



Code of Ethical Conduct

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COMMITMENT TO ETHICAL CONDUCT / LEGAL COMPLIANCE

Lakeshore Medical Clinic, Ltd., (hereinafter referred to as "LMC") is wholly dedicated to conducting all business in the most sound, ethical and appropriate manner possible. Like our business partners, LMC resolves to exact this standard of ethical behavior from each individual that comprises LMC's workforce. Such standards of integrity are necessary in order to ensure that LMC's reputation within the community evokes thoughts of the highest standard of service, professionalism, and quality care.

Lakeshore Medical Clinic is committed to conducting its business in an exactingly ethical manner in compliance with all laws and regulations that affect this business and those LMC serves. In support of this position, LMC does hereby promise to commit both time and financial resources to the continued education of all its workforce members on organizational core values as established under LMC's mission and vision statements as well as LMC's desire that all representatives of this organization know how and why to "do the right thing". Such education shall begin at the time of hire and continue throughout the course of each workforce member's tenure at LMC by means of periodic seminars and annual re-trainings.

In addition to training and educational efforts implemented to ensure compliance at all levels of this organization with LMC's strict standards of ethical operations, LMC also requires all active members of the its workforce to sign acknowledgements of receipt of LMC's Code of Ethical Conduct and related confidentiality, HIPAA and other legal compliance requirements. Such acknowledgements shall be completed at time of hire, each instance of re-hire, and after all subsequent seminars and/or re-trainings. Further, all members of LMC's workforce are required to sign a statement at the time of their separation of employment.

MISSION STATEMENT

Lakeshore Medical Clinic is committed to providing the highest quality of comprehensive healthcare to our patients.

VISION STATEMENT

LMC was developed as an independent group of select physicians providing comprehensive medical care to our community. We will follow the highest ethical standards of patient confidentiality and financial management. We will use our strategic alliance with Aurora Health Care to provide cutting edge technology and continued growth in Metro Milwaukee.

CLINIC GOALS

It is LMC's goal to treat all of our patients with the highest possible degree of skill, care, compassion, professionalism, courtesy and kindness (customer service). In that each of us is or has been a patient in a doctor's office, dental practice, hospital or outpatient surgery center and has likely experienced the same anxieties or concerns that our patients feel, LMC holds each of its employees to the highest standards of medical professionalism by requiring from each employee adoption of the attitude that the patient comes first. Failure to respect a patient, provider, co-worker or vendor by showing poor customer service, lack of compassion, insensitivity to the private nature of medical care, breach of confidentiality relating to any personal health information matter or harassment of any kind will not be tolerated.

LMC continuously seeks to be the primary medical practice of choice to patients and payers of the Milwaukee area and is committed to growing this healthcare practice by adding qualified medical practitioners whose personal and professional standards match those of the physicians currently representing LMC. LMC will seek to expand into markets that strategically meet the needs of the Clinic and its patients and strive to maintain autonomy as a clinic, yet recognizing the need for strategic alliances with business partners.

ETHICS & BUSINESS CONDUCT

LMC is known for conducting its business activities with integrity and fairness in accordance with the highest ethical standards. Employees enjoy the benefits of that reputation and are obligated to uphold it in every business activity they perform. LMC defines unethical behavior to include falsifying information, payoffs, misleading employees/peers/physicians/patients/supervisors, bribes, cover-ups, and anything that can be interpreted to mean deceit

Employees who question whether an activity meets LMC's ethical standards or compromises the company's reputation, must discuss it with their supervisor or consult the Human Resources Director.

1) ALLOCATION OF RESOURCES

All LMC employees have an obligation to act as responsible fiduciary agents of the Company itself, as well as its patients and customers. LMC, its officers, directors and employees are committed to utilizing company resources, including personnel, revenue and equipment, prudently and in the best interest of the organization. LMC's officers, directors and employees further agree to conduct themselves in a manner that places the needs of LMC patients and LMC as an organization first.

2) GIFTS AND ENTERTAINMENT

It is LMC's policy not to give or receive any gifts or entertainment where the amount would compromise or appear intended to compromise the recipient's exercise of unbiased judgment on business decisions involving the Company.

