

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(a)**

(Amendment No. 1)

ProPhase Labs, Inc.

(Name of Issuer)

Common Stock, \$0.0005 Par Value
(Title of Class of Securities)

74345W108
(Cusip Number)

Matrixx Initiatives, Inc.
1 Grand Commons, Suite 130
Bridgewater, New Jersey 08807
Attn: Marylou Arnett

with a copy to:

Kirkland & Ellis LLP
300 North LaSalle Street
Chicago, IL 60654
Attn: James S. Rowe
Michael H. Weed, P.C.

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 9, 2012
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSON: Matrixx Initiatives, Inc.	
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 1,453,427 (1)
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 1,453,427 (1)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 9.80% (1)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): CO	

- (1) Beneficial ownership of the Common Stock of the Issuer is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such Common Stock as a result of the relationships described under Item 2 and Item 3 and the matters described in Item 3, Item 4 and Item 5 of this Schedule 13D. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any shares of Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed. The above calculations are based on 14,836,340 shares of Common Stock outstanding as of August 13, 2012.

1	NAME OF REPORTING PERSON: Wonder Holdings Acquisition Corp.	
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 1,453,427 (1)
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12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 9.80% (1)	
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1	NAME OF REPORTING PERSON: H.I.G. Bayside Debt & LBO Fund II, L.P.	
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 1,453,427 (1)
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 9.80% (1)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): PN	

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1	NAME OF REPORTING PERSON: H.I.G. Bayside Advisors II, LLC	
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
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1	NAME OF REPORTING PERSON: H.I.G.-GPII, Inc.	
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
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1	NAME OF REPORTING PERSON: Sami W. Mnaymneh	
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 1,453,427 (1)
	9	SOLE DISPOSITIVE POWER -0-
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1	NAME OF REPORTING PERSON: Anthony A. Tamer	
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
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EXPLANATORY NOTE

The Statement on Schedule 13D originally filed with the Securities and Exchange Commission on September 14, 2012 (the "Statement") by the persons named therein is hereby amended and supplemented by this Amendment No. 1 to Schedule 13D (this "Amendment"). This Amendment relates to the common stock, \$0.0005 par value per share ("Shares"), of ProPhase Labs, Inc., a Nevada corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined have the meanings assigned to such terms in the Statement. Except as otherwise provided herein, each Item of the Statement remains unchanged.

Item 4 Purpose of Transaction

Item 4 of the Statement is hereby amended by adding the following immediately following the last paragraph thereof:

On September 17, 2012, the Issuer rejected Purchaser's proposal to acquire all of the outstanding Shares of the Issuer at a purchase price of \$1.40 per share, in cash. On October 9, 2012, Purchaser sent a letter to the Issuer (the "October 9 letter") increasing its offer to \$1.60 per share in cash, which represents a 14.3% increase from Purchaser's prior offer, a premium of 51.7% over the 30-day average closing price of the Issuer's stock and a 53.7% premium to the Issuer's average closing price over the 12 months preceding September 6, 2012, the day Purchaser and Seller entered into the Option Agreement. The October 9 Letter is set forth as Exhibit 99.6 hereto, and is incorporated by reference herein.

Purchaser believes this revised all-cash offer, which is not contingent on financing, is highly attractive to the Issuer's shareholders, as it provides them with compelling, upfront and certain value relative to a difficult, uncertain and highly speculative multi-year turnaround program the Issuer has recently outlined. Purchaser believes that the Issuer faces significant challenges by remaining a standalone entity. These challenges include, among others:

- Lack of scale to effectively compete in a highly competitive market;
- Unsustainable financial model; and
- Continued and substantial losses.

Purchaser hopes that the Issuer will act in the best interests of its shareholders by engaging in discussions with Purchaser, or by at least removing all obstacles so that the Issuer's shareholders can make their own determinations regarding the adequacy of Purchaser's offer. To that end, in addition to the October 9 Letter, Purchaser issued two press releases (the "October 9 Press Releases") and a presentation (the "October 9 Presentation") detailing the Issuer's tenuous standalone prospects relative to the Issuer's compelling and certain offer. Copies of the October 9 Press Releases and October 9 Presentation are set forth as Exhibits 99.7, 99.8 and 99.9, respectively, hereto, each of which is incorporated by reference herein.

Item 5 Material to be Filed as Exhibits.

Item 5 of the Statement is hereby amended by adding the following Exhibits:

Exhibit 99.6	Letter, dated, October 9, 2012, from Matrixx Initiatives, Inc. to ProPhase Labs, Inc.
Exhibit 99.7	Presentation, dated October 9, 2012.
Exhibit 99.8	Letter Press Release, dated October 9, 2012.
Exhibit 99.9	Presentation Press Release, dated October 9, 2012.
Exhibit 99.10	Schedule 13D Joint Filing Agreement, dated as of October 9, 2012, by and among each of the Reporting Persons.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: October 9, 2012

MATRIX INITIATIVES, INC.

By: /s/ Richard H. Siegel

Name: Richard H. Siegel

Title: Attorney-in-Fact

WONDER HOLDINGS ACQUISITION CORP.

By: /s/ Richard H. Siegel

Name: Richard H. Siegel

Title: Attorney-in-Fact

H.I.G. BAYSIDE DEBT & LBO FUND II, L.P.

By: H.I.G. Bayside Advisors II, LLC

Its: General Partner

By: H.I.G.-GPII, Inc.

