

Business Ethics Disclosure

Philosophy

To enable TPC to conduct its business effectively and to promote confidence in the integrity of their officers and employees, the highest standards of loyalty and ethical principles must be maintained. The guiding principles of this policy are that all officers and employees must avoid situations in which their personal activities or relationships could create, or appear to create, a conflict of interest, or make it difficult to objectively carry out job responsibilities or act in the best interest of TPC and its Members.

Additionally, confidential and proprietary information must be carefully protected. The spirit of this policy is to preserve and protect the integrity and independence of all decisions affecting TPC and its Members made by its officers and employees so that the interests of TPC and its Members, and not that of any individual, prevail. The mere appearance of a conflict or a breach of confidence can often be as serious as an actual conflict or breach and can result in irreparable damage to TPC and its Member's reputations.

At the same time, TPC does not wish to unnecessarily infringe upon the personal lives of its employees. Everyone has a responsibility and will be held accountable for complying with the spirit and letter of this policy, and to seek assistance from management when necessary.

Scope

This policy applies to all officers and employees of the Company. All employees will be required to read certain compliance policies and sign the Business Ethics Policy Certification Form, Disclosure of Relevant Relationship Form (conflicts of interest), Employee Compliance Certification Form and the Confidentiality Agreement when joining the Company as a regular part-time, regular full-time or temporary employee and annually thereafter.

Guidelines

These policies set forth guidelines for those areas of business ethics, conflicts of interest and confidentiality in which employees are most likely to encounter difficulties. It should be kept in mind that these are guidelines and may not address every specific situation that may arise.

Conflict Situations:

A potential conflict would exist whenever an employee has an interest in, or connection with, any company that TPC does business with, if the interest is of such a nature that it might influence, or appear to influence, the independent judgment of the employee. Vendor shall mean any company that TPC has a contract with, or that submits a bid or formal offer to contract with TPC or its Group Purchasing Organization (GPO) partner, to provide goods or services to TPC or to Members of TPC. Conflicts may be difficult to detect, and sometimes it is only a matter of degree between an acceptable and unacceptable activity. To avoid conflicts, employees must use sound judgment and exercise prudence in all their business dealings.

Business transactions in which there may be conflicts of interest include, for example, the sale or purchase of products, services, supplies or equipment; the purchase, sale and lease of real estate; the purchase of advertising space and time; the investment and borrowing of funds; investments in competitors or vendors; and the selection or supervision of vendors.

It is not practical to describe every situation that might raise a conflict of interest or the appearance of one, but the following are examples of activities that are prohibited.

Individual Equity Interest

Shall mean securities, options, warrants, debt instruments (including loans) or rights to acquire any of the foregoing owned by the employee, his/her spouse, or his/her minor children; provided, however, that (a) interests in mutual funds or (b) interests held in a blind trust shall not be included.

TPC senior management, whom the Board determines exercise a pervasive influence on contracting decisions involving vendors, is prohibited from owning any Individual Equity Interest in vendors of TPC or vendors that TPC can materially impact. All other management from the vice president level up through the president who are not able to influence contracting decisions, shall be required to disclose any Individual Equity Interest in vendors, and recuse themselves from any discussions and/or decisions regarding them.

All employees who can influence the vendor contracting decisions of TPC or TPC's GPO partner, may not own an Individual Equity Interest in any vendor over which they may influence contracting decisions.

All employees may not own an Individual Equity Interest in any company in which TPC or any of its subsidiary's own securities, warrants, options, debt instruments (including loans) or rights to acquire any of the foregoing.

Property or Services Transactions:

Employees should not buy, sell or lease any kind of property or services from or to TPC, or from or to a vendor, except when authorized by TPC.

Temporary Changes in Job Responsibilities:

Employees who normally do not influence contracting decisions of TPC may be required from time to time to disclose Individual Equity Interests in companies and recuse themselves from any discussions and/or decisions regarding those applicable companies and vendors, if they are assigned temporary job responsibilities involving contracting decisions.

Business Entertainment and/or Gifts

TPC employees involved in the contracting process are prohibited from accepting gifts or participating in business entertainment events offered by prospective suppliers/vendors that would directly influence contracting decisions. TPC employees are responsible for maintaining an objective perspective during the contracting process and must not be influenced by gifts or business entertainment offered by vendors. This is not intended to prohibit common business practices which may include an occasional business-related meal or promotional items of nominal or minor value that have no material impact on contracting decisions.

