

MEDTECH ENGINUITY CORP.



"WHERE MEDICAL ENGINEERING & INGENUITY MEET"

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Employee Handbook

WELCOME TO MEDTECH ENGINUITY CORP.

MedTech Enginuity Corp.'s success depends on you. We have selected you to work for MedTech Enginuity Corp. because we believe that you have qualities to ensure our continued success. By becoming an employee of MedTech Enginuity Corp., you have joined a company with a superior reputation for service, quality and dedication. We hope that you feel the excitement of working for a company in an evolving industry, participating in its growth and development, and facing the challenges of developing new products, services and systems. At MedTech Enginuity Corp., we believe that each employee contributes directly to the company's continued growth and success, and we hope that you will take pride in being a member of our team. Our employees and their welfare are very important to MedTech Enginuity Corp.'s success. We consider every employee to be an important member of our company team. Our success as a company is built upon the skills and efforts made by each employee.

We expect everyone who works at MedTech Enginuity Corp. to:

- *Commit to excellence, at all times, in all ways.*
- *Give extraordinary service to our customers.*
- *Communicate honestly and openly.*
- *Care for and respect one another.*
- *Give others the benefit of the doubt.*

MedTech Enginuity Corp. is dedicated to a program of two-way communication between employees and management. You will find that we keep employees informed of new ideas, procedures and business developments and we encourage your input.

Take the time to read this Handbook and feel free to ask your supervisors for further clarification. We encourage you to discuss your concerns with management at any time. We hope that your experience here will be challenging, enjoyable and rewarding.

We challenge each of you to act as if MedTech Enginuity Corp. were your own company, for in fact, it is. Act as if you make the difference, for in fact, you do. Act as if you are leading, for in fact, you are. Each of us contributes to and shares in the success of MedTech Enginuity Corp.

ABOUT MEDTECH ENGINUITY CORP.

Building on more than 75 years of combined experience in the Healthcare and Information Technology fields, MedTech Enginuity Corp. is dedicated to addressing the critical need for Electronic Health Records (EHR) in the State of Maryland for Healthcare Providers and Patients. Our goal is to combine quality Healthcare with Next Generation Technology and services to maximize the efficiencies for patient care and record keeping.

MedTech is committed to ensuring that our providers receive hands-on assistance from start to implementation and through achievement of Meaningful Use. Our company is dedicated to each practice and will provide training on important process flow changes and how each staff member will be affected by the transition. We are a one-stop shop, therefore serve as a liaison between the provider's office and our vendors.

With over a decade of Program Management expertise in the Federal & NG911 field, our team is accustomed to offering 24/7 support as well as providing flawless, meticulous product implementations.

Our capabilities include but are not limited to:

Design and Implementation Consultation	Healthcare Provider End User Training
Customized Product Development	Practice Process Flow Management
Program Management	Project Management
Medical Telecommunications Consulting	Medical Patient Research and Surveys
Finance Coordination	Live Day 2 Support
Healthcare Disparities Research	Data Security
Provider Technical Support	Medical Practice Equity Assessment

MedTech is a minority owned business with roots in the state of Maryland. We are a state certified Managed Services Organization by the Maryland Health Care Commission with MBE & DBE Certifications.

STATEMENT OF PURPOSE

This Employee Handbook is designed to provide employees with a general description of the benefits and practices of MedTech Enginuity Corp. Any Handbook, this one included, is limited in the amount of detail it can provide; so, use this document for general reference. If you have any questions that are not answered here, feel free to ask your supervisor or the HR Vice President.

From time-to-time, changes in business conditions may require MedTech Enginuity Corp. to modify one or more of the benefits, work rules or policies described in this Handbook. MedTech Enginuity Corp. may do this without prior notice or consultation, but will attempt to notify you of such changes in a timely manner. This Handbook does not constitute an express or implied contract of employment. Nothing in this Handbook should be considered as changing the —at-will nature of your employment with MedTech Enginuity Corp. Indeed, you have the right to terminate your employment relationship for any reason at any time, and MedTech Enginuity Corp. reserves the right to do the same.

EMPLOYMENT AT MEDTECH ENGINUITY CORP. IS "AT WILL." AT WILL MEANS THAT BOTH EMPLOYEES AND MEDTECH ENGINUITY CORP. HAVE THE RIGHT TO TERMINATE EMPLOYMENT AT ANY TIME, WITH OR WITHOUT ADVANCE NOTICE, AND WITH OR WITHOUT CAUSE.

THE POLICIES, PRACTICES AND BENEFITS DESCRIBED REPLACE ALL EARLIER WRITTEN AND UNWRITTEN ONES.

MedTech Enginuity Corp. reserves the right to make a final decision on the interpretation and application of all policies and practices and to add, change or discontinue any of the policies or practices at any time.

At the end of this Handbook, you will find a statement (“Receipt and Acknowledgment”) acknowledging your receipt of the Handbook. You must sign and date this statement and return the statement to MedTech Enginuity Corp. The statement will become a part of MedTech Enginuity Corp.’s personnel records.

101 Employee Relations

We believe that the work conditions, wages, and benefits we offer to MedTech Enginuity Corp. employees are competitive with those offered by other employers in this area and in this industry. If you have concerns about work conditions or compensation, you are strongly encouraged to voice these concerns openly and directly to your supervisor. Our experience has shown that when employees deal openly and directly with management, the work environment can be excellent, communications can be clear, and attitudes can be positive. We believe that MedTech Enginuity Corp. amply demonstrates its commitment to employees by responding effectively to employee concerns.

102 Equal Employment Opportunity

40.003 Equal Employment Opportunity

In order to provide equal employment and advancement opportunities to all individuals, employment decisions at MedTech Enginuity Corp. will be based on merit, qualifications, and abilities. MedTech Enginuity Corp. does not discriminate in employment opportunities or practices on the basis of race, color, religion, sex, national origin, age, disability, or any other characteristic protected by law.

