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## ASSET PURCHASE AGREEMENT

This ASSET PURCHASE AGREEMENT (this "**Agreement**"), dated as of December 1, 2010 (the "**Effective Date**"), is entered into by and between iCare Academic, Limited Liability Company, a Tennessee limited liability company ("**iCare**" or "**Seller**"), and Wolters Kluwer Health, Inc., a Delaware corporation ("**WKH**" or "**Buyer**"), on behalf of its Lippincott Williams & Wilkins business ("**LWW**").

WHEREAS, Seller is engaged in designing, maintaining, writing, updating, upgrading, licensing, supporting and installing software relating to eHRs, including the use of such software to teach nursing, other health care and veterinary students and professionals (the "**Business**");

WHEREAS, Seller desires to sell, and Buyer desires to purchase, substantially all of the assets, properties, rights and interests used or held for use in the Business in consideration of certain payments by Buyer and the assumption by Buyer of certain specified liabilities, all as specifically disclosed and on the terms and conditions set forth herein; and

WHEREAS, concurrently with the sale of the assets and the assumption of certain liabilities, each as specified herein, Seller will enter into the Seller Documents, and Buyer will enter into the Buyer Documents.

NOW, THEREFORE, in consideration of the representations, warranties, covenants and agreements hereinafter contained, and intending to be legally bound hereby, the parties hereby agree as follows:

### ARTICLE I - DEFINITIONS

#### 1.1 Certain Definitions.

For purposes of this Agreement, the following terms shall have the meanings specified in this Section 1.1:

"**Acquired Assets**" has the meaning set forth in Section 2.1(a).

"**Acquired Intellectual Property**" has the meaning set forth in Section 4.10(b).

"**Affiliate**" means, with respect to any Person, any other Person that, directly or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, such Person, and the term "**control**" (including the terms "**controlled by**" and "**under common control with**") means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such Person, whether through ownership of voting securities, by Contract or otherwise.

"**Allocation Schedule**" has the meaning set forth in Section 2.4(a).