Confidential or Proprietary Information

In the course of employment with TPC, employees will come into possession of and have access to confidential or proprietary documents, materials and information used by TPC, its subsidiaries, affiliates, and vendors ("the Company Information"), and information used by participating healthcare organizations in the conduct of their businesses, and will become familiar with the nature of the business of TPC and the participating healthcare institutions, their business secrets, including patient, financial, operational, statistical and other confidential or proprietary information, whether specific or aggregate, and any or all special or general methods of doing business. Employment with TPC is upon express condition that employees will under no circumstances, except as required by law or as directed by the TPC, divulge the confidential or proprietary information acquired while during said employment and at any time thereafter, or use such confidential or proprietary information to their personal advantage or to the advantage of any other person or organization.

No TPC employee should give, release or discuss with anyone employed or not employed by TPC who does not have a legitimate business "need to know" information that might adversely affect TPC's interests, including, but not necessarily limited to, information relating to strategic planning, decisions, operations, goals, financial or business prospects,

competitive bids, technical processes or confidential employee, patient, financial, operational or statistical information, whether specific or aggregate, belonging or relating to TPC, or information of its healthcare organizations; or use such information to the personal advantage of the employee or to any other person or organization, nor should any TPC employee make publicly available or discuss with any person or organization who does not have a legitimate business "need to know" any information regarding TPC or its healthcare organizations that by contract is required to be kept confidential.

Personal Relationships of Employees

While TPC does not wish to infringe upon the personal lives of its employees, situations may arise involving personal or family relationships that may impact the business or its environment. It should be kept in mind that these are guidelines and may not address every specific situation that may arise.

Internal Conflicts of Interest:

It is TPC's policy that employees who have personal or family relationships with another TPC employee, Member or vendor that impede or have the appearance of impeding objective business decisions, will not be assigned to positions which may create such a conflict of interest. It is the intent of this policy to promote an environment in which business decisions are made free from the effect of such personal or family relationships. Likewise, employees should not accept or remain in positions in which such personal or family relationships could impact their ability to make decisions in an objective manner.

Some examples of work assignments which must be avoided when a personal or family relationship exists include individual work assignments that:

- Require one to direct, review or process the work of the other
- Require one to serve in a supervisory or higher-level management role over the other
- Permit one to have access to privileged or confidential information about the other
- Permit one to approve financial transactions affecting the other, such as approval of expense reports, salary increases, or bonus payments
- Involve dependent responsibilities (i.e. purchasing and accounts payable)

External Conflicts of Interest:

Employees with responsibilities for external relationships must avoid situations that could cause an actual or perceived conflict of interest or make it difficult to objectively carry out job responsibilities or act in the best interest of TPC.

When an employee's responsibilities include working with Members, vendors or competitors, care should be taken to ensure that business decisions are free from any actual or perceived conflict of interest. TPC employees who have a personal or family relationship with employees of a Member, vendor or competitor should not become involved in the business decisions that involve TPC and the other company if that individual can benefit, either directly or indirectly, from the other company's business with TPC. Nor should employees conduct any business on behalf of TPC with a vendor or Member when the employee has a personal or family relationship with any individual who is a principal, officer or representative of that vendor or Member, without first disclosing that relationship to their supervisor, Company Compliance Officer/CFO and Human Resources.

Employees Serving as Officers or as Members of Board of Managers Outside of the Company

The duties owed by a TPC employee who is on the Board of Managers or serves as an officer of an outside company, association or organization are separate from and in addition to the duties and responsibilities that employee must TPC as one of its employees.

Many companies, associations and organizations pay their outside officers and Board of Managers fees for services, as well as offering reimbursement for out-of-pocket expenses incurred while attending meetings or other functions. A TPC employee who is serving in such an outside capacity at the request of TPC may accept such fees and reimbursements, so long as the employee transfers them to TPC. If the Company employee serving at the request of TPC is offered stock or the opportunity to subscribe for stock in consideration for his/her services, he/she should contact the Company Compliance Officer/CFO before accepting or subscribing for such stock. If stock or stock options become a form of payment in this instance, the stock or stock options will be held in the TPC employee's name. However, all proceeds from the sale of stock or any exercise of stock options will be paid to TPC. TPC will issue instructions to the employee as to when to engage in such transactions and will structure operating procedures to help assure tax neutrality. The TPC employee may not purchase stock in the outside company for the employee's benefit, even if paid with the employee's own funds. Except at the request of TPC, TPC employees may not sit on the Board of Managers or serve as an officer in a company that TPC management determines has material conflicts of interests with TPC, including but not limited to be a competitor or vendor of TPC.