We will make reasonable accommodations for qualified individuals with known disabilities unless doing so would result in an undue hardship. This policy covers all aspects of employment, including selection, job assignment, compensation, discipline, termination, and access to benefits and training.

In addition to our commitment to provide equal employment opportunities to all qualified individuals, we have established an affirmative action program to promote opportunities for individuals in certain protected classes throughout MedTech Enginuity Corp. If you have a question or concern about any type of discrimination in the workplace, you are encouraged to bring the issue to the attention of your supervisor or the Human Resources Department. At MedTech Enginuity Corp., be assured that you can raise concerns and make reports without fear of reprisal. Further, anyone found to be engaging in any type of unlawful discrimination will be subject to disciplinary action, up to and including termination of employment.

103 Business Ethics and Conduct

40.006 Business Ethics and Conduct

The successful business operation and reputation of MedTech Enginuity Corp. is built upon the principles of fair dealing and ethical conduct of our employees. Our reputation for integrity and excellence requires careful observance of the spirit and letter of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity.

As an organization, MedTech Enginuity Corp. will comply with all applicable laws and regulations and we expect our directors, officers, and employees to conduct business in accordance with the letter, spirit, and intent of all relevant laws and to refrain from any illegal, dishonest, or unethical conduct.

In general, you should find that using good judgment, based on high ethical principles, will guide you to act appropriately. If you are unsure about the proper course of action, you should discuss the matter openly with your supervisor. If necessary, you may also contact the Human Resources Department for advice and consultation.

It is the responsibility of every MedTech Engenuity Corp. employee to comply with our policy of business ethics and conduct. Disregarding or failing to comply with this standard of business ethics and conduct could lead to disciplinary action, up to and including possible termination of employment.

05 Immigration Law Compliance

MedTech Engenuity Corp. is committed to employing only United States citizens and aliens who are legally authorized to work in the United States. We also do not unlawfully discriminate on the basis of citizenship or national origin. In order for us to comply with the Immigration Reform and Control Act of 1986, all new employees, as a condition of employment, must complete the Employment Eligibility Verification Form I-9 and provide documentation that establishes their identity and eligibility for employment. Former employees who are subsequently rehired must also complete an I-9 and provide appropriate documentation if 1) they have not completed an I-9 with MedTech Engenuity Corp. within the past three years, or 2) their previous I-9 is no longer valid or was not retained.

If you have questions or want more information on immigration law issues, you are encouraged to contact the Human Resources Department. At MedTech Engenuity Corp. you can raise questions or complaints about immigration law compliance without fear of reprisal.

107 College Intern Program

40.058 Intern Program Policy

The MedTech Engenuity Corp. college intern program offers students the opportunity to apply their education in real world situations. Interns have an excellent opportunity to contribute their skills and sharpen their talents as they work on challenging projects and assist with day to day operations. Our main goal is for the intern to learn our business and increase their skills. The program also allows both parties to assess the possibility of future employment opportunities. The purpose of this policy is to outline responsibilities and to ensure such intern has a productive stay with the company. College interns must be currently registered and attending an accredited college, preferably with a major area of study reflective of the need within the department requesting a college intern.

MedTech Engenuity Corp. strives to enhance the highest quality workforce and believes that hiring qualified interns to fill individual department intern needs contributes to the overall success of the company.

201 Employment Categories

40.007 Employment Status

Understanding the definitions of the employment classifications at MedTech Engenuity Corp. is important because your classification is one of the factors that determine your employment status and benefit eligibility. These classifications do not guarantee employment for any specified

period of time. Since employment with MedTech Enginuity Corp. is based on mutual consent, either you or MedTech Enginuity Corp. have the right to terminate the employment relationship at will at any time, with or without cause or advance notice.

Depending on your position, you are designated as either NONEXEMPT or EXEMPT from federal and state wage and hour laws. NONEXEMPT employees are entitled to overtime pay under the specific provisions of federal and state laws. EXEMPT employees are excluded from specific provisions of federal and state wage and hour laws. Your EXEMPT or NONEXEMPT classification may be changed only with written notification by MedTech Enginuity Corp. management. In addition to the Exempt and Nonexempt categories, you also belong to one of the following employment categories:

REGULAR FULL-TIME employees are employees who are not in a temporary or introductory status AND who are regularly scheduled to work the full-time schedule of 32 hours per week or more. Generally, regular full-time employees are eligible for all MedTech Enginuity Corp. benefit programs, subject to the terms, conditions, and limitations of each benefit program.

REGULAR PART-TIME employees are employees who are not in a temporary or introductory status AND who are regularly scheduled to work less than 32 hours per week. While part-time employees receive all legally mandated benefits (such as Social Security and workers' compensation insurance), they are ineligible for the other MedTech Enginuity Corp. benefit programs.

TEMPORARY employees are employees who are hired as interim replacements, to temporarily supplement the work force, or to assist in the completion of a specific project. Employment assignments in this category are of a limited duration. Employment beyond the initially stated period does not in any way; imply a change in employment status. Temporary employees retain that status unless and until they are a notified of a change. While temporary employees receive all legally mandated benefits (such as Social Security and workers' compensation insurance), they are ineligible for all other MedTech Enginuity Corp. benefit programs. MedTech Enginuity Corp. pays temporary categorized employees using lag time pay schedule. All temporary staff will be paid on the 15th and last day of each calendar month. Therefore, for any given month, hours worked between the 1st and the 15th of the month will be paid on the last day of month. Hours worked from the 16th through the last day of the month will be paid on the 15th of the following month. Upon completion of the temporary staff's assignment with MedTech Enginuity Corp., the final pay will be remitted on the next business day.

CONTRACTED EMPLOYEES are employees who are hired as interim replacements, to temporarily supplement the work force, or to assist in the completion of a specific project. Employment assignments in this category are of a limited duration. Employment beyond the initially stated period does not in any way; imply a change in employment status. Contracted employees retain that status unless and until they are a notified of a change. MedTech Enginuity Corp. pays contracted categorized employees based on individual contractual agreements. Upon completion of the contracted staff's assignment with MedTech Enginuity Corp., the final pay will be determined based on the project completion payment schedule.

