ALLSCRIPTS-MISYS HEALTHCARE SOLUTIONS, INC.
Form 424B3
July 14, 2010
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Registration No. 333-167846

PROPOSED MERGER

YOUR VOTE IS VERY IMPORTANT

To the Stockholders of Allscripts and Eclipsys,

The boards of directors of Allscripts-Misys Healthcare Solutions, Inc. (Allscripts) and Eclipsys Corporation (Eclipsys) have each approved the merger of a wholly owned subsidiary of Allscripts with and into Eclipsys, with Eclipsys surviving the merger and continuing as a wholly owned subsidiary of Allscripts. Your vote is very important and we ask for your support in approving the merger and the issuance of Allscripts common stock to Eclipsys stockholders pursuant to the merger agreement.

If the merger is completed, Eclipsys stockholders will have the right to receive 1.2 shares of Allscripts common stock for each share of Eclipsys common stock, with cash paid in lieu of fractional shares. Allscripts stockholders will continue to own their existing Allscripts shares. The 1.2 exchange ratio is fixed and will not be adjusted for changes in the stock price of either company before the merger is completed. In the merger, Allscripts expects to issue approximately 69.2 million shares of Allscripts common stock to Eclipsys stockholders, based on Eclipsys shares of common stock outstanding as of July 13, 2010. After the closing of the merger, Eclipsys stockholders are expected to own approximately 37% of the outstanding shares of common stock of the combined company, assuming Misys plc (Misys) elects to exercise its right to require Allscripts to repurchase 5.3 million shares of Allscripts common stock, as contemplated by the Framework Agreement, dated as of June 9, 2010, by and among Allscripts, Misys and Eclipsys, which we refer to as the Framework Agreement.

Shares of Allscripts common stock are currently listed on The NASDAQ Global Select Market under the symbol MDRX, and shares of Eclipsys common stock are currently listed on The NASDAQ Global Select Market under the symbol ECLP . On July 13, 2010, the last trading day before the date of this joint proxy statement/prospectus/information statement, the closing sale price of Allscripts common stock was $17.25 per share and the closing sale price of Eclipsys common stock was $19.76 per share.

Your vote is very important. The merger cannot be completed unless Eclipsys stockholders adopt the merger agreement and Allscripts stockholders approve the issuance of Allscripts common stock to Eclipsys stockholders pursuant to the merger agreement. Completion of the merger is also subject to the closing of the transactions contemplated by the Framework Agreement and other closing conditions.

Allscripts and Eclipsys are each holding special meetings of their respective stockholders to vote on the proposals necessary to complete the merger. More information about these meetings and the merger is contained in this joint proxy statement/prospectus/information statement. **We encourage you to read this joint proxy statement/prospectus/information statement carefully and in its entirety, including the section entitled Risk Factors beginning on page 23 before voting.**

In addition, pursuant to the terms of the Framework Agreement, Misys has caused its direct and indirect subsidiaries as holders of Allscripts common stock, to approve, by written consent, the issuance of shares of Allscripts common stock to certain subsidiaries of Misys in exchange for 100% of the issued and outstanding shares of an indirect subsidiary of Misys, an amendment to the Allscripts certificate of incorporation to increase the number of authorized shares to permit the issuance of such shares to such subsidiaries of Misys and the issuance of shares of Allscripts common stock to be issued to Eclipsys stockholders pursuant to the merger agreement and certain additional amendments to the Allscripts certificate of incorporation, all of which are described further in this joint proxy statement/prospectus/information statement.

Whether or not you plan to attend your company s special meeting, please take the time to vote by telephone or via the Internet in accordance with the instructions on the enclosed proxy card or by completing and returning the proxy card in the enclosed envelope. If you are either an Allscripts or Eclipsys stockholder and you sign, date and mail your proxy card without indicating how you want to vote, your proxy will be counted as a vote FOR the proposals to be voted on.

Eclipsys board of directors recommends that Eclipsys stockholders vote FOR the proposal to adopt the merger agreement and FOR the proposal to adjourn the Eclipsys special meeting, if necessary, to solicit additional proxies. Allscripts board of directors recommends that Allscripts stockholders vote FOR the proposal to approve the issuance of Allscripts common stock to Eclipsys stockholders pursuant to the merger agreement and FOR the proposal to adjourn the Allscripts special meeting, if necessary, to solicit additional proxies. The recommendation of Allscripts board of directors is based, in part, upon the recommendation of the Allscripts audit committee, consisting of independent and disinterested directors of Allscripts.

