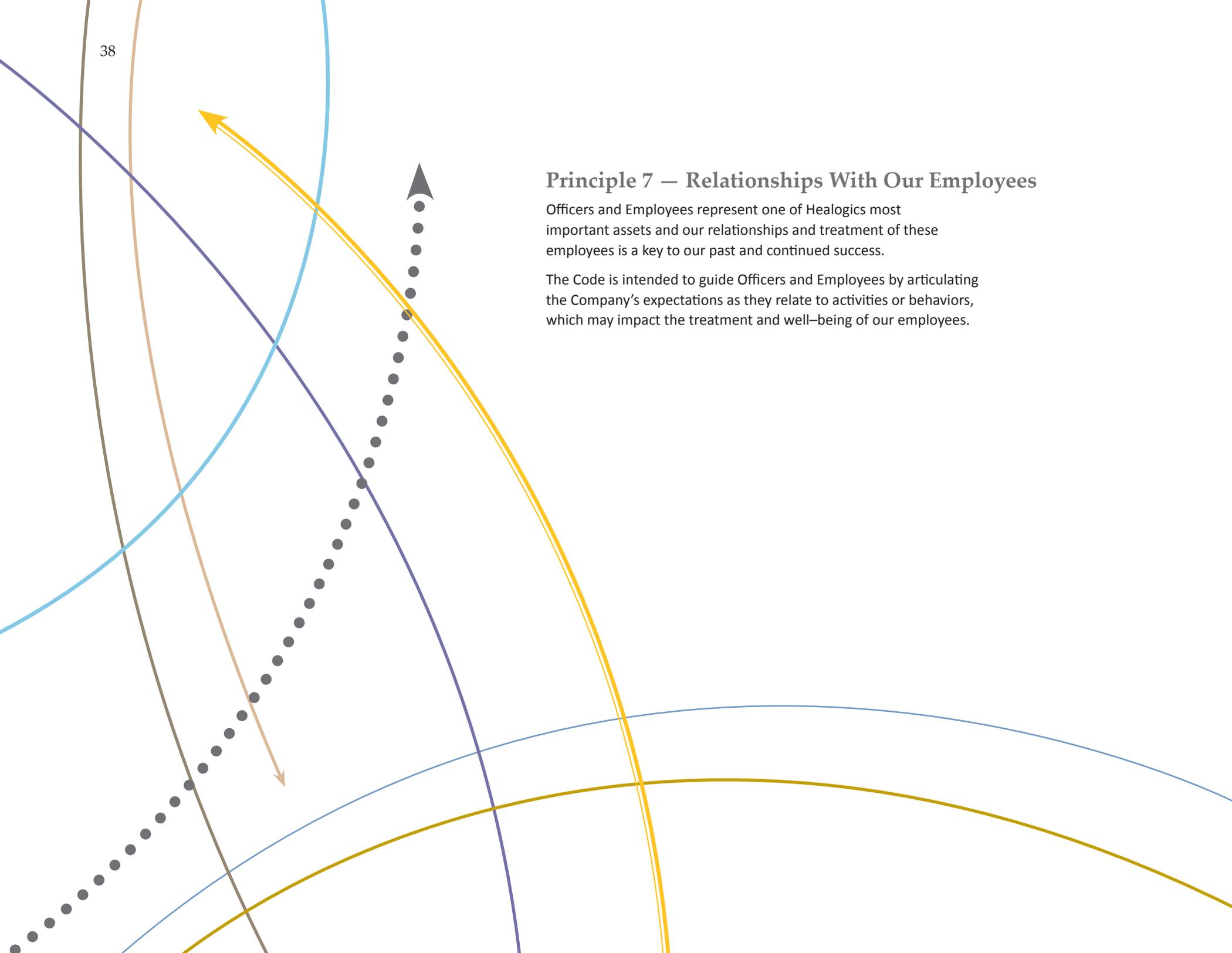
Question or concern?
Please call the Compliance Helpline:
800.888.9774



Principle 7 — Relationships With Our Employees

Officers and Employees represent one of Healogics most important assets and our relationships and treatment of these employees is a key to our past and continued success.

The Code is intended to guide Officers and Employees by articulating the Company's expectations as they relate to activities or behaviors, which may impact the treatment and well-being of our employees.





Standard 7.1

— Diversity and Non-discrimination

Healogics values the unique contribution that each person brings to the Company. We accomplish more when we include people with diverse backgrounds, talents and ideas working in an environment where everyone can contribute and fully utilize their talents. Diversity and inclusion provides a richness of thought and drives innovation.