Its: Manager

By: /s/ Richard H. Siegel

Name: Richard H. Siegel

Its: Vice President and General Counsel

H.I.G. BAYSIDE ADVISORS II, LLC

By: H.I.G.-GPII, Inc.

Its: Manager

By: /s/ Richard H. Siegel

Name: Richard H. Siegel

Its: Vice President and General Counsel

H.I.G.-GPII, INC.

By: /s/ Richard H. Siegel

Name: Richard H. Siegel

Its: Vice President and General Counsel

SAMI W. MNAYMNEH

By: /s/ Richard H. Siegel

Name: Richard H. Siegel

Its: Attorney-in-Fact

ANTHONY A. TAMER

By: /s/ Richard H. Siegel

Name: Richard H. Siegel

Its: Attorney-in-Fact



October 9, 2012

Ted Karkus
Chairman and Chief Executive Officer
ProPhase Labs, Inc.
621 N. Shady Retreat Road
Doylestown, PA 18901

Dear Mr. Karkus:

As you know, we have been trying since our original letter to you dated May 29, 2012, to engage in a discussion of a potential acquisition of 100% of the outstanding shares of ProPhase Labs, Inc. (the "Company"). Having received a letter from you on June 29, 2012 dismissing our offer, we sent you a subsequent letter on September 14, 2012, reaffirming our interest in the Company, which you again rejected in a press release on September 17, 2012 and subsequent letter on September 20, 2012.

Though we are disappointed by your responses and refusal to discuss this opportunity, after careful consideration, we are submitting a revised all-cash offer for the Company. Our revised offer of \$1.60 per share in cash represents a 14.3% increase from our prior offer, a premium of 51.7% over the 30-day average closing price of the Company's stock and a 53.7% premium to the Company's average closing price over the 12 months preceding September 6, 2012, the day ProPhase's founder and former Chairman, Guy J. Quigley, filed a Schedule 13D announcing our purchase of the three-year option to acquire 1.45 million shares of ProPhase common stock.

We believe this revised all-cash offer, which is not contingent on financing, is highly attractive to the Company's shareholders, as it provides them with compelling upfront and certain value relative to a difficult, uncertain and highly speculative multi-year turnaround program you have recently outlined. In fact, we believe that ProPhase faces significant challenges by remaining a standalone entity. These challenges include, among others:

- Lack of scale to effectively compete in our highly competitive market (ProPhase's nearest competitors generate 3.5x more in annual revenue);
- Unsustainable financial model (greater than 80% of ProPhase's net sales are spent on operating expenses);
- Continued and substantial losses (cumulative losses from operations of \$12.9 million since 2009 and stock price decline of 73.6% since June 2009, when current management assumed it role); and
- Limited liquidity (ProPhase has received multiple Non-Compliance notices from NASDAQ and the lack of analyst coverage limits any ongoing interest from the investor community).

1 Grande Commons
440 Route 22 East, Suite 130
Bridgewater, NJ 08807
800-961-4889

In response to this attractive offer, we again request that you enter into discussions with us with the intent of entering into a negotiated transaction. As we have previously indicated, our assessment has been limited to the publicly available information. If you can demonstrate that there is greater value than is apparent from publicly available information, we would be prepared to consider increasing our offer price. We are also prepared to sign a confidentiality agreement with standstill provisions. We have assembled a team of our senior management and external advisors – Kirkland & Ellis LLP and Sawaya Segalas & Co., LLC – and anticipate we would need only 30 days to conduct expedited due diligence of the Company and finalize terms of a possible transaction.

Given the substantial premium contained in our offer and the potential to create further value depending on our diligence findings, we believe that it is undeniably in your shareholders' best interests and required by your fiduciary duties that you meet with us to discuss and analyze this compelling opportunity.

Furthermore, as we explained in our prior communication, we continue to believe that a combination of ProPhase and Matrixx presents an exciting opportunity for our respective employees, business partners and other constituencies while delivering significant value to your Company's shareholders.

We sincerely hope that you will either commence discussions with us or remove all obstacles so that your shareholders can make their own determinations about the adequacy of our offer. To that end, in addition to this letter, we will be releasing publicly a presentation detailing our perspective as to the Company's tenuous standalone prospects relative to our compelling and certain offer.

This letter and our revised proposal constitute a preliminary, non-binding indication of interest to acquire all of the outstanding shares of the Company and are not intended to create any legally binding obligations. We look forward to the opportunity of working with you to move this transaction forward.

I sincerely hope you will agree that your shareholders' interests will be best served by meeting with us to discuss our proposal. Please feel free to contact me at (908) 344-3488 if you wish to discuss this letter in further detail.

Sincerely,

/s/ Marylou Arnett

Marylou Arnett
Chief Executive Officer
Matrixx Initiatives, Inc.

1 Grande Commons
440 Route 22 East, Suite 130
Bridgewater, NJ 08807
800-961-4889

OCTOBER 2012

MATRIX

Matrixx's Proposed All-Cash Acquisition of ProPhase Labs

Disclaimer

This presentation and Matrixx's proposal constitute a preliminary, non-binding indication of interest to acquire all of the outstanding shares of ProPhase Labs, Inc., and are not intended to create any legally binding obligations.

