

SERVICES AGREEMENT

This Services Agreement (this "Agreement") is entered into as of July 31, 2013 (the "Effective Date"), by and between athenahealth, Inc., a Delaware corporation with a primary business address of 311 Arsenal Street, Watertown, Massachusetts 02472 USA (hereinafter referred to as "Athena"), and Access Healthcare Services USA, LLC, a Delaware limited liability company with a primary business address of 8117 Preston Road, Suite 300, Dallas, Texas 75225 USA ("AHS USA").

WHEREAS, Access Healthcare Services Private Limited, a company incorporated under the Indian Companies Act with a primary business address of Kochar Technology Park, SP-31AAmbattur Industrial Estate, Chennai 600058, Tamil Nadu, India ("AHS India"), is the 100% owner of AHS USA and will cause [Access Healthcare Services Philippines (or a similar name)], to be formed under the laws of the Philippines ("AHS Philippines", together with AHS India, the "AHS Operating Companies", AHS USA and the AHS Operating Companies, collectively, the "AHS Entities");

WHEREAS, Athena and AHS India are parties to a certain Non-Disclosure Agreement dated as of September 5, 2012 (the "Existing NDA");

WHEREAS, Athena, AHS USA, and AHS India entered into a certain Pilot Services Agreement, effective as of November 19, 2012 (the "Pilot Agreement"), under which AHS India provided business process services to Athena on a trial basis for the purpose of Athena's evaluation of the potential for entry into a longer-term definitive agreement between the parties thereto; and

WHEREAS, the parties hereto now desire to enter into such a definitive agreement and have the AHS Operating Companies provide the services set forth in Appendix A (together with any services set forth in a SOW entered into under this Agreement after the date hereof, the "Services") to Athena under the terms of this Agreement;

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the parties hereto agree as follows:

1. Relationship of Agreements

This Agreement supersedes the Pilot Agreement in all respects, and the Pilot Agreement is hereby terminated in all respects, including any provision that purports to survive such termination. In the case of any conflict between this Agreement and the Existing NDA, the terms of this Agreement shall control, and, regardless of any provision hereof to the contrary, the conflicting terms from such agreement shall not be considered incorporated into this Agreement. There are no other prior or collateral understandings or agreements between the parties other than those specifically described herein.

2. Term and Termination

a. Term. The term of this Agreement shall commence as of the Effective Date and will continue until the seventh anniversary thereof, renewing automatically for successive two-year periods unless either party provides prior written notice of its intent not to renew at least six months prior to the expiration of the then-current term.

b. Definition. For purposes of this Agreement, "Change of Control" means any event or series of events after the Effective Date by which (i) any individual or entity (or multiple individuals or entities acting in concert) becomes the beneficial owner, directly or indirectly, of 50% or more of the equity securities entitled to vote for members of the governing body of AHS India on a fully-diluted basis (taking into account all such securities that such persons or entities have the right to acquire pursuant to any option right); or (ii) any individual or entity (or multiple individuals or entities acting in concert) acquires the power to exercise, directly or indirectly, a controlling influence over the management or policies of AHS India, or control over the equity securities entitled to vote for members of the governing body of any of AHS India on a fully-diluted basis (taking into account all such securities that such persons or entities have the right

****CONFIDENTIAL TREATMENT REQUESTED. OMITTED PORTIONS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION PURSUANT TO RULE 24B-2 OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.**