No employee shall accept or give gifts, gratuities, entertainment or favors of such value or significance that their receipt might reasonably be expected to interfere with the

exercise of independent and objective judgment in making or participating in LMC business decisions. In addition, any such gift, gratuities, etc. must comply with applicable federal, state, and local laws relating to gifts and entertainment provided to others. *(See also Compliance regulations.)*

3) RELATED PARTY TRANSACTIONS

Employees will not award contracts or otherwise give business to persons related by blood, marriage or previous and/or existing business partnerships from which the LMC employee or a relative currently benefits without the written consent from a senior team member. *(See also Compliance regulations.)*

4) PURCHASING PRACTICES

Employees should act as responsible fiduciary agents in purchasing goods, materials and services on behalf of the Company and its customers. A competitive bidding process must be followed that results in optimizing the value of the funds expended. A minimum of three (3) quotes are required to be presented prior to approval.

5) ACCURATE BOOKS AND REPORTING

No unrecorded funds or assets shall be established or maintained for any reason. No false, artificial or misleading entries in LMC books or records shall be made for any reason. Unlawful payments pursuant to applicable state and federal law are prohibited.

All reporting of information (such as payroll, expense reports, invoice transmittal, inventory summaries and the like) should be accurate, honest and timely and should be a fair representation of the facts. The integrity of LMC's accounting and financial records is based on the validity, accuracy and completeness of records made and kept by employees. Employees involved in authorizing, creating, processing or recording such information will be held responsible for ensuring such integrity.

No transaction shall be effected, and no payment shall be made, with the intention or understanding that the transaction or payment is other than as described in the documentation evidencing the transaction or supporting the payment. If any employee believes that any such fund, asset, entry, transaction or payment might exist, full disclosure must be made a member of the LMC senior team or executive committee.

6) HONESTY

LMC employees are expected to conduct themselves in an honest manner. Dishonest acts in the course of employment include, but are not limited to, stealing, lying, falsifying documents or taking property for private use. Dishonest acts also include preparing or issuing, on behalf of the Company, any false or misleading reports concerning LMC or any of its operations.

7) PERSONAL BEHAVIOR

Although LMC does not wish to interfere in the private lives of its employees, we expect that our employees' conduct both on and off the job should be such as to reinforce confidence in LMC and its employees as representatives of the company. Behavior which reflects poorly on LMC or its image will be addressed under disciplinary procedures described herein.

8) TELEPHONE AND CELL PHONE USE

LMC recognizes the need for employees to place or receive personal telephone or cell phone calls. Employees are expected to keep the frequency of personal telephone and cell phone conversations to a minimum and the duration of each conversation to only a few minutes. Business shall take precedence over all personal telephone and cell phone calls excluding emergencies. Employees may be required to reimburse LMC for the expense of all personal long distance telephone calls. And, department heads are at liberty to require that cell phone ringers be turned off during regular working hours within their respective departments and prohibit texting during work hours without advance permission.

LMC COMPLIANCE PROGRAM

LMC has established a structured program for implementing a Billing and Business Practices Legal Compliance Program for all officers, directors, managers, supervisors and employees at all LMC work sites.

The objectives of LMC's Compliance Program are to exercise due diligence in striving to comply with all legal and regulatory requirements; to detect and prevent illegal conduct by LMC employees and its agents; to facilitate the implementation and maintenance of an effective compliance program designed to reduce or eliminate illegal billing and business practices, including: billing & collection functions, Medicare/Medicaid issues; Federal/State regulations, managed care, private insurance and other legal matters.

A condition of employment with LMC is strict compliance with the Code of Conduct and the requirements of the Compliance Program. Therefore, elements of an employee's evaluation will include: promoting compliance with the Code of Conduct and the requirements of the Compliance Program as well as actual compliance with the Code of Conduct and the Compliance Program.

LMC may regulate the term of any employee who is sanctioned for violating the Code of Conduct or the requirements of the Compliance Program.

Supervisors and managers are responsible for developing and implementing a training program that covers issues relating to billing, business practices and legal compliance. New employees will also be provided compliance training as part of the employee orientation.