202 Introductory Period

40.004 Introductory Period

At MedTech Enginuity Corp. we want you to be successful at your job. We have found that having an introductory period can be very helpful to new employees. The introductory period provides you with the opportunity to demonstrate that you can perform your job at a satisfactory level of performance and to determine if the new job meets your expectations. We use this period to evaluate your capabilities, work habits, and overall performance. Since employment at MedTech Enginuity Corp. is based on mutual consent, either you or MedTech Enginuity Corp. may end the employment relationship at will at any time during or after the introductory period, with or without cause or advance notice.

The introductory period for all new and rehired employees is the first 90 calendar days after the date of hire. If there is a significant period of absence during the introductory period, the period will automatically be extended by the length of the absence. Either during the introductory period or at the end of the period, we may extend the introductory period if we determine there was not adequate time to evaluate performance.

203 Access to Personnel Files

40.012 Access to Personnel Files

At MedTech Enginuity Corp. we maintain a personnel file on each employee that includes the job application and related hiring documents, training records, performance documentation, salary history, and other employment records. Employee files are the property of MedTech Enginuity Corp.; because this information is highly confidential and we respect your privacy, only persons with a legitimate business reason will be allowed access to employee files. If you wish to view your employee file, contact the Human Resources Department. With reasonable advance notice, you may review your own personnel file in our offices and in the presence of a person authorized by MedTech Enginuity Corp.

204 Performance Evaluations

40.001 Performance Appraisal Policy

MedTech Enginuity Corp. provides performance evaluations as a means for discussing, planning and reviewing the performance of each employee. Performance appraisals are designed to help employees clearly define and understand their role, identify employees' key competencies, accomplishments and areas for improvement and provide a fair basis for awarding compensation based on merit. All written performance evaluations are maintained by the Human Resources department.

Performance Evaluation Schedule:

90 Day Performance Evaluation:

After three (3) months of service, employees will have an informal written performance evaluation. The 90 Day Performance Review is a formal written evaluation that promotes opportunities to discuss job responsibilities, strengths and areas for improvement.

Annual Performance Evaluation:

Each year, MedTech Enginuity Corp. conducts Company-wide performance reviews for all employees. The Annual Performance Review is designed to give both, employees and

supervisors the opportunity to discuss job responsibilities and goals, encourage and recognize strengths, identify and correct any weaknesses and develop performance improvement plans, if applicable.

205 Job Descriptions

40.028 Job Description Policy

MedTech Engenuity Corp. makes every effort to create and maintain accurate job descriptions for all positions within the Company. Each description includes sections for job information; a job summary (giving a general overview of the job's purpose); essential duties and responsibilities; supervisory responsibilities; qualifications (including education and/or experience, language skills, mathematical skills, reasoning ability, and any certification required); physical demands; and work environment.

We use the job descriptions to help new employees understand their job duties and to set standards for employee performance evaluations. Job descriptions are also used to identify the requirements of each position, establish hiring criteria, and establish a basis for making reasonable accommodations for individuals with disabilities.

The Human Resources Department and the hiring manager prepare job descriptions when new positions are created. Existing job descriptions are also reviewed and revised in order to ensure that they are up to date. Job descriptions may also be rewritten periodically to reflect any changes in the position's duties and responsibilities. You can also be helpful by making sure that your job description accurately reflects the work you do. We would like you to remember that job descriptions do not necessarily cover every task or duty that you might be assigned, and that additional responsibilities may be assigned as necessary. You can contact the Human Resources Department if you have any questions or concerns about your job description.

Fair Labor and Standards Act (FLSA) exempt classification is determined by job description content.

301 Employee Benefits

Due to the size of the company, at this time MedTech Engenuity Corp. provides a limited range of benefit programs to eligible employees. Certain legally required programs (such as Social Security, workers' compensation, state disability, and unemployment insurance) cover all employees in the manner required by the laws.

Your eligibility for each benefit program depends on a variety of factors, including your employee classification. To better understand exactly which benefit programs you are eligible for; please contact Human Resources.

The following benefit programs are available to eligible employees, subject to terms and conditions of each program:

- * Bereavement Leave
- * Holidays
- * Jury Duty Leave
- * Life Insurance
- * Military Leave

* Paid Time Off (PTO)

While some of the benefit programs we offer may require you to contribute to the cost, many programs are fully paid by MedTech Engenuity Corp.

302 Holidays

MedTech Engenuity Corp. gives holiday time off to all employees on the following holidays:

- * New Year's Day
- * Martin Luther King Jr. Day
- * Presidents' Day
- * Memorial Day (last Monday in May)
- * Independence Day (July 4)
- * Labor Day (first Monday in September)
- * Thanksgiving (fourth Thursday in November)
- * Day after Thanksgiving
- * Christmas

We provide holiday time off with pay to eligible employees immediately upon assignment to an eligible employment classification. If you are eligible for paid holidays, your holiday pay will be calculated on your straight-time pay rate as of that holiday multiplied by the number of hours you would normally have worked on that day.

303 Workers' Compensation Insurance

MedTech Engenuity Corp. provides a comprehensive workers' compensation insurance program to our employees. The workers' compensation program covers injuries or illnesses sustained in the course of employment that require medical, surgical, or hospital treatment.

It is critical that you inform your supervisor and Human Resources immediately about any work-related injury or illness, regardless of how minor it might appear at the time. Immediate reporting ensures that, if eligible, you will qualify for workers' compensation benefits as quickly as possible and lets us investigate the matter promptly.

Workers' compensation is intended to cover only work-related injuries and illnesses. Because of this, neither MedTech Engenuity Corp. nor our insurance carrier will be liable for the payment of workers' compensation benefits for injuries that might occur during employees' voluntary participation in off-duty recreational, social, or athletic activities that we may sponsor.

304 Time Off to Vote

40.015 Voting Leave

The purpose of MedTech Engenuity Corp.'s Voting Leave policy is to provide employees time off to vote in federal, state or local elections, both primary and general elections.

