University of Tennessee College of Law

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Statement of Work

EXHIBIT A

STATEMENTS OF WORK

This Statement of Work is issued under that certain Master Consulting Services Agreement, dated December 1, 2010, by and between iCare Academic, Limited Liability Company and Wolters Kluwer Health, Inc. (the "**MCSA**")

All capitalized terms that are used in this Statement of Work shall have the definitions ascribed to them in the MCSA unless they are defined in a different manner in this Statement of Work.

Background:

The services to be performed under the MCSA and a series of Statements of Work will be divided into three phases:

Phase One: Assisting in the creation of Version 2.0 of the iCare Software, which entails getting the iCare Software to a scalable, web-ready version. For the purposes of meeting the timing requirements established by the market, all parties are committed to the completion of Phase One as quickly as possible. Guidelines for projected roles are outlined below:

The Phase One LWW/iCare version will be based on the current beta version (aka Version 1.0). It is LWW's intention to reprogram the iCare EHR beta with the express purpose of transitioning to a web-based, scalable software offering with little to no changes in the current GUI/content/functionality initially. The exact plan of how to make this happen will be constructed by LWW in conjunction with its 3rd party vendor and in consultation with the of iCare Academic, LLC.

iCare Academic, LLC is overseeing three focus group studies each at three universities, totaling nine focus groups, through November, 2011. iCare Academic, LLC will submit research findings derived from all nine focus groups to LWW no later than January 31, 2011. The data submitted will be compiled with consideration given to both added functionality to the software as well as programming feasibility based upon feedback from LWW technology personnel.

Once the technical plan is implemented and programming has begun: the process will need the iCare Academic, LLC's Content Specialists to provide feedback, evaluation of UI and pedagogical factors to confirm the new version being built is correct both in terms of its critical feature set and verify its value as a teaching tool.

For example: The operational issues around the initial creation and maintenance of the stored lists (e.g., Medication, Orders and other) of the iCare v2.0. How these lists will be created, maintained, and kept up-to-date over time, along with determining their refresh rates, need to be identified. iCare Academic, LLC's Content Specialist's

expertise will be needed to untangle and manage such issues along with other GUI and content development.

Deadlines:
Thus iCare Academic, LLC will need to review this work via links to Pre-alpha (on or about) Feb. 15, 2011, Alpha (on or about) April 15, 2011, and Beta (on or about) June 15, 2011. The goal is to have a demo worthy of class testing for Fall Semester 2011 and to show the sales forces at the August 2011 Sales Meeting.

Phase Two: Assisting in the creation of Version 3.0 of the iCare Software, which entails taking the lessons learned from Phase One, plus utilizing the focus group information gathered in Phase One.

A Phase Two development process would be similar to Phase One would begin. Again, the plan of how to this will happen is to be constructed by LWW in conjunction with its 3rd party vendor and in consultation with the iCare Academic, LLC team. The key motivators in this case will be however utilizing the large amount of focus group information gathered in Phase One and implement it in Phase Two.

The success of version 3.0 (or any other product) is dependent on having the iCare Academic, LLC Content Specialists team available to exchange ideas/ theories/UI storyboards prior to future builds. The iCare Academic, LLC team will have the opportunity be part of pre-planning and launch meetings; then provide feedback to Beta, Gold stages. Responsibilities to include submitting evaluations of UI and/or pedagogical factors and to confirm the version being built is correct both in terms of its critical feature set and verify its value as a teaching tool.

iCare Academic, LLC will also provide additional research findings derived from student and faculty feedback from the University of Tennessee, Knoxville. These findings include all aspects of product development to include functionality, GUI development, and content expansion.

Deadlines:
We expect the work on Phase Two to continue from July 2011 and proceed to a finished product for Jan. 2012 delivery. Key dates would be the review of a new Beta (on or about) Oct. 1, 2011 and a review of the Gold product (on or about) Nov. 15, 2011.

