

QLIANCE MEDICAL MANAGEMENT CLOSES \$6 MILLION SERIES B ROUND TO PREPARE FOR NATIONAL ROLL OUT OF INSURANCE-FREE HEALTH CARE MODEL

Bezos Expeditions, MSD Capital, L.P. Join Growing Roster of Investors

SEATTLE (April 28, 2010) – Qliance Medical Management Inc., which operates insurance-free, flat-fee direct primary care medical home clinics in Washington State, today announced it has closed a \$6 million Series B funding round led by Bezos Expeditions, the personal investment company of Jeff Bezos with participation from MSD Capital, L.P., the private investment firm of Michael Dell. Other participants include Drew Carey, actor and co-owner of the Seattle Sounders soccer team, and existing venture fund investors Second Avenue Partners, New Atlantic Ventures and Clear Fir Partners.

This new round brings Qliance's total capital raised to \$13.5 million, which includes initial seed investment from Qliance co-founders and other private investors, including Rich Barton, founder of Expedia and co-founder and CEO of Zillow. The company will use the proceeds to add new clinics within the state of Washington, prepare for its national expansion and further develop its technology platform. Qliance currently runs three clinics in Washington, operated by Qliance Medical Group of Washington PC: one in downtown Seattle and the others in nearby suburbs of Kent and Mercer Island. Qliance expects to expand outside the state as early as next year.

Qliance provides patients and businesses an attractive lower-cost alternative to traditional insurance plans that can save individuals and employers up to 50 percent from prior plans. Qliance does not take any form of health insurance. Instead, its patients pay a low monthly membership fee, ranging between \$44 and \$84, depending on age, for its core service level providing unrestricted primary and preventive care, which accounts for roughly 90 percent of the medical issues for which people see a doctor. Services include checkups, vaccinations, pneumonia, minor fractures, routine women's health exams, and ongoing care for chronic illnesses such as diabetes, hypertension or obesity. Qliance providers also coordinate any necessary outside specialist or hospital care for their patients, serving as their "medical home."

"It's not often you come across a business model that is truly transformational and disruptive in a sector ripe for reform, but that's how we view Qliance in health care," said Melinda Lewison of Bezos Expeditions. "We see significant long-term opportunity in Qliance as it's easily scalable to other communities and health care reform has added wind to its back with the ability to compete in the insurance exchanges."

Under the new health care legislation, H.R. 3590, the Patient Protection and Affordable Care Act, signed by President Obama, states will begin operating insurance exchanges in 2014 through which individuals and small businesses will be able to buy health care. A relatively unknown provision in this new law provides for direct primary care medical homes, modeled after Qliance, to compete in these exchanges when combined with a new type of "wrap-around" insurance to cover unpredictable catastrophic and emergency care, such as cancer or serious trauma. Qliance is already in discussions with insurers to develop such custom "wrap-around" plans.

“We’re delighted such world class business leaders and founders of transformational companies recognize the potential in Qliance for transforming health care,” said Dr. Garrison Bliss, co-founder and chief medical officer of Qliance Medical Management and a 30-year internal medicine physician who left insurance behind in 1997 and pioneered the direct primary care model. “When you remove insurance from routine primary health care, the way medicine used to be practiced, great things happen: more people can access affordable care and doctors can do what we were trained to do – practice medicine and keep people healthy.”

By providing unrestricted access to high quality primary care at lower costs, Qliance also reduces unnecessary downstream costs that burden today’s health care system when people are not treated early enough and their minor issues turn into bigger, more expensive issues. This typically happens either because patients cannot get timely appointments in overburdened primary care offices or they avoid the doctor to save money on co-pays and deductibles. When these financial and access barriers are removed, as they are with Qliance, people are motivated to see a doctor at the first sign of symptoms.

“Qliance is a game changer that transforms the access and quality experience of patients while also fundamentally improving the economics of health care,” said Nick Hanauer, partner at Second Avenue Partners, who co-founded aQuantive. “Participating local employers have already reversed double-digit premium increases and cut health care costs by up to half. As these practices expand to more regions, businesses of all sizes will have a more attractive and affordable health care option to help their employees stay healthy.”

In 2007, the Washington State legislature recognized direct primary care as an innovative health care delivery model not to be regulated as insurance, paving the way for these types of practices and providing all residents access to affordable, quality health care. In 2009, the legislature went further and passed a law to allow employers and self-insured plans to pay direct primary care providers on behalf of their employees and members. Since then, Qliance has enrolled more than 70 employers that pay the Qliance membership fees on behalf of their employees.

For more information about Qliance, visit www.Qliance.com.

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About Qliance Medical Management

Qliance Medical Management was founded in 2006 and provides operating and management services to Qliance Medical Group of Washington PC, which operates clinics under the Qliance® brand. Qliance offers people of all ages and incomes unrestricted access to all types of primary, preventive and chronic illness care for one monthly membership fee, ranging between \$44 and \$84, depending on age, for its core service level. Qliance does not exclude anyone for pre-existing conditions and offers 30- to 60-minute same- and next-day appointments, 7-days per week. Through Qliance, patients and employers are getting exceptional care and saving between 20 and 50 percent on comprehensive health care costs when bundled with a lower-premium insurance plan. Qliance was co-founded by Dr. Garrison Bliss, Norm Wu and Chapin Henry from the model pioneered by Dr. Bliss in 1997. The company has raised \$13.5 million and is backed by Second Avenue Partners, Clear Fir Partners LP, New Atlantic Ventures, Bezos Expeditions, MSD Capital and private investors that include actor Drew Carey and Rich Barton. For more information, visit www.Qliance.com.

About Bezos Expeditions

Bezos Expeditions is the personal investment company of Jeff Bezos.

About MSD Capital, L.P.

Founded in 1998, MSD Capital is the private investment firm for Michael Dell and his family. The firm currently manages in excess of \$10 billion in assets utilizing a multi-disciplinary investment strategy encompassing traditional private equity activities, real estate and investments in publicly-traded securities, in each case with the objective of building an investment portfolio focused on maximizing long-term capital appreciation. MSD Capital's team of over 80 people operates from the firm's offices in New York, Santa Monica and London. Additional information is available at www.msdcapital.com.