

## **Sepracor Inc. Comprehensive Compliance Program**

Sepracor Inc. (“Sepracor”) has adopted this Comprehensive Compliance Program in accordance with the April 2003 “Compliance Program Guidance for Pharmaceutical Manufacturers” from the United States Department of Health and Human Services Office of Inspector General (“OIG Guidance”) as well as all other applicable federal and state laws and regulations and Sepracor’s own Code of Conduct and Ethics.

- Written Standards

Sepracor has a publicly available Code of Conduct and Ethics setting forth the company’s commitment to compliance by its management, employees and agents. The Code requires that employees, officers and directors should endeavor to deal honestly, ethically and fairly with Sepracor’s suppliers, customers, competitors and employees. The Code is incorporated fully into this Comprehensive Compliance Program and is available at [www.sepracor.com](http://www.sepracor.com).

Sepracor has internal policies in place requiring all employees to comply with the provisions of the “Pharmaceutical Research and Manufactures of America (“PhRMA”) Code on Interactions with Health Care Professionals” dated July 1, 2002, as revised on January 1, 2009, (“PhRMA Code”) as well as the OIG Guidance. In addition, the company issues policies and guidance on a variety of other matters, including conflicts of interests, samples, anti-kickback laws, rebates, price reporting and interaction and external communications with health care professionals. All such policies and guidance require strict adherence to applicable laws and regulations. These policies are updated as needed.

- Medically-Relevant, Patient-Education Items

In accordance with Sepracor’s Code of Conduct & Ethics, relevant policies and guidance, the revised PhRMA Code and subject to any state law prohibition or limitation, Sepracor allows for modest and occasional medically, relevant, patient-education items to be given to healthcare professionals subject to a \$100 limit. Where states like California have required it, Sepracor has implemented a \$1500.00 per health care professional per year limit on meals, promotional materials or other items they might receive from Sepracor. These limits do not include the value of samples; professional services or other permitted items under the OIG Guidance or relevant state or federal law.

- Compliance Oversight Responsibility

The Compliance Department has responsibility for oversight of the Comprehensive Compliance Program. The Senior Vice-President, Chief Compliance and Ethics Officer, maintains open and effective lines of communication with other departments of the company; reports to the President and Chief Executive Officer; and has access to the

Board of Directors. The Chief Compliance and Ethics Officer is also responsible for overseeing implementation of the compliance program, responding promptly to compliance-related issues raised by whatever manner, and taking whatever corrective action may be necessary to resolve or remediate the compliance-related issue or matter.

The company maintains a toll-free hotline that any employee can use to raise a concern, or make a report of suspicious activity, and can do so anonymously if desired. Any such report relating to this Comprehensive Compliance Program may be directed to the Compliance Department in any of the following means:

Compliance Hotline: 1-866-886-1348

Compliance Website: [www.ethicspoint.com](http://www.ethicspoint.com)

- Training

All new Sepracor employees are trained on issues contained in the Comprehensive Compliance Program, including compliance with the Code of Conduct and Ethics, the PhRMA Code and the options for reporting compliance-related concerns. Additional refresher and updated training are given to employees covering not only the PhRMA Code but other issues relevant to Sepracor's industry and workplace.

- Auditing, Monitoring, and Discipline

The Compliance Department coordinates audit activity with the Internal Audit function and oversees the auditing of Sepracor's Comprehensive Compliance Program. Additionally, each operating function within Sepracor also monitors the activities of its employees and agents for compliance. The Compliance Department and other operating functions have the authority and resources available to them to audit matters they deem necessary. Should wrongdoing on the part of an employee be detected and determined, disciplinary action up to, and including, termination of employment may be taken.

- Responding and Reporting

Pursuant to the Code of Conduct and Ethics and Sepracor's policies, employees must promptly report any violation of the Comprehensive Compliance Program or any policies of the company using any of the available company resources, including the toll-free hotline and website. Employees making good-faith reports are protected from retaliation. Employees are permitted to cooperate with law enforcement and are required to refrain from taking any action to interfere with any ongoing investigation.

- Updates

This Comprehensive Compliance Program may be amended, altered or revised from time-to-time as needed and without prior notice.