

EXHIBIT A

340B Program Services

The 340B Program is characterized by a complex array of requirements, participation qualifications, and ongoing compliance regulations that must be managed properly to provide the intended benefits to Clients. ACI professional services include the management of all the steps necessary to ensure the Clients' 340B Programs are fully functional, operational and in alignment with the 340B requirements including but not limited to:

- Navigating Clients through identifying and establishing appropriate business relationships with contracted partners, Office of Pharmacy Affairs, Pharmacies, and technology vendors.
- Identify and manage process of any special licensing and regulation requirements and compliance.
- Establish process and procedures in regard to Pharmacy and formulary 340B practices.
- Negotiate fees with pharmacy dispensers.
- Determine and document reporting requirements and capabilities.
- Manage computer systems integration.
- Help recruit and train Clients' personnel as required.
- Document all operational details.
- Establish process and procedures for diversion prevention and true up minimization.
- Continuous system evaluation of availability, reliability, functionality and profitability.

EXHIBIT B

Compensation

ACI shall pay to Distributor thirty percent (30%) of the fees for the services performed by ACI, in accordance with the schedule of Client fees as set forth below, unless otherwise mutually agreed to by the Parties. ACI shall pay Distributor in full on a monthly basis on approximately the 30th day of each calendar month based upon payments received from the Clients by ACI prior to such monthly payment dates. ACI shall provide Distributor with sufficient supporting documentation in the form of a statement itemizing the amount paid to ACI, the amount paid to Distributor, the name of the Client, the name of the product or services rendered by ACI, and the name of the Distributor's producing representative.

The schedule of fees for the services performed by ACI shall be:

- For the first twelve (12) months of payments made by a Client to ACI, ten percent (10%) of the monies paid monthly to a Client under the 340B Program.
- After the first twelve (12) months of payments made by a Client to ACI, two and one-half percent (2.5%) of the monies paid monthly to a Client under the 340B Program

A Client will continue these payments to ACI for so long as Client continues to use the 340B Program or any substantially similar program related to Section 340B. Fees shall be computed net of a Client's 340B expense, including but not limited to drug costs, dispensing fees and administrative expenses.