Make sure that in all of your dealings with coworkers you:

Treat everyone with respect;

Encourage and listen to those who speak up and work to create a culture where others feel valued and included;

- Be respectful of cultural differences;
- Offensive messages, derogatory remarks and inappropriate jokes are never acceptable;
- Expect others we work with, including our business partners, to act in a way that is consistent with our sense of fair treatment and equal opportunity; and
- If you are a manager, supervisor or team leader, or are involved in recruitment and hiring, judge others on performance; assign work and make on-the-job decisions solely on the basis of qualifications, abilities and potential. Avoid introducing unrelated considerations into your decisions. Use objective, quantifiable standards.

Q

One of my co-workers sends e-mails containing jokes and derogatory comments about certain nationalities. They make me uncomfortable, but no one else has spoken up about them. What should I do?



You should report your concerns to your immediate supervisor, Human Resources representative or The Ethics and Compliance Helpline at (888) 999-9460 or www.Alertline.com. Sending such jokes violates our values as well as our policies. By doing nothing you are condoning discrimination and tolerating beliefs that can seriously erode the team environment that we have all worked to create.

A

Standard 7.2

— Harassment Free Workplace

Healogics does not tolerate any form of intimidation, bullying or harassment. This includes actions that create a hostile workplace environment and make it difficult for colleagues to perform their work. Behavior that is offensive, intimidating, or discriminatory, as well as any form of sexual harassment has no place at Healogics.

One form of harassment is sexual harassment. Sexual harassment includes a range of behaviors and may involve individuals of the same or different gender or gender identification. Unwelcome sexual flirtations or advances, explicit comments about an individual's appearance, sexually explicit or offensive jokes, unnecessary touching, and any other unwelcome verbal, visual or physical conduct of a sexual nature is prohibited.

Question or concern?

Please call the Compliance Helpline:

800.888.9774



To ensure that we maintain a welcoming and supportive work environment you should:

- Maintain a productive work environment that is professional and free from harassment.
- If possible, be direct, speak up and tell a person if you are upset by his or her actions or language, explain why and ask him or her to stop. Make a formal complaint if the matter is serious or if you are uncomfortable taking a direct approach.
- Don't distribute or display offensive material including written, recorded or electronically transmitted messages (such as email, instant messaging and Internet materials).

If you are a supervisor, manager or team leader never use your position of authority to harass or intimidate others.

Q While on a business trip, a colleague of mine repeatedly asked me out for drinks and made comments about my appearance that made me uncomfortable. I asked him to stop, but he wouldn't. We weren't in the office and it was "after hours".

What do I do if this happens again?

←-----→

A This type of conduct is not tolerated, either in Healogics or at off-site company functions or on business trips. Be firm, and tell your colleague such actions are inappropriate and must be stopped. If they continue, you need to report the problem.

Standard 7.3 **— Safe and Healthy Work Environment**

Everyone — employees, contractors, and visitors to our facilities — has a right to expect a safe and healthy environment.

In addition to Standard 1.6 (OSHA), maintaining a safe and healthy work environment requires the continuous cooperation of all employees. Healogics commitment to safety and health in the workplace means more than simply obeying safety rules. We can only achieve our goal of a safe and healthy workplace through the active participation and support of everyone.

All employees and business partners are expected to understand and follow our safety and health policies and procedures. We must work together to maintain a workplace free from hazards and foreseeable and preventable risks.

To accomplish our goal of a safe and healthy work environment we must each:

- Be alert to health and safety risks;
- Always follow Healogics safety and workplace procedures and expect third parties and visitors to do the same;
- Only undertake work that you are qualified to perform;
- Stop work if you consider it unsafe;
- Be sure that your performance is not impaired by, for example, a lack of sleep, alcohol, or any drugs — including prescription or over the counter medication;
- Speak up if you observe an unsafe working environment and listen to others who may speak up;
- Report any accident, injury, illness, or unsafe condition immediately. Never assume that someone else has reported a risk or concern;
- Know the emergency procedures that apply where you work;
- Maintain a neat, safe working environment by keeping work stations, aisles and other work spaces free from obstacles, wires and other potential hazards;
- Wear your Identification badge in clear view at all times while on company premises where badges are required.

Preventing Workplace Violence

Violence of any kind has no place at Healogics.

The Company will not tolerate any acts of intimidation or threats of physical violence against co-workers, visitors, anyone on our property, during company travel or company-sponsored events. No firearms are permitted on company property.

Alcohol and Drug Use

The Company is committed to providing a safe, healthy and productive work environment. An important part of Healogics effort is to ensure that our workplaces are free from the use of illegal drugs or other controlled substances or the abuse of alcohol.

The manufacture, possession, distribution, dispensation, sale or use of alcohol, illicit drugs and/or other controlled substances by employees in the work place is prohibited except in the case of individual use of legally obtained prescription drugs, taken and used without workplace impairment or the serving and reasonable consumption of alcoholic beverages in connection with an authorized event on company premises.