Under extreme circumstances when an employee cannot vote during poll hours, accommodations may be made by management. No deductions will be made from wages or salaries, and employees will not be expected to make up the missed work hours.

Employees may be asked to furnish proof that they have voted. Employees may furnish a form prescribed by the State Board.

305 Bereavement Leave

40.014 Bereavement Leave

In the event that you need to take time off in the event of the death of an immediate family member, MedTech Engenuity Corp. provides bereavement leave. To request bereavement leave, see your supervisor.

We grant up to 3 days of paid bereavement leave to eligible employees in the following employment classifications:

- * Regular full-time employees
- * Regular part-time employees

We will normally grant bereavement leave unless there are unusual business needs or staffing requirements that prevent accommodating the request. You may also, with supervisory approval, use any available paid leave for additional time off as necessary.

The bereavement leave policy defines "immediate family" as your parent, step-parent, parent-in-law, spouses, domestic partners, children, step-children, siblings, step-siblings, grandparents and grandchildren, legal guardian, or other relatives for whom they are directly responsible.

306 Jury Duty

40.017 Jury Duty Leave

MedTech Engenuity Corp. encourages you to fulfill your civic responsibilities by serving jury duty when required. Employees in an eligible classification may request up to 3 calendar days of paid jury duty leave over any 1 year period.

If you are eligible for paid jury duty leave, you will be compensated at your base rate of pay for the number of hours you would normally have worked that day. Employees in the following classifications are eligible for paid jury duty leave:

- * Regular full-time employees

If you remain on jury duty beyond the period of paid jury duty leave, you may use any available paid leave or request an unpaid jury duty leave of absence.

If you receive a jury duty summons, show it to your supervisor as soon as possible so that arrangements can be made to accommodate your possible absence from work. You are expected to report for work whenever the court schedule permits.

Either you or MedTech Engenuity Corp. may request you be excused from jury duty if necessary. We may request that you be relieved from serving on jury duty if we believe that your absence would cause serious operational difficulties for MedTech Engenuity Corp. Subject to the terms, conditions, and limitations of the applicable plans, MedTech Engenuity Corp. will continue to provide health insurance benefits for the full period of unpaid jury duty leave.

308 Pregnancy-Related Absences

MedTech Engenuity Corp. will not discriminate against any employee who requests an excused absence for medical disabilities associated with pregnancy. We will evaluate such leave requests according to the medical leave policy provisions outlined in this handbook and all applicable federal and state laws.

If you request time off for a pregnancy or childbirth reason (such as bonding or child care) that is not related to a medical disability for those conditions, we will treat the request in the same way as we would consider a request for unpaid family or personal leave.

313 Health Insurance

Due to the size of the company, no health insurance benefits are offered at this time.

320 Family Medical Leave Act (FMLA)

40.016 Family Medical Leave Act Policy

In accordance with the Family and Medical Leave Act of 1993 (—FMLA), MedTech Enginuity Corp. will provide qualifying employees up to twelve (12) weeks (consecutive or intermittent) of unpaid leave in any twelve (12) month period, beginning with the first day of FMLA leave.

—Qualifying employees are those who have worked for MedTech Enginuity Corp. at least fifty-two (52) weeks; who have worked not less than 1,250 hours during the immediately preceding twelve (12) months; who provide MedTech Enginuity Corp. with legally sanctioned medical certification; and if possible, have provided MedTech Enginuity Corp. with thirty (30) days' notice of the request for FMLA leave.

An employee will be eligible for FMLA for the following reasons:

1. The birth of a child to the employee;
2. The placement of a child with the employee for adoption or foster care;
3. To care for an immediate family member (as defined by the Family and Medical Leave Act: spouse, child, or parent of employee) with a serious health condition (a serious health condition is an illness, injury, impairment, or physical or mental condition that involves care in a hospital, hospice or residential medical care facility, or continuing care by a health care provider); or
4. To take medical leave when the employee's own serious health condition renders the employee unable to perform the regular functions of the employee's position.
5. If the employee's spouse, child, or parent is on active duty or has been notified of an impending call or order to active duty in the Armed Forces.
6. To care for an injured service member who is an employee's spouse, child, parent, or sibling. The injured service member must be undergoing medical treatment, recuperation, therapy or other outpatient status or on temporary disability retired list from the Armed Forces. The employee is entitled to up to 26 weeks of leave for this purpose.

All accrued but unused paid leave to which an employee requesting leave is entitled, must be exhausted prior to using FMLA leave. Any remaining leave time under this policy may be unpaid at the employee's discretion. Employees must notify their manager of any paid leave they wish to use while on FMLA. For example, if you begin a twelve (12) week FMLA leave and have two (2) weeks accrued paid leave, the first two (2) weeks of the FMLA leave will be paid leave. The remaining ten (10) weeks may be unpaid.

During a period of FMLA leave, MedTech Enginuity Corp. and the employee will continue to share the cost of health insurance monthly premiums each party normally pays. If you fail to return from FMLA leave, except because of your own or a relative's serious health condition or another condition or circumstance beyond your control, you must reimburse MedTech Enginuity Corp. for its payment of health insurance monthly premiums paid during the period of FMLA leave.

If the reason for the leave is foreseeable, you must provide not less than thirty (30) days' notice. If the reason for the leave is not foreseeable, you must notify MedTech Enginuity Corp. as soon

as practical, which will ordinarily be no more than two (2) business days from the date you learn of the need for the leave. FMLA leave taken due to a serious health condition of a child, spouse, parent, or the employee himself/herself, must be supported by a certification from a health care provider. MedTech Engenuity Corp. reserves the right to require additional certification and periodic re-issuance of certification as permitted under the FMLA.

401 Paydays

40.023 Paydays

You will be paid twice a month: on the 15th and the last work day of the month (or prior business day if the 15th or last day of the month falls on a weekend or holiday). MedTech Engenuity Corp. prefers employees to have direct deposit accounts. If you do not have a direct deposit eligible bank account you must notify Payroll prior to your first pay.

