



**Catalyst Health Solutions, Inc.****CHSI NASDAQ****Managed Health Care**

Market Capitalization USD:

\$2,877.17 mm**CONCERN LEVEL: LOW**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration. 
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: David T. Blair**Age: 42****CEO Since: 1999**

	2009	2010	2011
Base Salary	\$489,288	\$760,385	\$795,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$775,000	\$1,275,000	\$1,200,000
Benefits and Perquisites	\$15,834	\$17,809	\$11,569
TOTAL ANNUAL COMPENSATION	\$1,280,122	\$2,053,194	\$2,006,569
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$963,450	\$2,301,000	\$7,405,988
TOTAL COMPENSATION	\$2,243,572	\$4,354,194	\$9,412,557
Median of Other Named Executive Officers Total Compensation	\$1,085,723	\$969,125	\$1,764,882
Value Realized on Exercise of Stock Option	\$3,691,953	\$7,137,509	\$9,841,847
Value Realized on Vesting of Stock	\$828,500	\$1,945,613	\$3,002,500
TOTAL REALIZED EQUITY COMPENSATION	\$4,520,453	\$9,083,122	\$12,844,347

Proxy Date: 26 Apr 2012

Annual Meeting Date: 4 Jun 2012

Equity Reserves: 5.43%

Stock Option Run Rate: 0.00%

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Performance Comparison

■ S&P500 ■ Industry ■ CHSI



Peer Comparisons (TRBC) = Healthcare

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CHSI	Catalyst Health Solutions, Inc.	\$2,243,572	\$4,354,194	\$9,412,557	\$2,877,171,350
MYL	Mylan Inc.	\$16,481,387	\$22,935,936	\$21,337,770	\$7,242,204,343
OCR	Omnicare, Inc.	\$25,234,045	\$32,833,583	\$10,678,213	\$2,948,465,659
OMI	Owens & Minor, Inc.	\$4,043,065	\$3,952,465	\$4,140,916	\$1,815,904,679
MYGN	Myriad Genetics, Inc.	\$4,061,076	\$5,298,555		\$1,594,502,382
HGSI	Human Genome Sciences, Inc.	\$1,911,601	\$9,855,323	\$7,056,323	\$2,401,935,891
LIFE	Life Technologies Corporation	\$4,508,854	\$11,498,009	\$10,897,630	\$6,935,123,147

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps.

Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Amedisys, Amerigroup, Centene, HealthSpring, Healthways, Lincare Holdings, Magellan Health Services, Omnicare, Owens & Minor, Psychiatric Solutions, WellCare Health Plans.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Dale B. Wolf	Chairman	57	Male	9	Outside
Daniel J. Houston	Member	50	Male	7	Outside Related
Kenneth A. Samet	Member	54	Male	6	Outside
Michael R. McDonnell	Member	48	Male	7	Outside
Steven B. Epstein	Member	68	Male	9	Outside

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