



MEMO #: 1291-07

MEMORANDUM

TO: All Members, Member Organizations, and ROTs

FROM: Market Watch

DATE: May 29, 2007

RE: **Viasys Healthcare Inc. (VAS)**
Offer to Purchase

Cardinal Health, Inc. (CAH) is offering to acquire all of the outstanding Common Shares of Viasys Healthcare Inc. (VAS). Viasys Healthcare Inc. (VAS) will receive \$42.75 in cash (plus an additional \$0.007027 for each day during the period commencing on June 25, 2007 and ending such date of first acceptance, if the first acceptance for payment of shares has not occurred on or prior to June 25, 2007) for every Common Share of Viasys Healthcare Inc. (VAS) being held, in accordance with the terms and subject to the conditions set forth in the Offer to Purchase, dated May 23, 2007, and in the related Letter of Transmittal, which together constitute the "Offer".

There is a guarantee period of three (3) NYSE Trading Days, in which shares not immediately available may be tendered under a "Notice of Guaranteed Delivery".

The Offer and withdrawal rights will expire at 12:00 Midnight, New York City time, on Wednesday, June 20, 2007, unless extended.

The foregoing discussion is an unofficial summary of the terms of the offer, prepared by PHLX for the convenience of its members. PHLX accepts no responsibility for the accuracy or completeness of this summary. Members should refer to the offer to purchase for the authoritative description of the offer and all of its terms and conditions.

SPECIAL RISKS

Special risks exist for uncovered writers of VAS call options. If an uncovered call option writer is assigned on or before the tender offer expiration date, the writer may not be able to deliver VAS Common Stock by the option settlement date. The Options Clearing Corporation ("OCC") Article VI, Section 19 of the By-Laws describes steps, which may be taken in the event that there is a shortage of shares.

Please note that VAS options will not be adjusted to reflect the expiration of the tender offer. Until a merger, consolidation or similar event occurs, VAS common stock will still exist, trade and be deliverable in settlement of option exercise.

Questions regarding this release may be directed to Market Watch at 1-800-THE-PHLX, choice #2, or (215) 496-5380.