Matrixx's All-Cash Proposal Offers ProPhase Shareholders Compelling Value and Certainty

Background	<ul style="list-style-type: none"> ■ On May 29, 2012 Matrixx approached ProPhase via a formal letter of interest to acquire the Company for \$1.40 per share in cash ■ On June 6, 2012 ProPhase formally rejected the offer ■ On September 14, 2012 Matrix sent additional letters reaffirming its strong and continued interest in acquiring ProPhase at the same offer price ■ On October 9, 2012 Matrixx raised the offer to \$1.60 per share; representing an increase of 14.3% from its original offer
Consideration	<ul style="list-style-type: none"> ■ All-cash offer of \$1.60 per share ■ Matrixx is willing to increase further the offer price if ProPhase management is able to demonstrate greater value than is apparent in publicly available information
Premium & Valuation	<ul style="list-style-type: none"> ■ A 50.9% premium over ProPhase's unaffected closing share price on September 6, 2012, and a 53.7% premium over the 52-week average ■ Offer price represents the highest price ProPhase shares have reached since June 29, 2010⁽¹⁾
Financing	<ul style="list-style-type: none"> ■ The offer is not contingent on third-party financing ■ Matrixx is owned by funds managed by H.I.G. Capital – one of the largest middle-market focused private equity firms with an AUM of \$8.5 billion
Timing	<ul style="list-style-type: none"> ■ Matrixx would only require 30 days to conduct expedited due diligence and finalize terms ■ Matrixx is prepared to sign a Confidentiality Agreement with standstill provisions preventing any further public actions so long as ProPhase agrees in good faith to provide requested information in a timely manner



(1) Based on 30-day volume weighted average price at market close

Matrixx Would Bring Value-Added Strengths to ProPhase



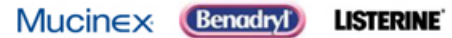
- **Matrixx owns the Zicam® brand and has been a leader in the cold-shortening space since its introduction in 1999**

- Ranked #17 in the \$6.0+ billion cough and cold category with over \$90 million in retail sales⁽¹⁾



- **Current management has tenured OTC and Cough/Cold experience**

- CEO, Marylou Arnett, has lead the company since February 2012 and has over 20 years of experience in the marketing and management of healthcare products
- Prior experience with Mucinex (drove sales from \$60MM to \$450MM in 3.5 years), Benadryl, Listerine, Zantac and Lubriderm



- **Owned by H.I.G. Capital since February 2011**

- Offers strategic guidance and ability to commit additional capital
- Successful M&A track record



(1) IRI Multi-Outlet retail dollar sales for the latest 52 weeks ending 9/9/12

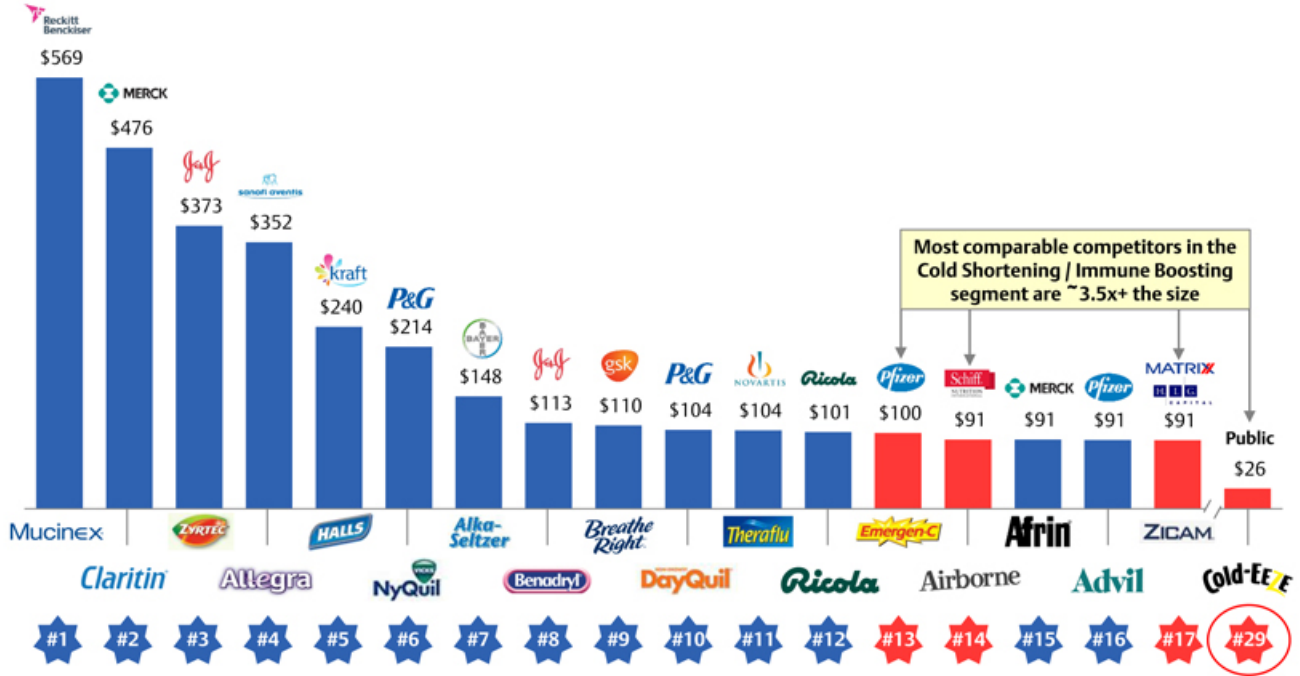
ProPhase Faces a Number of Challenges on a Standalone Basis

