

ECLIPSYS CORPORATION

INSIDER TRADING POLICY

*(Adopted effective as of February 17, 2003; updated as of August 18, 2006;
modified by the Board May 14, 2008 and November 13, 2008)*

1. **BACKGROUND AND PURPOSE.**

The federal securities laws prohibit any member of the Board of Directors (the “Directors”) of Eclipsys Corporation (the “Company”) and any employee of the Company from purchasing or selling Company securities on the basis of “material nonpublic information” concerning the Company, or from disclosing material nonpublic information to others who might trade on the basis of that information. These laws impose severe sanctions on individuals who violate them. In addition, the SEC has the authority to impose large fines on the Company and on the Directors, executive officers and controlling stockholders if the Company’s employees engage in insider trading and the Company has failed to take appropriate steps to prevent it (so-called “Controlling Person” liability).

Information regarding the following subjects is usually considered to be “material nonpublic information”: actual financial results prior to general release; earnings estimates; purchase or sale of substantial assets; changes in debt ratings; significant contingent liabilities; liquidity problems; extraordinary management developments; significant borrowings or securities offerings; major price or marketing changes; decision to increase, decrease, commence, resume or terminate payment of dividends; acquisitions, including mergers and tender offers; and significant litigation or investigations by government bodies. The foregoing is not an exhaustive list; information regarding many other subjects may also be material. If you are unsure of whether you possess material nonpublic information, please contact the Company’s Assistant General Counsel or General Counsel, who will address your concerns. For purposes of enforcement of this Policy, the General Counsel shall serve as the Company’s Compliance Officer.

This insider trading policy (the “Policy”) is being adopted in light of these legal requirements, and with the following goals:

- preventing inadvertent violations of the insider trading laws;
- avoiding embarrassing proxy disclosure of reporting violations by persons (i.e., the Section 16 Officers) subject to Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”);
- avoiding even the appearance of impropriety on the part of those employed by, or associated with, the Company;

- protecting the Company from controlling person liability; and
- protecting the reputation of the Company, its Directors and its employees.

2. **PROHIBITION ON TRADING WHILE AWARE OF MATERIAL NONPUBLIC INFORMATION; PROHIBITION ON TIPPING OTHERS.**

2.1 This Section 2 of the Policy applies to the following persons:

- all Directors;
- all employees;
- all family members or life partners of Directors and employees who share the same address as, or are financially dependent on, the Director or employee;
- all corporations, partnerships, trusts or other entities owned or controlled by any of the above persons; and
- those consultants that may be designated by the Company from time to time.

2.2 Persons covered by this Section 2 may not:

- purchase, sell, pledge or donate any securities of the Company while he or she is aware of any material nonpublic information concerning the Company;
- disclose to any other person (inside or outside of the Company) any material nonpublic information concerning the Company if it is reasonably foreseeable that such person may use that information in purchasing or selling Company securities;
- purchase, sell, pledge or donate any securities of another company while he or she is aware of any material nonpublic information concerning such other company, which he or she learned in the course of his or her service as a Director or employee (or as a family member or life partner of a Director or employee) of the Company; or
- disclose to any other person any material nonpublic information concerning another company, which he or she learned in the course of his or her service as a Director or employee (or as a family member or life partner of a Director or employee) of the Company, if it is reasonably foreseeable that such person may use that information in purchasing or selling securities of such other company.

2.3 The prohibition on purchases, sales, pledges and gifts of Company securities, while aware of “material nonpublic information” concerning the Company, does not apply to a transaction pursuant to a Rule 10b5-1 trading plan that complies with Section 3.3 of this Policy.

3. BLACKOUT PERIODS.

3.1 The prohibitions in Section 3.2 of the Policy apply to the following persons:

- all Directors;
- all Section 16 officers, as defined by the Securities Exchange Commission rules (“Section 16 Officers”);
- such other employees as are designated from time to time by the Board, the Chief Executive Officer, the Chief Financial Officer or the General Counsel as having access to potentially material nonpublic information (“Other Designated Employees”);
- all family members or life partners of Directors, Section 16 Officers and Other Designated Employees who share the same address as, or are financially dependent on, the Director, Section 16 Officer or Other Designated Employee; and
- all corporations, partnerships, trusts or other entities owned or controlled by any of the above persons; and
- those consultants that may be designated by the Company from time to time.

3.2 No person described in Section 3.1 may purchase, sell, pledge or donate any securities of the Company during the following time periods (each, a “Corporate Blackout Period”):

- beginning at the close of business on the 17th day of the last month of each fiscal quarter and ending upon the day after the completion of two full day trading sessions of the principal exchange or market system upon which the Company’s common stock trades following the filing of the SEC report on Form 10-Q or Form 10-K that includes financial statements for the most recently completed fiscal quarter or year of the Company;
- beginning at the time of any public earnings-related announcement or public announcement of a significant corporate transaction or event and ending upon the completion of the second full trading day after such announcement; or

- during such other periods as may be established from time to time by the Board, the Chief Executive Officer, the Chief Financial Officer or the General Counsel in light of particular events or developments affecting the Company.

In addition, no person covered by this Section 3 shall inform a person not covered by this Section 3 that a Corporate Blackout Period imposed as a result of particular events or developments is in effect.

