

**Amendment 2**  
**to**  
**Services Agreement**  
**by and between**  
**Truven Health Analytics Inc.**  
**and**  
**State of Delaware Office of Management and Budget**

This second Amendment is made to the Services Agreement by and between Truven Health Analytics Inc. ("Truven Health"), a State of Delaware corporation, doing business at 100 Phoenix Drive, Ann Arbor, Michigan 48108; and the State of Delaware, Office of Management and Budget ("Customer"), a state of Delaware agency, doing business at Statewide Benefits Office, Duncan Center, Suite 320, 500 W. Lookerman Street, Dover, Delaware 19904.

**WHEREAS**, the Parties entered into a Services Agreement on July 25, 2012, for Decision Support Services for managing the cost and quality of healthcare data;

**WHEREAS**, the Parties wish to amend the Services Agreement to add a dedicated resource onsite;

WHEREAS, the Parties wish to extend the Services Agreement two (2) years;

**NOW THEREFORE**, the Services Agreement is amended as follows:

**1. Notice**

Pursuant to Article 10.e, Notices, the address for notice for Truven Health is hereby updated to Truven Health Analytics Inc., 100 Phoenix Drive, Ann Arbor, Michigan 48108.

**2. Term**

Pursuant to Paragraph 2, Service Term, in a letter dated March 4, 2015, incorporated herein by reference, Customer renewed the Services Agreement for two additional years – optional years four and five - ending on June 30, 2017 (FY17) at the rates set forth in Exhibit A and Amendment #1. The Parties agree to extend the contract two (2) years, FY18 (July 1, 2017 – June 30, 2018) and FY19 (July 1, 2018 – June 30, 2019) at the rates set forth below.

**3. Dedicated Resource**

Pursuant to Article 9, Truven Health Account Management and Support Services of Exhibit A, Ongoing Integrated Information Services, the following is hereby added as section 9.i.:

9.i. Dedicated Analyst Resource

1. Truven Health will provide one full-time equivalent (FTE) dedicated analyst resource (the "Dedicated Resource") to Customer at its location for the period starting January 15, 2016