Q

How does the alcohol policy apply to company events?

In certain circumstances, such as official company events, use of alcohol may be authorized. In these cases, conduct yourself in such a manner that you do not violate any laws or pose a danger to yourself, others, or to Healogics reputation. If you have questions about the circumstances in which the use of alcohol may be authorized, you should discuss the situation in advance.

A

Q

I've noticed some practices that we do in my area that don't seem safe. To whom should I speak to? I'm new here, and don't want to be considered a troublemaker.

Discuss your concerns with your supervisor. There may be very good reasons for the practices, but it is important to remember that raising a concern about health or safety does not cause trouble, it is being responsible.

A

Q

Are subcontractors working on our premises expected to follow the same health and safety policies and procedures as employees?

Absolutely. Managers are responsible for ensuring that third parties on our premises understand and comply with all applicable laws, and regulations governing the particular facility, as well as with additional requirements Healogics may impose.

A

Question or concern?
Please call the Compliance Helpline:
800.888.9774





Standard 7.4

— Communicating With the Public

It is essential that our public communications are clear, consistent and responsible. For this reason, only authorised persons can talk to the media or members of the investment community on behalf of Healogics.

To ensure clarity, consistence and responsibility in dealing with the press and the public:

- Only employees specifically authorized to communicate with investors, analysts, or the media may respond to or engage with these parties.
- If you receive an inquiry regarding Healogics activities, results, plans or its position on public issues and are not specifically authorized to respond, refer the request to Healogics Marketing Department.
- Always do your best to communicate honestly and openly with everyone who has an interest in our company, including colleagues, suppliers, customers and shareholders.

Using Social Media

If you participate in on–line forums, blogs, newsgroups, chat rooms or bulletin boards, never give the impression that you are speaking on behalf of Healogics unless you are authorized to do so and do not deceive anyone about your representation.

When using social media you should follow the same principles expected in your other behaviors at work and outlined in this Code including, for example, any harassment, bullying, discrimination, or retaliation that would not be permissible in the workplace is not permissible while on–line.

And before you hit the “send” button, use sound judgment and common sense. These types of communications live forever.



Administration and Application Of This Code

The Company expects each person to whom this Code applies, to abide by the Principles and Standards set forth herein and to conduct the business affairs of the Company in a manner consistent with the general statement of principles set forth herein.

Failure to abide by this Code or the guidelines for behavior that the Code represents may lead to disciplinary action. For alleged violations of the Code, the Company will weigh relevant facts and circumstances, including, but not limited to, the extent to which the behavior was contrary to the express language or general intent of the Code. The seriousness of the behavior, the individual's history with the Company, and any other factors that the Company deems relevant will be considered. Discipline for failure to abide by the Code may, in the Company's discretion, range from oral correction to termination of employment to reporting unlawful conduct to the proper authorities. The policies and practices of the Company's Human Resources department will guide any disciplinary actions to assure consistent enforcement and a fair process by which to determine violations. Nothing in this Code is intended to nor shall be construed as providing any additional employment rights to any person.

Code of conduct and ethics certification

All Officers and Employees are required to sign this Certification within thirty (30) days of receipt. Any questions should be directed to the Chief Compliance Officer.

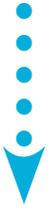
It is important that you read this information carefully. This Code of Conduct and Ethics describes important information about how you are expected to behave as an Officer or Employee of Healogics. You may have some specific questions that are not covered in this document. If so, please feel free to contact the Chief Compliance Officer.

Question or concern?

Please call the Compliance Helpline:

800.888.9774





Compliance Statement

I understand that I am expected to observe and abide by the attached Code as well as additional rules and regulations that may be provided to me in writing by the Company either online via the Internet or Intranet, through the Company's bulletin boards or through verbal instruction from Management.

I acknowledge receipt of the Principles and Standards as outlined in the Code concerning Legal Compliance, Business Ethics, Confidentiality, Conflicts of Interest, Business Relationships, and Protection of Assets. I acknowledge that I was given an opportunity to ask questions about any part of the Code that I did not understand.

Furthermore, I acknowledge that this Code is an important corporate policy containing guidelines provided by Healogics to assist me in understanding the regulations that guide my daily activities, to deter wrongdoing, protect and promote Company-wide integrity and to enhance my ability to achieve the Company's mission.

It is my understanding that any violation of the Code can make me subject to disciplinary action or immediate termination and forfeiture of all privileges and benefits. I hereby certify that I have received, read and understood the information contained in Healogics Code of Conduct and Ethics, I agree to abide by the Principles and Standards contained within it, and I am unaware of any violation of the Code that has not already been disclosed to the Chief Compliance Officer directly or through The Ethics and Compliance Helpline (888) 999-9460

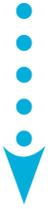
Name (Printed)

Affiliated Company (if other than Healogics, Inc.)

