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*RESPOND TO NEW JERSEY*

January 2, 2009

**VIA FEDERAL EXPRESS**

David Ganz  
Managing Director  
Total Health Rewards, LLC  
322 Route 46 West, Suite 260W  
Parsippany, New Jersey 07054

**Re: Total Health Rewards – Rewards Program**

Dear Mr. Ganz:

You have requested that we analyze Total Health Rewards, LLC's ("Total Health Rewards") rewards program and provide an opinion regarding the impact, if any, recent updates to the PhRMA Code on Interactions with Healthcare Professionals ("PhRMA Code") will have on such rewards program. As you are aware, the PhRMA Code focuses on pharmaceutical researchers' and manufacturers' (generally "Pharmaceutical Companies") interactions with healthcare professionals that relate to the marketing of pharmaceuticals to such healthcare professionals. Certain changes to the PhRMA Code further restricting the marketing techniques of these Pharmaceutical Companies are set to be implemented in January of 2009. The purpose of this letter is to evaluate your current practices and provide an opinion as to whether they will be compliant with the updated PhRMA Code.

The updates to the PhRMA Code seek to restrict marketing techniques of Pharmaceutical Companies that do not contribute to the continuing education of healthcare professionals. Previously, the PhRMA Code did not prohibit the distribution of non-educational items and small gifts such as mugs, caps, pens or other items. The updated PhRMA Code now prohibits the distribution of these non-educational items because such items "may foster misperceptions that company interactions with healthcare professionals are not based on informing them about medical and scientific issues." 2009 PhRMA Code. However, Pharmaceutical Companies can continue to provide items with

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educational benefit to healthcare professionals such as medical books, brochures, and journals.

Total Health Rewards provides a certificate redemption program that allows healthcare professionals to redeem reward certificates for a variety of items. The list of items Total Health Rewards currently offers is as follows:

1. Medical textbooks;
2. Anatomical models, charts and disease-state charts;
3. Educational and informational brochures;
4. Subscriptions to medical journals;
5. Copies of clinical treatment guidelines;
6. Patient self-assessment and tracking tools; and
7. Written materials that inform patients about adherence to medicinal regimes, healthy lifestyle choices or other programs.

It is our opinion that the provision of these items by Total Health Rewards to healthcare providers is compliant with the updates to the PhRMA Code. The items set forth above are of an educational nature (i.e. medical textbooks, anatomical models and charts, educational brochures, subscriptions to medical journals, clinical treatment guidelines, etc.). These items do not fall within the parameter of restricted gift items pursuant to the updated PhRMA Code as they all provide educational benefit to healthcare professionals and are not otherwise prohibited items.

Total Health Rewards' method of distributing these items includes a certification redemption program with three certification options. These options include:

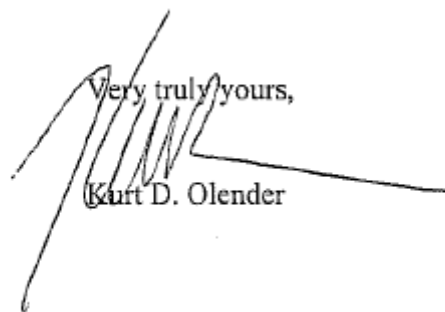
1. Total Health Rewards Standard Certificate – certificate with different denominations that are combinable with other certificates and good for all items offered by Total Health Rewards;
2. Item-specific Certificate – Not combinable with other certificates and allows for the redemption of a specific item; and
3. Textbook Only Certificate – works like the standard certificate (combinable with other certificates and come in a variety of denominations), but it is only redeemable for textbooks.

These certificate options are compliant with the updated PhRMA Code. The updated PhRMA Code does not set forth any preferred method of distribution, nor does it prohibit any method of distribution. Provided that these redeemable certificates have no monetary

value and otherwise have no value other than being redeemable for the educational items listed above, the certificate options are a viable method of distribution.

It is also important to note that the updated PhRMA Code requires transparency of transactions and accurate reporting of the benefits being provided to health professionals. Thus, it is incumbent upon Total Health Rewards to maintain accurate records in a manner and method that would enable an outside agency to evaluate Total Health Rewards' compliance with the updated PhRMA Code. We are advised that Total Health Rewards maintains records which include a detailed inventory of the items that are redeemed, a description of those items redeemed, the value of the items redeemed, the method of redemption, a description of the event for which the healthcare professional received the reward, the name and contact information of the healthcare professional redeeming these items, and any other related information detailing the transaction in which the items were redeemed. These methods of record keeping appear to be consistent with the requirements as set forth in the updated PhRMA Code.

This opinion is provided for the benefit of Total Health Rewards and is not intended for any other purpose and may not be relied upon by any other party. Furthermore, this opinion constitutes only a general statement as to Total Health Rewards' current compliance with the updated PhRMA Code as it is currently proposed, and is based solely upon the limited information provided to us by Total Health Rewards as of the date hereof. We provide no opinion as to Total Health Rewards' compliance with any statutory or regulatory requirements or industry mandates, other than as expressly set forth herein, or as to the interpretation of the updated PhRMA Code by third parties.

Very truly yours,  
  
Kurt D. Olender