With their manager's prior approval, employees may serve as an officer or director of any company that does not have material conflicts with the interests of TPC. However, such activities, including preparation, are not to be conducted on company time, nor may they in any way impact the employee's job performance at TPC, unless the manager provides his/her prior approval.

As an officer or board member of any outside company, association or organization, whether serving at the request of TPC or not, a TPC employee may be called to act in situations where the interests of TPC and those of the other entity are in conflict or potential conflict. In any such situation, the employee must refrain from participating in any votes on the matter in question. In addition, he/she may not influence any discussion or votes on the matter.

Employment or Consulting Relationships

Employees may not serve as an employee of or consultant to any company that TPC management determines has material conflicts of interests with TPC, including but not limited to be a competitor or vendor of TPC. Employees should not engage in any other business activity that is competitive with any of TPC's business, that takes advantage of a corporate opportunity of TPC or that could result in a conflict between the private interests of the employee and the interests of TPC.

With their manager's prior approval, employees may serve as an employee or consultant of any company that does not have material conflicts with the interests of TPC. However, outside employment or business activities, including preparation, are not to be conducted on company time, nor may they in any way impact the employee's job performance at TPC.

Contributions and Unethical Payments

Federal law prohibits a corporation from making direct or indirect political contributions of any kind, including transportation or other services, at company expense. TPC encourages the lawful participation during nonbusiness hours of all employees as private citizens in the electoral process or in making contributions to political action committees of their choice.

Employees are prohibited from giving, offering or accepting anything that could be construed as a bribe, kickback or an illegal or unethical payment in connection with TPC and its businesses. Employees who receive such offers of/or solicitations for bribes, kickbacks or illegal or unethical payments must report the offers or solicitations immediately to their manager and to the Company's Compliance Officer/CFO.

Compliance with Federal and State Laws

All employees must conduct the Company's affairs with the highest possible standards of ethics and shall comply fully with applicable federal, state and local laws and regulations.

Employee Assistance

In addition to the specific situations discussed above, there are many other possibilities for a conflict of interest. It is also understood that there may be some unique aspects of a situation that deserve individual consideration. This policy is meant to be interpreted so that its application does not cause harsh results in situations in which a conflict arises unavoidably. Furthermore, if through no action by the employee, he/she would violate any provision of this policy, the employee would be given a reasonable amount of time to comply (i.e. when an employee changes job responsibilities).

Employees who are or potentially may be in conflict of interest situations are responsible for discussing the situations with their manager or Human Resources. If an individual employee believes there is a conflict with his/her position or job characteristics, the employee's manager should make all possible efforts to consider the request. If the employee does not feel the desire or need to make job related changes, he/she should be counseled by the manager or Human Resources, or both, as to his/her responsibilities under this policy.

If a TPC employee or his/her manager is uncertain regarding the resolution of a possible conflict, one of them must submit the issue in writing to Human Resources for resolution. Human Resources will issue a decision and instructions regarding any corrective action in accordance with the requirements of this policy within five (5) business days after receipt. Conflict situations can often be avoided by discussing the potential situation in advance.

Procedures

Human Resources in conjunction with the President & CEO will establish any additional procedures that may be necessary to implement and monitor adherence to this policy, consider exceptions, if any, and assure that any apparent or actual conflict of interest is avoided. Employees are required to sign annual certifications of compliance with this policy. Human Resources will review the certification forms/ address any issues in accordance with this policy and if requested by the President & CEO, will make an annual report to the Board of Managers.

Grace Period

Newly hired employees, employees who are promoted or transferred into "positions of influence" or "pervasive influence" jobs will have 90 days from the date of that employment action to comply with the stock ownership requirements.

Reporting Violations

Employees are encouraged to discuss any concerns about this policy or potential violations with their manager or Human Resources.

Violations

Violations of this policy may be grounds for disciplinary actions up to and including termination as well as appropriate legal action.