



COMPREHENSIVE SALES & MARKETING COMPLIANCE PROGRAM

I. INTRODUCTION

MiddleBrook Pharmaceuticals, Inc. (“MiddleBrook” or the “Company”) is a pharmaceutical company focused on developing and commercializing anti-infective products that fulfill unmet medical needs. MiddleBrook conducts its activities in accordance with all applicable laws and regulations and is committed to establishing a corporate culture of legal and ethical compliance.

MiddleBrook has established and maintains a comprehensive Sales & Marketing Corporate Compliance Program (“Compliance Program”) that has been developed in accordance with the United States Department of Health and Human Services, Office of Inspector General “Compliance Program Guidance for Pharmaceutical Manufacturers” (“OIG Guidance”) published in April 2003.

As recommended in the OIG Guidance, MiddleBrook’s Compliance Program has been designed to fit the specific compliance needs of the Company with respect to the Company’s sales and marketing activities. MiddleBrook will continue to regularly review the effectiveness of its Compliance Program and refine it to meet the Company’s on-going compliance needs, as well as any changes in applicable federal or state laws.

II. OVERVIEW OF COMPREHENSIVE COMPLIANCE PROGRAM

A. Compliance Officer and Compliance Committee

MiddleBrook has designated a Compliance Officer who is charged with the responsibility of developing, maintaining, operating, and monitoring MiddleBrook’s Compliance Program. The Compliance Officer has the authority to effectuate change and exercise independent judgment within the Company. Additionally, the Compliance Officer has the authority to report directly to the President & CEO and/or Board of Directors.

MiddleBrook has also established a Sales & Marketing Corporate Compliance Committee (the “Compliance Committee”) comprised of senior management personnel from a variety of business units. The Compliance Committee advises

and assists the Compliance Officer in the creation, updating, and implementation of the Compliance Program.

B. Written Policies and Procedures

As part of its Compliance Program, MiddleBrook has established a Sales and Marketing Code of Conduct consistent with the OIG Guidance, which provides instruction on the principles to which all MiddleBrook directors, officers, employees, independent contractors, and agents must adhere. In addition, MiddleBrook has adopted policies, procedures, and guidelines consistent with the Pharmaceutical Research and Manufacturers of America “Code on Interactions with Healthcare Professionals” (the “PhRMA Code”) effective January 2009, for all personnel who interact with applicable medical or health professionals. These policies reflect MiddleBrook’s commitment to compliance with federal and state law. MiddleBrook reviews its policies and procedures on a routine basis and revises them as necessary to meet the changing requirements imposed by law.

C. Effective Training and Education

Training and education are critical components of MiddleBrook’s Compliance Program. MiddleBrook’s compliance education program reinforces the Company’s commitment to the Compliance Program. MiddleBrook requires regular compliance training for all applicable directors, officers, employees, independent contractors, and agents on MiddleBrook policies and procedures. MiddleBrook regularly reviews and updates its training program to ensure the program reflects the most current and meaningful education on Company policies and procedures and complies with federal and state laws.

D. Effective Lines of Communication

MiddleBrook maintains an open-door policy to encourage open dialogue about compliance questions and concerns. MiddleBrook personnel may discuss issues, concerns, problems, and suggestions with their immediate supervisor or with the Compliance Officer. In addition, MiddleBrook personnel may also report questions and concerns anonymously via the MiddleBrook Compliance and Ethics Hotline, which is available 24 hours a day, 7 days a week, 365 days per year. Individuals may make good faith reports of known or suspected violations without fear of reprisal. Retaliation against any individual who makes a good faith report of a known or suspected violation is strictly prohibited under Company policy.

E. Monitoring and Auditing

Internal monitoring and auditing techniques are vital parts of MiddleBrook’s Compliance Program. Effective monitoring can provide MiddleBrook with the ability to detect and prevent deviations that can potentially affect MiddleBrook’s compliance goals. Accordingly, MiddleBrook routinely monitors its policies and procedures to evaluate whether they adequately address risk areas and personnel compliance with Company policies and procedures and federal and state law.

Additionally, MiddleBrook personnel, at all levels, are responsible for reporting potential compliance issues of which they become aware.

F. Disciplinary Guidelines

MiddleBrook's Compliance Program supports prompt response and appropriate corrective action for any detected compliance violations. It is expected that any compliance concerns received by the Compliance Officer or MiddleBrook management will be reviewed carefully, investigated in a timely manner, and result in appropriate corrective action and preventive measures to ensure the integrity of the Compliance Program. In addition, when appropriate, a compliance report may be provided to the relevant authorities.

Personnel who violate MiddleBrook policies and procedures, applicable state and federal laws, or both, may be subject to disciplinary action, up to and including termination, as determined on a case-by-case basis.

III. STATEMENT OF ANNUAL AGGREGATED LIMIT

In accordance with the requirements of California Health & Safety Code § 119402, MiddleBrook has set a specific annual dollar limit on "gifts, promotional items or activities" that may be provided to medical or health professionals within California. MiddleBrook has determined that the annual aggregate limit on covered promotional expenditures is \$2,000.00 per covered medical or health professional per year.

This figure represents an upper limit, not a spending goal. Not included in the internal spending limit are any items that are exempt as provided by California law. In setting this limit, MiddleBrook has taken into account the size of the Company and the size of MiddleBrook's product portfolio. As the size of the Company and product portfolio changes, MiddleBrook may revise its annual aggregate limit.

IV. DECLARATION OF COMPLIANCE

Based on MiddleBrook's good faith understanding of the California requirements, as of the date of this declaration, MiddleBrook declares that to its knowledge, information, and belief it is in compliance with its Compliance Program and the California Health & Safety Code §§ 119400-119402.

MiddleBrook also declares that the structure of its Compliance Program and the guidelines enunciated in MiddleBrook's policies regarding applicable interactions with medical or health professionals, incorporate the principles articulated in the OIG Guidance and the updated PhRMA Code effective January 2009, as applicable.

MiddleBrook has developed and implemented elements of its Compliance Program to address certain unique issues raised by the California law and will continue to refine these compliance elements as necessary. As appropriate and in accordance with the law, MiddleBrook will amend and update its policies, guidelines, and procedures and this statement to assure compliance.

A copy of MiddleBrook's Compliance Program and written declaration of compliance can be requested by calling toll free at 1-877-363-8080.

Effective Date: June 15, 2010