

Victory Pharma, Inc.

CALIFORNIA COMPREHENSIVE COMPLIANCE PROGRAM

The following sets forth an overview of the Victory Pharma, Inc. (“Victory”) requirements for marketing and promotion of its pharmaceutical products in the state of California to “medical or healthcare professionals” as defined by state law.

Victory’s Comprehensive Corporate Compliance Program is intended to comply with the requirements for the California Health and Safety Code, Sections 119400-119402 (effective July 2005) as they relate to Prescription Drug Marketing and Promotion, as understood by Victory.

Victory has defined, established and implemented a Comprehensive Corporate Compliance Program which embodies the elements which have been outlined in the following industry publications, laws and guiding principles.

- PhRMA Code on Interactions with Healthcare Professionals (July 2002) (“PhRMA Code”)
- Office of Inspector General Compliance Program Guidance for Pharmaceutical Manufacturers (68 Fed. Reg. 86, pp 23731-23743)(May 5, 2003) (“OIG Guidance”)
- Prescription Drug Marketing Act of 1987 and the Prescription Drug Amendments of 1992 (21 CFR Part 203)
- American Medical Association, AMA Ethical Opinions on Continuing Medical Education (July 25, 2001)
- AMA Opinion 8.061, “Gifts to Physicians from Industry”
- “AMA Addendum II: Council on Ethical and Judicial Affairs, Clarification on Gift to Physicians from Industry (E-8.061).” (July 11, 2002)

The OIG Guidance describes the elements of a comprehensive compliance program to include:

- Creation and Distribution of Written Standards of Conduct and Compliance Policies
- Designation of Compliance Officer and Marketing Compliance Team
- Development and Implementation of Effective Compliance Training Program
- Maintenance of Effective Lines of Communication Regarding Compliance Matters
- Compliance Audits
- Enforcement of Compliance Policies and Standards
- Investigation of and Response to Compliance Concerns

Consistent with the principles of the OIG Guidance and the PhRMA Code, it is Victory’s policy to prohibit any activities that in any way unduly or coercively influence the prescribing habits of medical or healthcare professionals by inducing prescribers to inappropriately write prescriptions for Victory’s products.

In keeping with its Corporate Compliance Program, Victory has established a corporate Code of Conduct that encompasses Victory’s commitment to ethical and compliance principles for the conduct of the

company's operations. Victory provides both initial and follow up Code of Conduct training to all employees. Adherence to the Code of Conduct is a condition of employment at Victory.

Copies of the Victory Comprehensive Corporate Compliance Program can be obtained by calling 866-427-6819 or on our corporate website at www.victorypharma.com

The following is the Victory Pharma, Inc. ("Victory") description of the established annual maximum dollar limit in regard to Victory's compliance programs.

Victory has established an annual limit of \$ 1,000 for gifts, promotional materials (described above) and other items or activities as the aggregate value of the items or activities that may be provided to California health care professionals pursuant to the requirements of Cal. Health & Safety Code § 119402.

- This limit excludes:

- Business or consulting arrangements and educational grants.
- Prescription drug samples that are given to medical and healthcare professionals are intended for free distribution to patients.
- Samples are not included in the established annual maximum dollar limit.

It should be noted:

- Spending limits do not represent a spending "goal" or "average," and in many cases, Victory spends significantly less per California physician than the listed limit.
- Payments made for legitimate professional services provided by California health care professionals, such as consulting services, will be determined by the fair market value of the services rendered and are exempt from this spending limit.