	Standalone Challenges	Considerations
Vulnerable Market Position	1 × Lack of Scale	■ #29 sub-scale brand in highly competitive cough/cold category
	2 × Heightened Competitive Environment	■ Most comparable competitor, Zicam®, is ~3.5x the size of Cold-EEZE® based on retail dollar sales
Unsustainable Financial Model	3 × Unsustainable Investment Required	■ >80% of Net Sales spent on Operating Expenses
	4 × Continued and Substantial Losses	■ (\$12.9) million cumulative loss from operations since the beginning of 2009
Tenuous Shareholder Position	5 × Limited Liquidity	■ Notice from NASDAQ of potential delisting
	6 × No Analyst Coverage	■ Invisible to analyst community



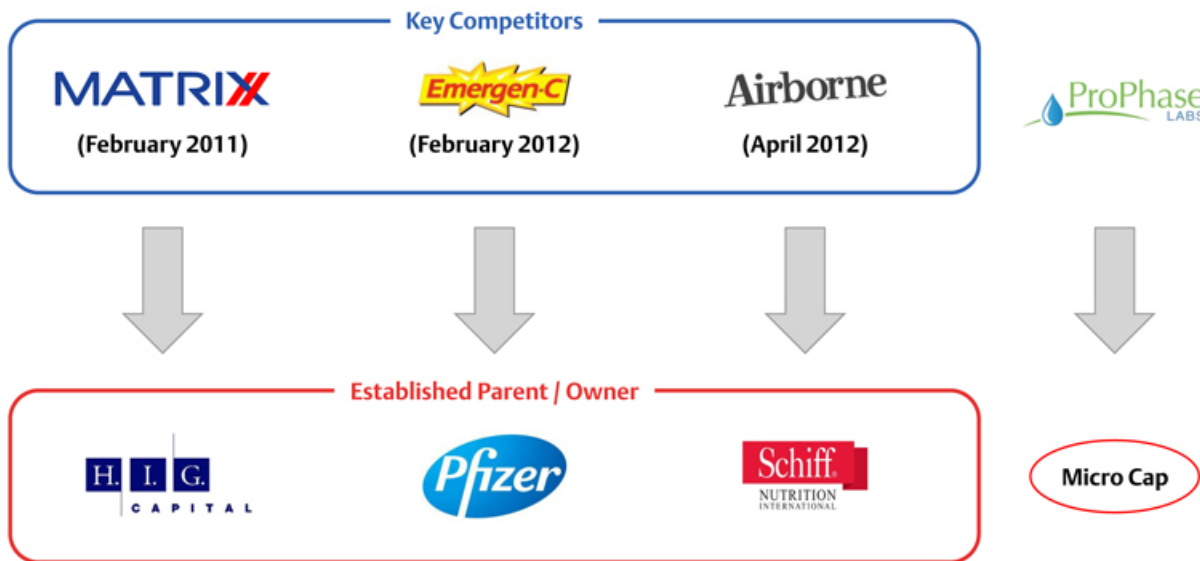
Cold-EEZE® is a Sub-Scale Brand in the Highly Competitive Cough / Cold Category

Cough / Cold Brand Ranking (Retail Dollar Sales)



Dollars in millions
Source: IRI Multi-Outlet retail dollar sales for the latest 52 weeks ending 9/9/12

Closest Competitors Have Been Recently Acquired and Are Now Backed by Owners With Substantial Resources



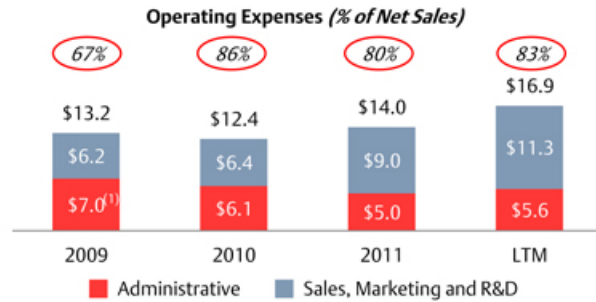
ProPhase has a 'Broken' Financial Model on a Standalone Basis...

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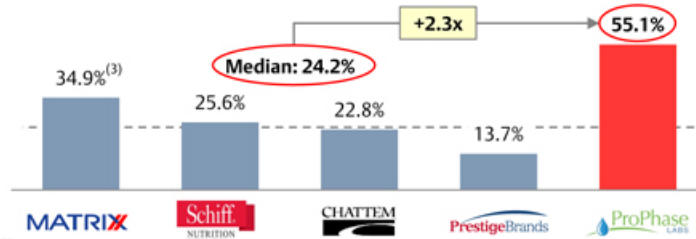
Revenue is Only Now Recovering to 2009 Level...



...While Expenses Have Remained Extremely High



ProPhase is Spending at an Unsustainable Level on Sales, Marketing and R&D⁽²⁾



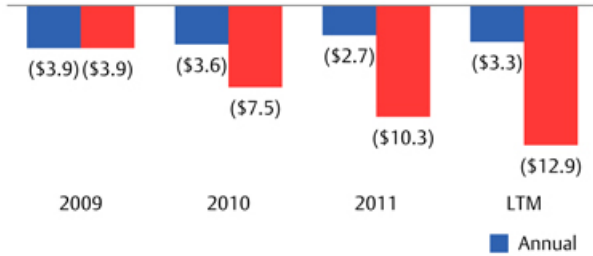
Gains in Net Sales are Being Offset By High Level of Spending on Sales, Marketing & R&D

Dollars in millions
 Source: Company filings and Capital IQ; figures for Matrixx and Chatterm are prior to being acquired
 Note: Last twelve months ("LTM") as of 6/30/12
 (1) Excludes \$2.3 million of stock promotion costs related to the Board of Directors proxy contest in Fiscal 2009
 (2) Based on LTM figures as of latest publicly available data
 (3) Represents FY2009 (prior to product recalls)