3.3 The prohibitions on purchases, sales, pledges and gifts of Company securities during Corporate Blackout Periods do not apply to any of the following (each, an “Exempt Transaction”):

- purchases made under an employee stock purchase plan operated by the Company; provided, however, that the securities so acquired may not be sold during a Corporate Blackout Period;
- exercises of stock options or the surrender of shares to the Company in payment of the exercise price or in satisfaction of any tax withholding obligations, in each case in a manner permitted by the applicable stock option; provided, however, that the securities so acquired may not be sold (either outright or in connection with a “cashless” exercise transaction through a broker) during a Corporate Blackout Period;
- purchases of securities from the Company or sales, pledges or gifts of securities to the Company;
- an acquisition of Company securities pursuant to a stock split, stock dividend or pro rata distribution to Company stockholders;
- an acquisition or disposition of Company securities pursuant to a domestic relations order, as defined in the Internal Revenue Code; and
- purchases or sales made pursuant to a binding contract, written plan or specific instruction (a “Trading Plan”) which is adopted and operated in compliance with Rule 10b5-1 under the Exchange Act; provided such Trading Plan: (1) is in writing; (2) was submitted to the Company for review by the Company prior to its adoption; and (3) was not adopted during a Corporate Blackout Period or otherwise at a time when the maker of such plan possessed material nonpublic information; and provided further, that:
 - Any Trading Plan adopted by a Director or Section 16 Officer may not provide for trades to occur during a regularly scheduled quarter-end Corporate Blackout Period;

- if such Trading Plan is adopted by a person other than a Director or Section 16 Officer and provides for trades to occur only once per quarter or less frequently, such Trading Plan may not provide for trades to occur during a regularly scheduled quarter-end Corporate Blackout Period.

4. **PRE-CLEARANCE OF SECURITIES TRANSACTIONS.**

4.1 This Section 4 of the Policy applies to the following persons:

- all Directors;
- all Section 16 Officers;
- Other Designated Employees;
- all family members or life partners of Directors and Section 16 Officers who share the same address as, or are financially dependent on, the Director and Section 16 Officers;
- all corporations, partnerships, trusts or other entities owned or controlled by any of the above persons; and
- those consultants that may be designated by the Company from time to time.

4.2 No person covered by this Section 4 may purchase, sell or otherwise acquire or dispose of securities of the Company, other than in an Exempt Transaction (as defined in Section 3.3 above), unless he or she notifies the Assistant General Counsel or General Counsel or, in their absence, the Chief Executive Officer of the Company, prior to such transaction.

4.3 No Director or Section 16 Officer may purchase, sell or otherwise acquire or dispose of securities of the Company unless such transaction is first pre-cleared by at least two members of the Company's Trading Committee, which shall consist of the Company's Chief Executive Officer, Chief Financial Officer, General Counsel and Assistant General Counsel.

4.4 Each Director or Section 16 Officer covered by this Section 4 shall also notify the Assistant General Counsel or General Counsel of the occurrence of any purchase, sale or other acquisition or disposition of securities of the Company, other than an Exempt Transaction, as soon as possible following the transaction, but in any event, within one business day after the transaction. This notification, which may be oral, in writing or via e-mail, should describe the type of transaction that occurred (i.e., an open market purchase, a privately negotiated sale, an option exercise, etc.), the date of the transaction, the number of shares covered by the transaction, the purchase or sale price (if applicable), and whether the transaction was effected by the Director, or executive officer, other employees or consultants as are designated from time to time, or by a relative or affiliated entity of the foregoing. For purposes of this Section 4.4, a

purchase, sale or other acquisition or disposition shall be deemed to occur at the time that the person becomes irrevocably committed to it; in the case of an open market purchase or sale, this occurs when the trade is executed (not when it settles).

5. OTHER PROHIBITIONS ON TRADING ACTIVITIES.

5.1 This Section 5 of the Policy applies to the following persons:

- all Directors;
- all Section 16 Officers;
- all family members or life partners of Directors and Section 16 Officers who share the same address as, or are financially dependent on, the Director and Section 16 Officers;
- all corporations, partnerships, trusts or other entities owned or controlled by any of the above persons; and
- those consultants that may be designated by the Company from time to time.

5.2 Persons covered by this Section 5 may not engage in any of the following types of transactions:

- short sales of Company securities, except for transactions made in compliance with Section 16(c) of the Exchange Act; or
- purchases or sales of puts or calls for speculative purposes.

5.3 While purchases or sales of puts or calls in connection with valid hedging transactions are not prohibited by this Section 5, any person proposing to engage in such transactions should obtain appropriate legal and financial counseling.

6. PENALTIES FOR VIOLATION.

Violation of any of the foregoing rules is grounds for disciplinary action by the Company, including employment termination.

7. COMPANY ASSISTANCE AND EDUCATION.

7.1 The Company shall take reasonable steps designed to ensure that all Directors and employees of the Company are educated about, and periodically reminded of, the federal securities law restrictions and Company policies regarding insider trading.

7.2 The Company shall provide reasonable assistance to all Directors and Section 16 Officers, as requested by such Directors and Section 16 Officers, in connection with the filing of Forms 3, 4 and 5 under Section 16 of the Exchange Act. However, the ultimate responsibility, and liability, for timely filing remains with the Directors and Section 16 Officers.

8. APPLICABILITY.

No person that is subject of this Policy shall be determined to have been in possession of material nonpublic information solely by virtue of the fact that they are subject of this Policy.