402 Employment Termination

Termination of employment is an inevitable part of personnel activity within any Company, and many of the reasons for termination are routine. These are some of the most common circumstances for employment terminations:

- * Resignation - voluntary employment termination initiated by an employee.
- * Discharge - involuntary employment termination initiated by the organization.
- * Retirement - voluntary employment termination initiated by the employee meeting age, length of service, and any other criteria for retirement from the organization.

We will generally schedule an exit interview at the time of employment termination. The exit interview is an opportunity to discuss such issues as employee benefits, conversion privileges, repayment of any outstanding debt to MedTech Engenuity Corp., or return of MedTech Engenuity Corp.-owned property. It is also a time for you to voice any suggestions, complaints, and questions you may have.

Since employment with MedTech Engenuity Corp. is based on mutual consent, either you or MedTech Engenuity Corp. have the right to terminate the employment relationship at will, with or without cause or advance notice, at any time.

501 Work Schedules

The normal work schedule for all regular full time employees is 8 hours a day, 5 days a week or 40 hours a week. Your supervisor will advise you of the times your schedule will normally begin and end. Staffing needs and operational demands may necessitate variations in starting and ending times, as well as variations in the total hours that may be scheduled each day and week. In some cases, we may offer flexible scheduling, or flextime. We make flextime possible if a mutually workable schedule can be negotiated with the supervisor involved. However, such issues as staffing needs, your performance, and the nature of your job will be considered before approval of flextime. You should consult your supervisor to request participation in the flextime program.

502 Smoking

40.040 Smoking in the Workplace

In keeping with MedTech Engenuity Corp.'s intent to provide a safe and healthful work environment, smoking is prohibited throughout the workplace. This policy applies equally to all employees as well as to our customers and visitors.

504 Workplace Violence

40.020 Workplace Violence

The Workplace Violence Prevention is a —zero tolerance workplace policy. Employees must err on the side of caution rather than have a situation escalate to a violent incident.

Violence can be defined as any activity that may be perceived as threatening or potentially threatening, including but not limited to:

- Physical – shoving, inappropriate touching, hitting
- Verbal – threats, inappropriate remarks
- Visual – threatening or abusive bodily gestures
- Written – notes, letters, cartoons
- Sexual Harassment – solicitation of sexual favors in a threatening manner

All employees are responsible for complying with each aspect of the program. Every incident must be reported, whether it relates to a member, member's family member/visitor, another employee or supervisor. Management and Human Resources will do everything possible to ensure a safe working environment. If you have questions please feel free to contact your manager or Human Resources.

505 Motor Vehicle Safety

40.045 Motor Vehicle Safety

Many employees operate company owned, leased, rental or personal vehicles as part of their jobs. Employees are expected to operate vehicles safely to prevent accidents that may result in injuries and property loss. It is MedTech Engenuity Corp. policy to provide and maintain a safe working environment to protect our employees and the citizens of the communities where we conduct business from injury and property loss. MedTech Engenuity Corp. considers the use of automobiles part of the working environment. The primary insurance on personal vehicles used for business is the insurance secured by the vehicle owner. An incident report form should be completed for all occurrences, please communicate to both your manager and human resources any incidents.

506 Distracted Driver

40.044 Distracted Driver

Extensive growth in the wireless communications industry has been accompanied by a growing concern that driver inattention and distraction created by the use of mobile telephones and devices (while driving) increases the risk of vehicular accidents. As a result of a growing number of state legislative initiatives aimed to reduce driver mobile phone distraction, MedTech Engenuity Corp. has developed this policy for protocol while operating a vehicle on company time. The use of Mobile Devices while driving a vehicle during company time is prohibited. Any attempt to use a mobile phone while driving is an infraction of company safety policy and in some areas, against the law. The only exception is emergency response reporting and while using a hands free mobile phone device.

- Prior to the use of a mobile device all employees must bring their vehicle to a complete stop

- The vehicle must be parked in a safe location that will not interfere with traffic or cause unsafe conditions for motorists or pedestrians
- The vehicle must remain in park during usage for call or other communication unless using a hands-free device

601 Employee Conduct and Work Rules

40.006 Business Ethics and Conduct

To ensure orderly operations and provide the best possible work environment, we expect you to follow rules of conduct that will protect the interests and safety of all employees and MedTech Enginuity Corp.

Although it is not possible to list all the forms of behavior that are considered unacceptable at work, the following are some examples of conduct that may result in disciplinary action, up to and including termination of employment:

- * Theft or inappropriate removal or possession of property
- * Falsification of timekeeping records
- * Working under the influence of alcohol or illegal drugs
- * Possession, distribution, sale, transfer, or use of alcohol or illegal drugs in the workplace, while on duty, or while operating employer-owned vehicles or equipment
- * Fighting or threatening violence in the workplace
- * Negligence or improper conduct leading to damage of employer-owned or customer-owned property
- * Insubordination or other disrespectful conduct
- * Violation of safety or health rules
- * Sexual or other unlawful or unwelcome harassment
- * Possession of dangerous/unauthorized materials, such as explosives or firearms, in the workplace
- * Excessive absenteeism or any absence without notice
- * Unauthorized absence from work station during the workday
- * Unauthorized disclosure of business "secrets" or confidential information
- * Violation of personnel policies
- * Unsatisfactory performance or conduct

602 Computer and Email Usage

MedTech Enginuity Corp. may give employees access to computers, computer files, the email system, and software to use in doing their work. Employees should not use a password, access a file, or retrieve any stored communication without authorization. To make sure that employees comply with this policy, computer and email usage may be monitored.

We strive to maintain a workplace that is free of harassment and sensitive to the diversity of our employees. Therefore, we prohibit the use of computers and the email system in ways that are disruptive, offensive to others, or harmful to morale.

We prohibit displaying, downloading, or emailing sexually explicit images, messages, and cartoons. Other examples of unacceptable computer usage include (but are not limited to) ethnic slurs, racial comments, off-color jokes, or anything that may be seen by another person as harassment or disrespectful.