Phase Three: Assisting in the creation of Version 4.0 of the iCare Software, which entails improving on Version 3.0 using customer feedback to improve the existing product; to create or expand into specialty areas (*e.g.*, medical billing and coding); or to address back-end system usability issues to make core improvements and feature upgrades.

The first assumption is that Phase Three will begin when version 3.0 is stable. Assuming that is the case in January 2012, we plan to release new versions of iCare EMR on an annual basis for years 2013, 2014, 2015.

The process will continue to be on customer feedback to make major core improvements and feature upgrades. It is also likely that iCare products would be expanded. As the product moves beyond Version 3.0; LWW will need feedback from the iCare Academic, LLC team as is feasible within their own content areas of expertise. Additional Subject Matter Experts may be hired by LWW to consult and assist in the development of various iCare product variations.

Deadlines:
At this time LWW would expect to begin work on Phase Three sometime early in the 1st quarter of 2012. The work will be ongoing (however it is likely to be less time-consuming as additional Content Specialists may be hired to consult and assist in the development of various iCare product variations that go into other healthcare disciplines). iCare Academic, LLC Content Specialists will review new versions links to Pre-alpha (on or about) March. 15, 2012, Alpha (on or about) June 15, 2012, and Beta (on or about) August 15, 2012 and so on.

The goal will be to have a new version(s) of iCare to be released in January of each calendar year 2013, 2014 and 2015.

Personnel expected to be assigned to the project governed by this Statement of Work:

Content Specialist One: A currently active instructor who is also expert in educational design, and is able to provide input to the structure and design of iCare's functionality.

Content Specialist Two: Multiple years of clinical nursing experience caring for patients throughout the lifespan with experience in general medical/surgical, emergency/trauma, critical care, and anesthesia specialties; combined with experience with front end designs of professional EMR systems.

Location from which Consultant and Consultant Parties are to perform Services:

All Services are to be performed in Knoxville, Tennessee (or if a Consultant Party relocates, at such Consultant Party's place of residence), unless WKH, based on convenience of participants, schedules and deadlines, elects to locate a meeting outside of Knoxville (or if a Consultant Party relocates, more than 25 miles from such Consultant Party's place of residence), in which case (i) WKH will employ best efforts to accommodate each Consultant Party's other duties, and (ii) WKH will

ICARE ACADEMIC, LIMITED LIABILITY COMPANY

By: _Tami H. Wyatt_____
    Tami H. Wyatt, its President

WOLTERS KLUWER HEALTH, INC.

By: _____
    Susan Driscoll, its President and CEO of P&E, a
    business unit of Wolters Kluwer Health, Inc.

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The Phase One LWW/iCare version will be based on the current beta version (aka Version 1.0). It is LWW's intention to reprogram the iCare EHR beta with the express purpose of transitioning to a web-based, scalable software offering with little to no changes in the current GUI/content/functionality initially.

The original impressions of the iCare systems as a working "prototype" re-branded as "version 1.0", were borne out by the technical due diligence. With the exception of the existing business logic that will be re-implemented in a new and separate Business Logic Layer, little of the existing v1.0 system that can be re-used in the v2.0 system. As such, the effort required to produce v2.0 of the iCare system will involve re-architecting the system, not simply "porting" it.

The exact plan of how to make this happen will be constructed by LWW in conjunction with its 3rd party vendor and in consultation with the iCare Academic, LLC Technical Specialists. However it is clear that after a number of discussions between iCare Technical Specialists and LWW that there was excellent alignment between LWW and iCare on the technical approach to the v2.0 system in most, if not all, areas.

iCare Academic, LLC is invested in providing ongoing GUI and content development in order to make the iCare software offering the best educationally based electronic health record on the market. iCare Academic, LLC is committed to conduct nine focus groups in the months of September, October, and November of 2010. There are three beta testing universities

committed to iCare Academic, LLC and there will be three focus groups will be conducted at each beta testing site.