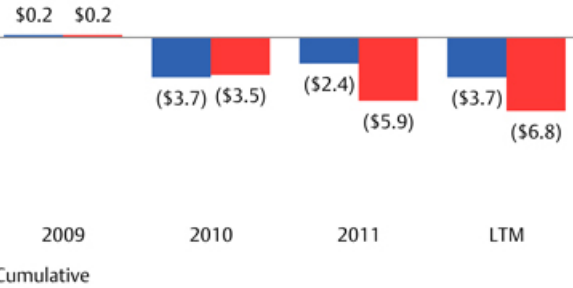


...Resulting in Significant Losses and Depleting Its Financial Resources

Loss From Operations



Cash Flow From Operations⁽¹⁾



Cash and Equivalents on Hand



Dollars in millions
 Source: Company filings and Capital IQ
 Note: Last twelve months ("LTM") as of 6/30/12
 (1) Defined as cash from operations less capital expenditures

Shareholders Face Further Risk Associated with Potential Delisting

5

Potential Delisting

August 17, 2012 – ProPhase Labs Receives Noncompliance Notice from NASDAQ

- The Company is no longer in compliance with the minimum shareholders' equity requirement for continued listing on the NASDAQ Global Market
- 45 calendar days to submit a plan to regain compliance

July 5, 2011 – Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

- For 30 consecutive trading days the bid price of the Company's common stock closed below the \$1.00 per share minimum required for listing

March 3, 2010 – Listing Qualifications Department of NASDAQ Notifies the Quigley Corporation of Noncompliance

- Outside legal counsel for the Company learned that on January 5, 2010, the spouse of Mr. John DeShazo, who is a member of the Company's audit committee, had accepted a payment of \$15,000 from the Company for consulting services to be rendered in February 2010
- Mr. DeShazo subsequently resigned from the audit committee effective as of the close of business on March 2, 2010

ProPhase Acknowledged Risk Associated with Delisting

“Our Common Stock may be delisted from The NASDAQ Global Market, which would adversely affect the price and liquidity of our Common Stock”

“If our Common Stock is delisted, it could **reduce the price of our Common Stock and the levels of liquidity available to our stockholders**. In addition, the delisting of our Common Stock could materially adversely **affect our access to the capital markets**, and any limitation on liquidity or reduction in the price of our Common Stock could materially adversely **affect our ability to raise capital on terms acceptable to us or at all**. Delisting from The NASDAQ Global Market could also result in other negative implications, including the **potential loss of confidence by suppliers, customers and employees**, the **loss of institutional investor interest** and **fewer business development opportunities**.”

Source: ProPhase 2011 10-K

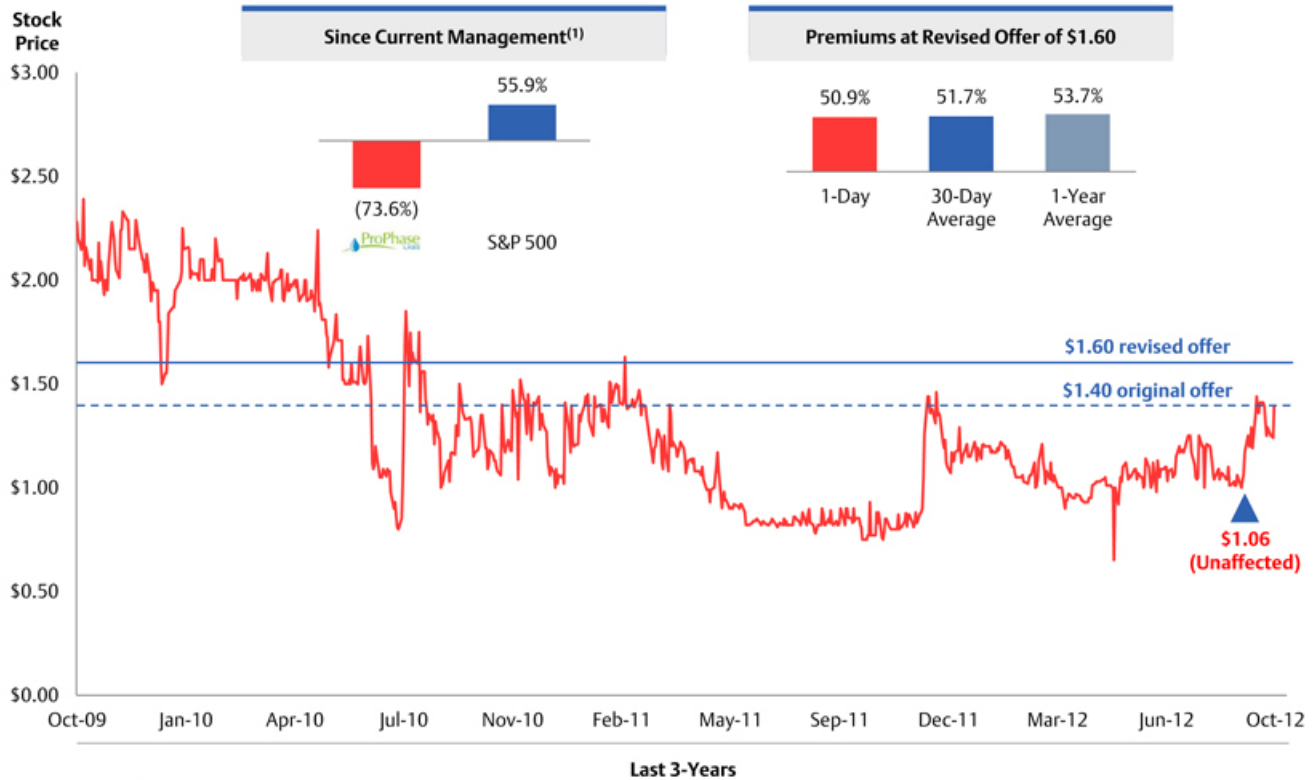
Lack of Analyst Coverage Limits any Ongoing Interest from the Investor Community