Signature

Title

Date



Statement #4

I am not aware of any activities conducted by me or a family member which might give rise to a conflict of interest with Healogics as described in the Code.

_____ The above statement applies to me.

_____ The above statement does not apply to me and I will notify my direct supervisor and the Healogics Compliance Department (at compliance@healogics.com) of the following conflicts of interest:

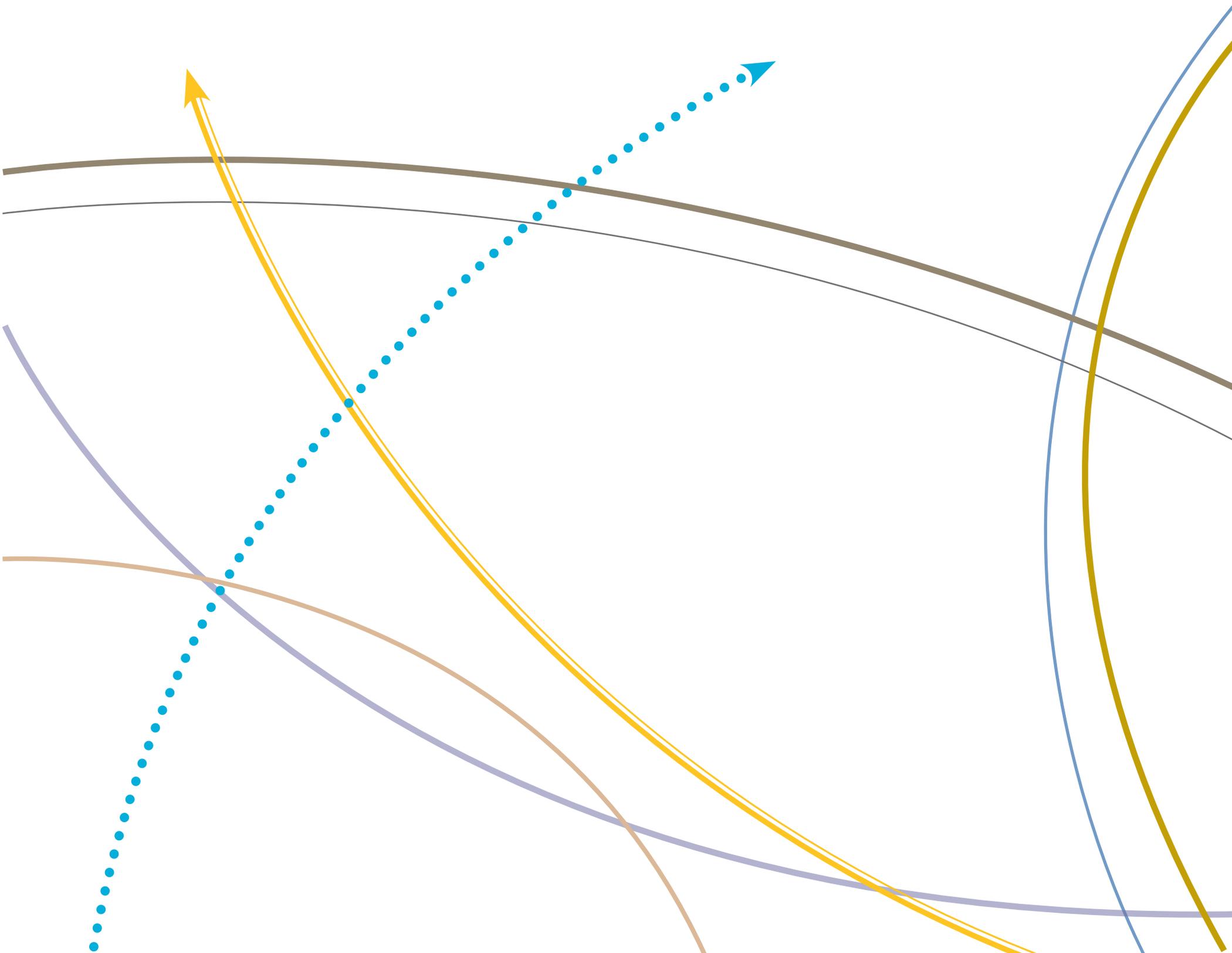


Statement #5

I am not aware of any violations of the Code of Conduct and Ethics within the past 12 months which I have not already reported to the Chief Compliance Officer.

_____ The above statement does not apply to me.

_____ The above statement applies to me and I will notify my direct supervisor and the Healogics Compliance Department (compliance@healogics.com) of the following:



HealogicsTM

The power to heal

Ethics and Compliance Helpline

888-999-9460

alertline.com