You may not use email to solicit others for commercial ventures, religious or political causes, outside organizations, or other non-business matters.

MedTech Enginuity Corp. purchases and licenses the use of various computer software for business purposes and does not own the copyright to this software or its related documentation. Unless the software developer authorizes us, we do not have the right to reproduce the software for use on more than one computer. MedTech Enginuity Corp. prohibits the illegal duplication of software and its related documentation.

You should notify your supervisor, the Information Technology Department or any member of management if you learn about a violation of this policy. Employees who violate this policy are subject to disciplinary action, up to and including termination of employment.

603 Internet Usage

40.036 Internet Usage

MedTech Enginuity Corp. may provide employees with Internet access to help them do their jobs. This policy explains our guidelines for using the Internet responsibly and productively. While Internet usage is intended for job-related activities, we permit incidental and occasional brief personal use within reasonable limits.

All Internet data that is composed, transmitted, or received via our computer systems is considered part of our official records. This means that it is subject to disclosure to law enforcement or other third parties. Therefore, you should always make sure that the business information contained in Internet email messages and other transmissions is accurate, appropriate, ethical, and lawful.

The equipment, services, and technology that you use to access the Internet are always the property of MedTech Enginuity Corp. Therefore, MedTech Enginuity Corp. reserves the right to monitor Internet traffic. We also reserve the right to retrieve and read any data that is composed, sent, or received through our online connections or is stored in our computer systems.

We do not allow data that is composed, transmitted, accessed, or received via the Internet to contain content that could be considered discriminatory, offensive, obscene, threatening, harassing, intimidating, or disruptive to any employee or other person.

Examples of unacceptable content include (but are not limited to) sexual comments or images, racial slurs, gender-specific comments, or other comments or images that could reasonably offend someone on the basis of race, age, sex, religious or political beliefs, national origin, disability, sexual orientation, or any other characteristic protected by law.

MedTech Enginuity Corp. does not allow the unauthorized use, installation, copying, or distribution of copyrighted, trademarked, or patented material on the Internet. As a general rule, if you did not create the material, do not own the rights to it, or have not received authorization for its use, you may not put the material on the Internet. You are also responsible for ensuring that a person sending material over the Internet has the appropriate distribution rights.

Employees whose Internet usage violates laws or MedTech Enginuity Corp. policies are subject to disciplinary action, up to and including termination of employment. Employees may also be held personally liable for any violations of this policy.

The following are examples of some actions and activities that are prohibited and which could result in disciplinary action:

* Sending or posting discriminatory, harassing, or threatening messages or images

- * Using the organization's time and resources for personal gain
- * Stealing, using, or disclosing someone else's code or password without authorization
- * Copying, pirating, or downloading software and electronic files without permission
- * Sending or posting confidential material, trade secrets, or proprietary information outside of the organization
- * Violating copyright law
- * Failing to observe licensing agreements
- * Engaging in unauthorized transactions that may incur a cost to the organization or initiate unwanted Internet services and transmissions
- * Sending or posting messages or material that could damage the organization's image or reputation
- * Participating in the viewing or exchange of pornography or obscene materials
- * Sending or posting messages that defame or slander other individuals
- * Attempting to break into the computer system of another organization or person
- * Refusing to cooperate with a security investigation
- * Jeopardizing the security of the organization's electronic communications systems

604 Social Networking

40.054 Social Networking

MedTEC currently allows access to social networking websites such as Facebook and Twitter. All social networking should follow the same ethical guidelines highlighted under Section 601 - Business Ethics & Conduct, 602 – Computer & Email Usage and 603 - Internet Usage.

The following are specifics pertaining to this policy that all MedTech Engenuity Corp. employees will follow:

- All company policies (e.g., Harassment and discrimination) apply to employee use of web-based communication and social networking media.
- Employees should exercise discretion in deciding whether to include fellow employees as "friends" on social networking sites, as well as the content of any postings. This is particularly true when a decision is made to "friend" a supervisor or manager. Management should avoid initiating friend requests to employees under their supervision.
- All confidentiality and proprietary information agreements are in effect and enforceable.
- Employees do not have authority to speak on behalf of MedTech Engenuity Corp. when blogging or on social networking sites unless authorized.
- Do not reference any individuals or organizations associated with MedTech Engenuity Corp. without express permission to do so. This Includes the Company logo.
- Be respectful of MedTech Engenuity Corp., its employees, customers, vendors and associated organizations.
- Do not conduct Company business on social networking sites.
- MedTech Engenuity Corp. reserves the right to monitor public internet use by employees.

Questions about appropriate activity should be raised with a Manager or the Human Resources department. Failure to comply with Company policy will result in discipline, up to and including the termination of employment.

605 Drug and Alcohol Use

40.035 Drug and Alcohol Use Policy

MedTech Enginuity Corp. wants to provide a drug-free, healthful, and safe workplace. To meet this goal, we expect you to report to work in a mental and physical condition that enables you to perform your job in a satisfactory manner.

During an employee's regular business hours while on or off MedTech Enginuity Corp. premises, you may not use, possess, distribute, sell, or be under the influence of alcohol or illegal drugs. We permit the legal use of prescribed drugs on the job only if they do not impair your ability to perform the essential functions of your job effectively and safely without endangering others.

If an employee exhibits characteristics of an individual under the influence of illegal substances and/or alcohol, MedTech Enginuity Corp. reserves the right to drug test an employee at any time. If you violate this policy, it may lead to disciplinary action, up to and including immediate termination of your employment. Additionally, we may require that you participate in a substance abuse rehabilitation or treatment program. If you violate this policy, there could also be legal consequences.

To help employees understand the important provisions of this policy, we have established a drug-free awareness program. The program provides information on the dangers and effects of substance abuse in the workplace, the resources available, and the consequences of violating this policy.

If you have questions about substance dependency or abuse, we strongly encourage you to use the resources of the Employee Assistance Program. You may also wish to discuss these matters with your supervisor or the Human Resources Department, without fear of reprisal, to receive assistance or referrals to appropriate community resources.