The topics utilized to drive the focus group research will be developed by iCare Academic, LLC.

iCare Academic, LLC will compile and submit research findings derived from all nine focus groups to LWW no later than January 31, 2011. The data collected will be compiled with consideration given to both added functionality to the software as well as programming feasibility based upon feedback from LWW technology personnel.

iCare Academic, LLC has two Technical Specialists with the knowledge of the iCare system, and there are no backup options for them. A successful implementation of the v2.0 system will require a significant level of participation from both of these resources throughout the development lifecycle. The iCare Technical Specialists must remain engaged and readily accessible throughout the v2.0 development. However no coding or programming is required of the iCare technical resources team.

The iCare Academic, LLC Technical Specialists will need to review the Version 2.0 work via links to Pre-alpha, Alpha, Beta stages in addition to being available to having a series of conf. calls and e-mail feedback.

Deadlines:
Thus iCare Academic, LLC will need to review this work via links to Pre-alpha (on or about) Feb. 15, 2011, Alpha (on or about) April 15, 2011, and Beta (on or about) June 15, 2011. The goal is to have a demo worthy of class testing for Fall Semester 2011 and to show the sales forces at the August 2011 Sales Meeting.

Phase Two: Assisting in the creation of Version 3.0 of the iCare Software, which entails taking the lessons learned from Phase One, plus utilizing the focus group information gathered in Phase One.

A Phase Two development process would be similar to Phase One would begin. Again, the plan of how to this will happen is to be constructed by LWW in conjunction with its 3rd party vendor and in consultation with the iCare Academic, LLC team. The key motivators in this case will be however utilizing the large amount of focus group information gathered in Phase One and implement it in Phase Two.

The success of version 3.0 (or any other product) is dependent on having the iCare Academic, LLC Content Specialists team available to exchange ideas/ theories/UI storyboards prior to future builds. The iCare Academic, LLC team

will have the opportunity be part of pre-planning and launch meetings; then provide feedback to Beta, Gold stages. Responsibilities to include submitting evaluations of UI and/or pedagogical factors and to confirm the version being built is correct both in terms of its critical feature set and verify its value as a teaching tool.

iCare Academic, LLC will also provide additional focus group research findings derived from student and faculty feedback from the University of Tennessee, Knoxville. These findings include all aspects of product development to include functionality, GUI development, and content expansion.

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Deadlines:
At this time LWW would expect to begin work on Phase Three sometime early in the 1st quarter of 2012. The work will be ongoing (however it is likely to be less time-consuming as additional Content Specialists may be hired to consult and assist in the development of various iCare product variations that go into other healthcare disciplines). iCare Academic, LLC Technical Specialists will need be needed review new versions links to Pre-alpha (on or about) March. 15, 2012, Alpha (on or about) June 15, 2012, and Beta (on or about) August 15, 2012 and so on.

The goal will be to have a new version(s) of iCare to be released in January of each calendar year 2013, 2014 and 2015.

Personnel expected to be assigned to the project governed by this Statement of Work:

Technical Specialist: needs to provide support for back end database design, infrastructure construction, and iCare front end deployment.

Technical Specialist Two: needs to provide support for overall software design, as well as front-end and database development.

Location from which Consultant and Consultant Parties are to perform Services:

All Services are to be performed in Knoxville, Tennessee (or if a Consultant Party relocates, at such Consultant Party's place of residence), unless WKH, based on convenience of participants, schedules and deadlines, elects to locate a meeting outside of Knoxville (or if a Consultant Party relocates, more than 25 miles from such Consultant Party's place of residence), in which case (i) WKH will employ best efforts to accommodate each Consultant Party's other duties, and (ii) WKH will reimburse each Consultant Party for his or her reasonable travel expenses using WKH standard reimbursement rules for out-of-town travel, food and lodging.

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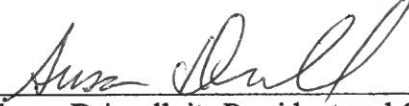
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