Employees are responsible for notifying a supervisor, clinic manager, executive team member or LMC's Compliance Officer, in a timely manner, of any violations or suspected violations of LMC's standards for legal conduct. Appropriate forms must be used to report any suspected violations. These forms may be obtained from Human Resources or the Information Services department. Completed forms should then be faxed to an assigned CONFIDENTIAL FAX line at (414) 764-9279. An original form is attached with this handbook.

Before terminating employment with Lakeshore Medical Clinic, physicians, other LMC providers and members of the executive team will be required to sign a sworn statement attesting to never having witnessed, engaged in or suspected the occurrence of fraudulent activities (during their tenure at LMC) without having reported said incidents in an appropriate and timely fashion as described above. Billing personnel will be also be asked to share any incidents of fraud during an exit interview prior to separating from the company.

Employees will not be subject to reprisal for good faith reporting of actions they believe violate law or established LMC compliance standards. Employees shall, however, be held accountable

for failing to report a suspected violation or willfully and/or knowingly making a fraudulent report regarding an alleged incident of fraud. Such inaction or willful misrepresentation of the facts will result in disciplinary action against the non-reporting or fraudulently reporting employee.

Questions about the compliance program or appropriate action to take in reporting an alleged fraudulent act should be addressed to the Compliance Officer or his designated resource contact via CONFIDENTIAL FAX at (414) 764-9279.

CONFLICTS OF INTEREST

LMC employees have an obligation to conduct business within guidelines that prohibit actual or potential conflicts of interest. This policy establishes only the framework within which LMC wishes the business to operate.

Transactions with outside firms must be conducted within a framework established and controlled by the officers of LMC. Business dealings with outside firms should not result in unusual gains for those firms. An unusual gain refers to bribes, product bonuses, special fringe benefits, unusual price breaks, and other windfalls designed to ultimately benefit either the employer, the employee, or both. Promotional plans that could be interpreted to involve unusual gain require specific approval of the Compliance Officer and President & CEO.

Actual or potential conflicts of interest occur when an employee is in a position to influence LMC business decisions, uses that position and influence for purposes of personal gain for that employee, or to create a windfall that specifically benefits a close friend or relative. For the purposes of this policy, a relative is any person who is related by blood, marriage or adoption or other legal action. (See also, Employment of Relatives under Chapter II. Employment Policies).

No "presumption of guilt" is created by the mere existence of a relationship with outside firms. However, if employees have any influence on transactions involving purchases, contracts, or leases, it is imperative that they disclose such to an LMC senior team member, the Compliance Officer or President & CEO immediately. A conflict of interest is created if an employee or relative has a significant ownership in a firm with which LMC does business. Similarly, any LMC employee or relative of an LMC employee receiving kickbacks, bribes, a substantial gift, or personal favors as a result of an LMC business transaction will be subject to disciplinary action up to, and including, termination as well as possible further action for legal and/or equitable remedies.

VENDOR GIFTS & GRATUITIES

Lakeshore employees are responsible to conduct business actions with honesty, integrity and prudence. Vendors may offer gifts or gratuities in an attempt to influence or obligate employees, but LMC policy prohibits acceptance of any such gift or gratuity.

The purpose of these guidelines is to provide general generalized parameters outside of which a conflict of interest is likely to exist. Employees concerned about a possible conflict of interest should contact the Compliance Officer or a member of the senior team for more specific advice or direction.

CONFIDENTIALITY

The protection of confidential business information and trade secrets is vital to the interests and the success of LMC. Such confidential information includes, but is not limited to, compensation

data, patient lists, patient treatment records, financial information, labor relations strategies, marketing strategies, pending projects and proposals; research and development strategies, and technological data.

Any employee who discloses trade secrets or confidential business information will be subject to disciplinary action, up to and including termination of employment, as well as possible further action for legal or equitable remedies, regardless of whether the employee actually benefits from the disclosed information. LMC assumes an obligation to keep all patient information confidential.

Adherence to this Code of Ethical Conduct is a condition of employment with LMC as well as a condition of doing business with Lakeshore Medical Clinic and shall be incorporated into all business associate and vendor agreements.