Company				
Market Capitalization	\$856	\$703	\$47 ⁽¹⁾	\$17 ⁽²⁾
Analyst Coverage	    	   	    	None



Dollars in millions
 Source: Capital IQ (As of 10/1/12); Wall Street Research
 (1) Represents pre-announcement of H.L.G. transaction market capitalization as of 12/13/10
 (2) Represents pre-offer market capitalization as of 9/6/12

ProPhase's Stock Price Has Continued to Decline and Significantly Underperform the Broader Market Under Current Management



Source: Capital IQ
 (1) Returns based on unaffected prices as of 9/6/12 and since current management announcement date of 6/18/09

Shareholders Should Scrutinize the Board's Rationale for Rejecting Matrixx's Offer

Reasons for Rejecting Matrixx's Proposal	Shareholder Considerations
<ul style="list-style-type: none"> × Proposal undervalues ProPhase's current business and future prospects 	<ul style="list-style-type: none"> ✓ 50.9% premium to the Company's closing stock price on September 6, 2012 ✓ 53.7% premium to the 12 month average closing price preceding September 6, 2012
<ul style="list-style-type: none"> × Proposal is conditioned upon access to non-public and confidential information × There is undue risk to ProPhase in disclosing confidential information to one of its largest and most aggressive competitors 	<ul style="list-style-type: none"> ✓ Matrixx is prepared to enter confidential negotiations with a willingness to increase price upon diligence of non-public information ✓ Confidence of completing diligence in <30 days ✓ Not contingent on third-party financing
<ul style="list-style-type: none"> × Shareholder interest will be best served by the Company pursuing its independent strategic plan × Shareholders should be given the opportunity to realize a return on investments in its Cold-EEZE® brand 	<ul style="list-style-type: none"> ✓ Current management in place for 3 years ✓ Stock price decline of (73.6%) since current management began managing the Company in June 2009 ✓ Management has not presented an alternate plan that exceeds the value set forth in Matrixx's Proposal



Compelling Strategic Rationale for the Combination

- **Scale & Marketing Resources:** Matrixx has the required scale and proper allocation of marketing resources to succeed in the OTC and cough/cold categories
- **Leverage Infrastructure:** Ability to fully leverage existing infrastructure, which include sales, warehousing, distribution channels; existing marketing and advertising relationships; and existing manufacturing and R&D
- **Cross-Fertilization of Product Technology and Innovation:** Cold-EEZE® and Zicam® will be able leverage history of innovation and investment in delivery technologies
- **Dual-brand Strategy:** Cold-EEZE® will be marketed alongside Zicam® while receiving the benefits of Zicam's strong brand presence with both customers and retailers
- **Seasoned Management Team:** Highly experienced management team with strong track record of growing brands in the OTC and cough/cold categories
- **The Optimal Alternative:** Best strategic fit for the Cold-EEZE® brand and highly attractive opportunity for ProPhase shareholders to realize value



FOR IMMEDIATE RELEASE

**MATRIXx INITIATIVES REVISES ALL-CASH ACQUISITION OFFER
FOR PROPHASE LABS***Increases Offer by 14.3% to \$1.60 Per Share**Sends Letter to ProPhase Chairman and Chief Executive Officer*

SKILLMAN, N.J. – October 9, 2012 – Matrixx Initiatives, Inc., the maker of the Zicam® cold, sinus and allergy line of products, announced today that it has increased its offer to acquire all of the outstanding shares of ProPhase Labs, Inc. (NASDAQ: PRPH) by 14.3% to \$1.60 per share.

The revised offer represents a premium of 51.7% over the 30-day average closing price of ProPhase's stock and a 53.7% premium to ProPhase's average closing price over the 12 months preceding September 6, 2012 (the day ProPhase's founder and former Chairman, Guy J. Quigley, filed a Schedule 13D announcing Matrixx's purchase of a three-year option to acquire 1.45 million shares of ProPhase common stock). Matrixx had initially proposed an all-cash acquisition of ProPhase for \$1.40 per share on May 29, 2012.

"We believe our revised all-cash offer is highly attractive to ProPhase shareholders and we hope to commence discussions with ProPhase at the earliest opportunity," said Marylou W. Arnett, Chief Executive Officer of Matrixx. "Our offer is especially attractive when considering that we believe ProPhase faces significant challenges by remaining as a standalone entity, including lack of scale, an unsustainable financial model and limited liquidity. We continue to believe that a combination of ProPhase and Matrixx presents an exciting opportunity for our respective employees, business partners and other constituencies while delivering significant and certain value to ProPhase shareholders."