Under the Drug-Free Workplace Act, an employee who performs work for a government contract or grant must notify MedTech Enginuity Corp. of a criminal conviction for drug-related activity occurring in the workplace. The report must be made within five days of the conviction.

606 Attendance and Punctuality

40.033 Attendance and Punctuality Policy

As an employee of MedTech Enginuity Corp., we expect you to be reliable and punctual by reporting for work on time and as scheduled. When you are absent or late, it places a burden on other employees and can impact productivity and service. In the rare instances when you cannot avoid being late or are unable to work as scheduled, be sure to notify your supervisor directly as soon as possible so that appropriate arrangements can be made. **Leaving voicemail messages, text messages, instant messages and/or notifying a coworker is not acceptable to report absence or tardiness.** Because unplanned absences can be disruptive to work, a poor attendance record or excessive lateness may lead to disciplinary action, up to and including termination of employment. There may be individual departmental attendance policies that would take precedence.

607 Sexual and Other Unlawful Harassment

MedTech Engenuity Corp. is committed to providing a work environment that is free from all forms of discrimination and conduct that can be considered harassing, coercive, or disruptive, including sexual harassment. Actions, words, jokes, or comments based on an individual's sex, race, color, national origin, age, religion, disability, sexual orientation, or any other legally protected characteristic will not be tolerated. We provide ongoing sexual harassment training to ensure you the opportunity to work in an environment free of sexual and other unlawful harassment. Sexual harassment is defined as unwanted sexual advances, or visual, verbal, or physical conduct of a sexual nature. This definition includes many forms of offensive behavior and includes gender-based harassment of a person of the same sex as the harasser. The following is a partial list of sexual harassment examples:

- * Unwanted sexual advances.
- * Offering employment benefits in exchange for sexual favors.
- * Making or threatening reprisals after a negative response to sexual advances.
- * Visual conduct that includes leering, making sexual gestures, or displaying of sexually suggestive objects or pictures, cartoons or posters.
- * Verbal conduct that includes making or using derogatory comments, epithets, slurs, or jokes.
- * Verbal sexual advances or propositions.
- * Verbal abuse of a sexual nature, graphic verbal commentaries about an individual's body, sexually degrading words used to describe an individual, or suggestive or obscene letters, notes, or invitations.
- * Physical conduct that includes touching, assaulting, or impeding or blocking movements.

Unwelcome sexual advances (either verbal or physical), requests for sexual favors, and other verbal or physical conduct of a sexual nature constitute sexual harassment when: (1) submission to such conduct is made either explicitly or implicitly a term or condition of employment; (2) submission or rejection of the conduct is used as a basis for making employment decisions; or, (3) the conduct has the purpose or effect of interfering with work performance or creating an intimidating, hostile, or offensive work environment.

If you experience or witness sexual or other unlawful harassment in the workplace, report it to your supervisor immediately. If the supervisor is unavailable or you believe it would be inappropriate to contact that person, you should immediately contact the Human Resources Department or any other member of management. You can raise concerns and make reports without fear of reprisal or retaliation. All allegations of sexual harassment will be investigated quickly and discreetly. To the extent possible, your confidentiality and that of any witnesses and the alleged harasser will be protected against unnecessary disclosure. When the investigation is completed, you will be informed of the outcome of the investigation.

Any supervisor or manager who becomes aware of possible sexual or other unlawful harassment must immediately advise the Human Resources Department or any member of management so it can be investigated in a timely and confidential manner. Any employee engaging in sexual or other unlawful harassment will be subject to disciplinary action, up to and including termination of employment.

608 Personal Appearance

40.038 Personal Appearance

We encourage MedTech Engenuity Corp. employees to reflect an appropriate business image to the community. How you dress, your grooming and personal cleanliness standards all contribute to that image and to the morale of your co-workers. During business hours or whenever representing MedTech Engenuity Corp., you are expected to present a clean, neat, and tasteful appearance. You should always dress and groom yourself according to the requirements of your position and accepted social standards.

Your supervisor or department head is responsible for establishing a reasonable dress code appropriate to the job you perform. If your supervisor feels your personal appearance is inappropriate, you may be asked to leave work until you can return properly dressed or groomed. Be sure to consult your supervisor if you have questions as to what constitutes appropriate appearance. Corporate employees are expected to dress in —business casual, unless they are attending a business meeting (either in our offices or elsewhere) with an outside contact. In that event, they are to wear professional business attire. We may, when necessary, make reasonable accommodation in the personal appearance policy for a person with a disability. Because personal style can be important to people, we do not want to restrict individual tastes unnecessarily. However, to give additional guidance, we expect MedTech Engenuity Corp. employees to follow the personal appearance guidelines below:

- * Shoes must provide safe, secure footing, and offer protection against hazards.
- * Canvas/athletic type shoes are not appropriate professional attire.
- * Tank tops, tube or halter tops, or shorts may not be worn under any circumstances.

609 Return of Property

40.032 Return of Company Property

As part of your job, you may be issued or given temporary possession of MedTech Engenuity Corp. property, materials or written information. You are responsible for the control of MedTech Engenuity Corp. property in your possession and expected to return it promptly when requested or if your employment ends. Remote employees must mail all company property to MedTech Engenuity Corp. on the last day of employment. In situations where you do not return MedTech Engenuity Corp. property, we may take steps to recover the item or its cost by withholding from your regular or final paycheck when allowed by law, or by taking legal action.

610 MEDTECH ENGINUITY CORP. Training

MedTech Engenuity Corp. Training Program

The training team is dedicated to the creation of innovative and effective approaches to developing employees.

Our Mission

To create a universal training environment which promotes employee development, therefore contributing to the overall success of each employee and MedTech Engenuity Corp. The MedTech Engenuity Corp. training program is an online learning management system. Annual compliance training is housed on this training system, as well as, individual department training.

