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Transactional Matter Files

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**Schedule 2.1(b)(vii)**

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**Schedule 2.1(b)(vii)**

**Excluded Contracts**

iCare v.1.0 Software Sublicense Agreement dated as of January 11, 2010, by and between Kent State University, Stark Campus, 6000 Frank Avenue NW, North Canton, Ohio 44720 and iCare Academic, LLC of Knoxville, Tennessee.

Unexecuted iCare v.1.0 Software Sublicense Agreement, by and between Kennesaw State University of Kennesaw, Georgia and iCare Academic, LLC.

Unexecuted iCare v.1.0 Software Sublicense Agreement dated as of September 1, 2010, by and between Shenandoah University, 1775 North Sector Court, Winchester, VA 22601 and iCare Academic, LLC of Knoxville, Tennessee.

Software License, dated January 13, 2010, by and between iCare Academic, LLC and UTRF.

Master Services Agreement dated as of October 13, 2009 by and between iCare, LLC and LBMC Technologies, LLC.

Lease and Facility Use Agreement dated July 9, 2010, by and between iCare Academic, LLC and the University of Tennessee Research Foundation.

Consulting Agreement by and between Harry King and iCare Academic, LLC dated August 24, 2010 and effective January 1, 2010.

Consulting Agreement by and between Rich Berube and iCare Academic, LLC dated August 20, 2010 and effective February 1, 2010.

Letter Agreement by and between iCare Academic, LLC and the Center for Entrepreneurial Growth dated January 5, 2010 and executed August 25, 2010.

Consulting Agreement by and between iCare Academic, LLC and the Center for Entrepreneurial Growth dated August 25, 2010 and effective January 5, 2010.

Engagement Letter with the University of Tennessee Business Clinic dated September 29, 2009.

NSF sponsored grant associated with SBIR Phase I: Usability of iCare: An Academic Electronic Health Record Clinic Simulation Tool effective July 1, 2010.