The revised offer is detailed in the following letter from Ms. Arnett to Ted Karkus, Chairman and Chief Executive Officer of ProPhase:

October 9, 2012

Ted Karkus
Chairman and Chief Executive Officer
ProPhase Labs, Inc.
621 N. Shady Retreat Road
Doylestown, PA 18901

Dear Mr. Karkus:

As you know, we have been trying since our original letter to you dated May 29, 2012, to engage in a discussion of a potential acquisition of 100% of the outstanding shares of ProPhase Labs, Inc. (the "Company"). Having received a letter from you on June 29, 2012 dismissing our offer, we sent you a subsequent letter on September 14, 2012, reaffirming our interest in the Company, which you again rejected in a press release on September 17, 2012 and subsequent letter on September 20, 2012.

Though we are disappointed by your responses and refusal to discuss this opportunity, after careful consideration, we are submitting a revised all-cash offer for the Company. Our revised

offer of \$1.60 per share in cash represents a 14.3% increase from our prior offer, a premium of 51.7% over the 30-day average closing price of the Company's stock and a 53.7% premium to the Company's average closing price over the 12 months preceding September 6, 2012, the day ProPhase's founder and former Chairman, Guy J. Quigley, filed a Schedule 13D announcing our purchase of the three-year option to acquire 1.45 million shares of ProPhase common stock.

We believe this revised all-cash offer, which is not contingent on financing, is highly attractive to the Company's shareholders, as it provides them with compelling upfront and certain value relative to a difficult, uncertain and highly speculative multi-year turnaround program you have recently outlined. In fact, we believe that ProPhase faces significant challenges by remaining a standalone entity. These challenges include, among others:

- Lack of scale to effectively compete in our highly competitive market (ProPhase's nearest competitors generate 3.5x more in annual revenue);
- Unsustainable financial model (greater than 80% of ProPhase's net sales are spent on operating expenses);
- Continued and substantial losses (cumulative losses from operations of \$12.9 million since 2009 and stock price decline of 73.6% since June 2009, when current management assumed it role); and
- Limited liquidity (ProPhase has received multiple Non-Compliance notices from NASDAQ and the lack of analyst coverage limits any ongoing interest from the investor community).

In response to this attractive offer, we again request that you enter into discussions with us with the intent of entering into a negotiated transaction. As we have previously indicated, our assessment has been limited to the publicly available information. If you can demonstrate that there is greater value than is apparent from publicly available information, we would be prepared to consider increasing our offer price. We are also prepared to sign a confidentiality agreement with standstill provisions. We have assembled a team of our senior management and external advisors – Kirkland & Ellis LLP and Sawaya Segalas & Co., LLC – and anticipate we would need only 30 days to conduct expedited due diligence of the Company and finalize terms of a possible transaction.

Given the substantial premium contained in our offer and the potential to create further value depending on our diligence findings, we believe that it is undeniably in your shareholders' best interests and required by your fiduciary duties that you meet with us to discuss and analyze this compelling opportunity.

Furthermore, as we explained in our prior communication, we continue to believe that a combination of ProPhase and Matrixx presents an exciting opportunity for our respective employees, business partners and other constituencies while delivering significant value to your Company's shareholders.

We sincerely hope that you will either commence discussions with us or remove all obstacles so that your shareholders can make their own determinations about the adequacy of our offer. To that end, in addition to this letter, we will be releasing publicly a presentation detailing our perspective as to the Company's tenuous standalone prospects relative to our compelling and certain offer.

This letter and our revised proposal constitute a preliminary, non-binding indication of interest to acquire all of the outstanding shares of the Company and are not intended to create any legally binding obligations. We look forward to the opportunity of working with you to move this transaction forward.

I sincerely hope you will agree that your shareholders' interests will be best served by meeting with us to discuss our proposal. Please feel free to contact me at (908) 344-3488 if you wish to discuss this letter in further detail.

Sincerely,

Marylou Arnett
Chief Executive Officer
Matrixx Initiatives, Inc.

Kirkland & Ellis LLP is acting as legal counsel and Sawaya Segalas & Co., LLC is acting as financial advisor to Matrixx.

This press release and Matrixx's proposal constitute a preliminary non-binding indication of interest to acquire all of the outstanding shares of ProPhase Labs, Inc., and are not intended to create any legally binding obligations.

About Zicam Cold Remedy Products

Most cold medicines are designed to mask cold symptoms; however, Zicam Cold Remedy is different. Zicam Cold Remedy products, which contain propriety formulations of active ingredients zinc gluconate and zinc acetate, reduce the duration of a cold when taken at the first sign of a cold (within the first 24 hours) and used as directed. New on retail shelves this cold season, Zicam Cold Remedy Ultra Crystals®, in lemon-lime flavor and Zicam Cold Remedy Ultra Lozenges in honey lemon flavor, are specially formulated to deliver the product benefits of reducing the duration of a cold in new portable forms. Also new, Zicam Naturals® Cough Suppressant in honey lemon and mixed berry flavored syrups.

About Matrixx Initiatives, Inc.

Matrixx Initiatives, Inc. is engaged in the development and marketing of over-the-counter health care products that utilize innovative drug delivery systems. The company was acquired by HIG Capital in February 2011. Matrixx Initiatives, Inc., manufactures and markets a full line of Zicam brand Homeopathic and Allopathic OTC products, including new Zicam Cold Remedy Ultra Crystals® in lemon-lime flavor, Zicam Cold Remedy Ultra Lozenges in honey lemon flavor and Zicam Naturals® Cough Suppressant in honey lemon and mixed berry flavored syrups, along with our existing products including Zicam Cold Remedy RapidMelts®, Zicam Cold Remedy Ultra RapidMelts®, Zicam Cold Remedy Plus Liqui-Loz™, Zicam Cold Remedy Zavors™, Zicam Cold Remedy Chewables, Zicam Cold Remedy Oral Mist™, Zicam Allergy Relief™, Zicam Extreme Congestion Relief™, and Zicam Sinus Relief™. For more information regarding Matrixx products, please visit www.zicam.com.