610 Compliance

The Compliance Department ensures that the Company complies with all federal and state laws and regulations relating to health plan management. They maintain the fraud, waste and abuse hotline and are responsible for responding to appeals of health benefit decisions.

Please report all suspected misconduct to the Compliance department or your supervisor. The information is confidential and you do not need to identify yourself.

611 Political Activity

40.059 Political Activity

It is the policy of the MedTech Engenuity Corp. to comply with all federal, state and local laws relating to political contributions; gifts to government officials and candidates; personal political activity by employees; meetings, receptions and other events attended by government officials; and activities intended to influence the decisions of government officials.

612 Drug Testing

MedTech Engenuity Corp. is committed to providing a safe, efficient, and productive work environment for all employees. Using or being under the influence of drugs or alcohol on the job may pose serious safety and health risks. While it is not policy for MedTech Engenuity Corp. to do employee random drug screening, MedTech Engenuity Corp. reserves the right to do so. Refusal to submit to drug testing may result in disciplinary action, up to and including termination of employment.

613 HIPAA Compliance

As employees, you may have access to or observe —protected health information. PHI includes any health or medical information which identifies or can be identified with a particular person. PHI is protected confidential information under both state and federal law. You may not access, observe, or use such PHI unless necessary for your employment related responsibilities. To the extent that you have access to such information, intentionally, by accident, or otherwise, you must keep such information confidential and not further disclose or use such information to any person or entity unless such use or disclosure is necessary to carry out your employment-related responsibilities. If you breach this confidentiality obligation, MedTech Engenuity Corp. may take appropriate corrective action up to and including termination.

614 Progressive Discipline

40.029 Progressive Discipline Policy

This policy describes the process for administering equitable and consistent discipline for employment concern at MedTech Engenuity Corp. We believe that the best disciplinary measure is the one that does not have to be enforced and comes from good leadership and fair supervision at all employment levels. We also believe that it is in the best interests of MedTech Engenuity Corp. to ensure fair treatment of all employees and make certain that disciplinary actions are prompt, uniform, and impartial. The major purpose of any disciplinary action is to correct the problem, prevent recurrence, and prepare the employee for satisfactory performance in the future.

Although your employment is based on mutual consent and both you and MedTech Enginuity Corp. have the right to terminate employment at will, with or without cause or advance notice, MedTech Enginuity Corp. may use progressive discipline at its discretion. Progressive discipline means that, with respect to most disciplinary problems, these steps will normally be followed: a first offense may call for a verbal warning; a next offense may be followed by a written warning; another offense may lead to a suspension; and, still another offense may then lead to termination of employment. There may be circumstances when one or more steps are bypassed.

MedTech Enginuity Corp. recognizes that there are certain types of employee problems that are serious enough to justify either a suspension, or, in extreme situations, termination of employment, without going through the usual progressive discipline steps. While it is impossible to list every type of behavior that may be considered a serious offense, the Employee Conduct and Work Rules policy includes examples of problems that may result in immediate suspension or termination of employment. However, the problems listed are not all necessarily serious offenses, but may be examples of unsatisfactory conduct that will trigger progressive discipline. By using progressive discipline, we hope that most employee problems can be corrected at an early stage, benefiting both employees and MedTech Enginuity Corp.

615 Problem Resolution

40.030 Grievance Policy

It is the policy of MedTech Enginuity Corp. to provide its employees with a fair and efficient process to present and resolve complaints and grievances arising out of the employment relationship. This process is applicable to employees only on an individual basis. MedTech Enginuity Corp. encourages employees to address their supervisors and/ or Human Resources with workplace concerns as they arise.

Any staff member has the right to present any personal grievance regarding employment within 30 days of an occurrence and/or within 30 days of the staff member having reasonable knowledge of the occurrence.

MedTech Enginuity Corp. strives to ensure fair and honest treatment of all employees. We expect supervisors, managers, and employees to treat each other with mutual respect. We encourage employees to offer positive and constructive criticism to each other. If you disagree with established rules of conduct, policies, or practices, you can express your concern through the problem resolution procedure. You will not be penalized, formally or informally, for voicing a complaint with MedTech Enginuity Corp. in a reasonable, business-like manner, or for using the problem resolution procedure. If a situation occurs when you believe that a condition of employment or a decision affecting you is unjust or inequitable, you are encouraged to make use of the following steps. You may discontinue the procedure at any step.

1. You present the problem to your supervisor within 30 calendar days after the incident occurs. If your supervisor is unavailable or you believe it would be inappropriate to contact that person, you may present the problem to the Human Resources Department.
2. The supervisor responds to the problem during discussion or within 7 working days after consulting with Human Resources. The supervisor documents the discussion.

3. You present the problem to the Human Resources Department within 10 working days if the problem is unresolved.
4. The Human Resources Department counsels and advises you, assists in putting the problem in writing, and visits with your managers.
5. If the problem is not resolved, a grievance committee can be formed for final resolution.

Not every problem can be resolved to everyone's total satisfaction, but only through understanding and discussion of mutual problems can employees and management develop confidence in each other. This confidence is important to the operation of an efficient and harmonious work environment, and helps to ensure everyone's job security.

616 Job Abandonment

40.037 Job Abandonment

MedTech Enginuity Corp.'s Job Abandonment policy ensures that employees are terminated consistently in cases where employees fail to report to work and fail to notify management of absenteeism. An employee who fails to report to work and fails to notify his/her supervisor of the reason for absence from work for three (3) consecutive workdays will be considered to have abandoned his/her job. The employee is deemed to have quit voluntarily and will not be eligible for rehire.

Reinstatement:

An appeal may be made in writing to the immediate supervisor and submitted to Human Resources. If Human Resources determines that there were extenuating circumstances for the absence and failure to notify, the employee may be reinstated. MedTech Enginuity Corp. is an at-will employer, therefore reinstatements are not guaranteed.

I therefore certify that I understand and agree to all terms and conditions set forth listed in the MedTech Enginuity Corp. Employee Handbook.

Employee Signature

Date

MedTEC HR Department signature

Date