Matrixx Contact

M'lou Arnett
(908)344-3488

Media Contact:

Eric Brielmann/Kelly Sullivan
Joele Frank, Wilkinson Brimmer Katcher
(212) 355-4449

FOR IMMEDIATE RELEASE

MATRIXX INITIATIVES FILES PRESENTATION REGARDING ITS OFFER TO ACQUIRE PROPHASE LABS

Presentation Details Significant Challenges Facing ProPhase Labs as a Standalone Entity

SKILLMAN, N.J. – October 9, 2012 – Matrixx Initiatives, Inc., the maker of the Zicam® cold, sinus and allergy line of products, today announced that it has filed a presentation with the Securities and Exchange Commission (“SEC”) in connection with its revised offer to acquire ProPhase Labs, Inc. (NASDAQ: PRPH). Separately today, Matrixx announced it has increased its offer to acquire all of the outstanding shares of ProPhase by 14.3% to \$1.60 per share, and has sent a letter to the ProPhase Board of Directors.

Matrixx believes that its revised all-cash offer, which is not contingent on financing, is highly attractive to ProPhase shareholders, as it provides them with compelling upfront and certain value relative to a difficult, uncertain and highly speculative multi-year turnaround program recently outlined by ProPhase’s management. Matrixx’s presentation outlines the significant challenges ProPhase faces by remaining a standalone entity, including:

- **ProPhase is in a Vulnerable Market Position**
 - ProPhase lacks scale to effectively compete in the highly competitive Cough Shortening / Immune Boosting market.
 - ProPhase’s most comparable competitors generate 3.5x more in annual revenue and are backed by owners with substantial resources.
- **ProPhase has an Unsustainable Financial Model**
 - ProPhase continues to experience substantial losses due to its financial model.
 - Greater than 80% of ProPhase’s net sales are spent on operating expenses.
 - Cumulative losses from operations since 2009 amount to \$12.9 million. ProPhase’s stock price has declined 73.6% since June 2009, when current management assumed it role.
- **ProPhase has Placed Shareholders in a Tenuous Position**
 - ProPhase has received a Non-Compliance notice from NASDAQ for failing to meet the minimum shareholders’ equity requirement for continued listing on the Global Market.
 - ProPhase received a notice of de-listing as recently as July 2011.
 - The lack of analyst coverage limits any ongoing interest from the investor community.

The presentation is being filed with the SEC and will be available at www.sec.gov.

Kirkland & Ellis LLP is acting as legal counsel and Sawaya Segalas & Co., LLC is acting as financial advisor to Matrixx.

This press release and Matrixx’s proposal constitute a preliminary non-binding indication of interest to acquire all of the outstanding shares of ProPhase Labs, Inc., and are not intended to create any legally binding obligations.

About Zicam Cold Remedy Products

Most cold medicines are designed to mask cold symptoms; however, Zicam Cold Remedy is different. Zicam Cold Remedy products, which contain propriety formulations of active ingredients zinc gluconate and zinc acetate, reduce the duration of a cold when taken at the first sign of a cold (within the first 24 hours) and used as directed. New on retail shelves this cold season, Zicam Cold Remedy Ultra Crystals®,

in lemon-lime flavor and Zicam Cold Remedy Ultra Lozenges in honey lemon flavor, are specially formulated to deliver the product benefits of reducing the duration of a cold in new portable forms. Also new, Zicam Naturals® Cough Suppressant in honey lemon and mixed berry flavored syrups.

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Matrixx Contact

M'lou Arnett
(908) 344-3488

Media Contact:

Eric Brielmann/Kelly Sullivan
Joele Frank, Wilkinson Brimmer Katcher
(212) 355-4449

SCHEDULE 13D JOINT FILING AGREEMENT

In accordance with the requirements of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and subject to the limitations set forth therein, the parties set forth below agree to jointly file the Schedule 13D to which this joint filing agreement is attached, and any amendments thereto, and have duly executed this joint filing agreement as of the date set forth below.

Date: October 9, 2012

MATRIX INITIATIVES, INC.

By: /s/ Richard H. Siegel

Name: Richard H. Siegel

Title: Attorney-in-Fact

WONDER HOLDINGS ACQUISITION CORP.

By: /s/ Richard H. Siegel

Name: Richard H. Siegel

Title: Attorney-in-Fact

H.I.G. BAYSIDE DEBT & LBO FUND II, L.P.

By: H.I.G. Bayside Advisors II, LLC

Its: General Partner

By: H.I.G.-GPII, Inc.

Its: Manager

By: /s/ Richard H. Siegel

Name: Richard H. Siegel

Its: Vice President and General Counsel

H.I.G. BAYSIDE ADVISORS II, LLC

By: H.I.G.-GPII, Inc.

Its: Manager

By: /s/ Richard H. Siegel

Name: Richard H. Siegel

Its: Vice President and General Counsel

H.I.G.-GPII, INC.

By: /s/ Richard H. Siegel

Name: Richard H. Siegel

Its: Vice President and General Counsel

SAMI W. MNAYMNEH

By: /s/ Richard H. Siegel

Name: Richard H. Siegel

Its: Attorney-in-Fact

ANTHONY A. TAMER

By: /s/ Richard H. Siegel

Name: Richard H. Siegel

Its: Attorney-in-Fact