We enthusiastically support this merger of our companies and join with our respective boards of directors in recommending that you vote in favor of the proposals described in this joint proxy statement/prospectus/information statement.

Sincerely,

Glen E. Tullman	Philip M. Pead
Chief Executive Officer	President and Chief Executive Officer
Allscripts-Misys Healthcare Solutions, Inc.	Eclipsys Corporation

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS JOINT PROXY STATEMENT/PROSPECTUS/INFORMATION STATEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this joint proxy statement/prospectus/information statement is July 14, 2010, and this joint proxy statement/prospectus/information statement and the accompanying proxy card are first being mailed to the Allscripts and Eclipsys stockholders on or about July 15, 2010.

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Allscripts-Misys Healthcare Solutions, Inc.

222 Merchandise Mart Plaza, Suite 2024

Chicago, Illinois 60654

Telephone: (312) 506-1200

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON AUGUST 13, 2010

Dear Stockholders of Allscripts:

On behalf of the board of directors of Allscripts-Misys Healthcare Solutions, Inc. (Allscripts), we are pleased to deliver this joint proxy statement/prospectus/information statement in connection with the proposed merger between a wholly owned subsidiary of Allscripts and Eclipsys Corporation, a Delaware corporation (Eclipsys), pursuant to which the wholly owned subsidiary of Allscripts will merge with and into Eclipsys, with Eclipsys surviving the merger and continuing as a wholly owned subsidiary of Allscripts.

A special meeting of Allscripts stockholders will be held on August 13, 2010 at 9:00 a.m., local time at the offices of Sidley Austin LLP, located at One South Dearborn, Chicago, Illinois 60603, for the following purposes:

1. To consider and vote upon a proposal to approve the issuance of shares of Allscripts common stock to Eclipsys stockholders pursuant to the Agreement and Plan of Merger, dated as of June 9, 2010, by and among Allscripts, Eclipsys and Arsenal Merger Corp. (a wholly owned subsidiary of Allscripts formed for the purpose of the merger) (the Merger Agreement), a copy of which is included as Annex A to the joint proxy statement/prospectus/information statement accompanying this notice.

2. To consider and vote upon a proposal to adjourn the Allscripts special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the proposal described above.

3. To transact such other business as may properly come before the Allscripts special meeting or any adjournments or postponements thereof.

Only stockholders of record at the close of business on July 13, 2010, the record date for the Allscripts special meeting, are entitled to notice of and to vote at the Allscripts special meeting and any adjournments or postponements thereof.

Approval of proposal 1 is required for completion of the merger and the other transactions contemplated by the Merger Agreement.

In addition, Allscripts majority stockholder, Misys plc (Misys), has approved by written consent the issuance of shares of Allscripts common stock to certain subsidiaries of Misys pursuant to the Framework Agreement in exchange for 100% of the issued and outstanding shares of an indirect subsidiary of Misys, and certain amendments to Allscripts Second Amended and Restated Certificate of Incorporation, copies of which are included as Annex I and Annex J to the joint proxy statement/prospectus/information statement accompanying this notice. This joint proxy statement/prospectus/information statement serves as notice to all Allscripts stockholders of these actions to be taken by written consent.

Your vote is very important. Your failure to vote will make it more difficult to obtain the necessary quorum for purposes of approving the share issuance. Whether or not you plan to attend the Allscripts special meeting, please take the time to vote by completing and mailing the enclosed proxy card or voting instruction card or, if the option is available to you, by granting your proxy electronically over the Internet or by telephone.

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You may revoke your proxy at any time before the vote is taken by following the procedures set forth under The Special Meeting of Allscripts Stockholders Revocation of Proxies in the joint proxy statement/prospectus/information statement that accompanies this notice.

This joint proxy statement/prospectus/information statement contains important information about Allscripts, Eclipsys, the proposed merger and related transactions and the special meetings. **We encourage you to read carefully this joint proxy statement/prospectus/information statement before voting, including the section entitled Risk Factors beginning on page 23.**

Allscripts board of directors recommends that Allscripts stockholders vote FOR the proposal to approve the issuance of Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement and FOR the proposal to adjourn the Allscripts special meeting, if necessary, to solicit additional proxies. The recommendation of Allscripts board of directors is based, in part, upon the recommendation of the Allscripts audit committee, consisting of independent and disinterested directors of Allscripts.

By Order of the Board of Directors,

Chief Executive Officer

July 14, 2010

Chicago, Illinois

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Eclipsys Corporation

Three Ravinia Drive

Atlanta, GA 30346

Telephone: 404-847-5000

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON AUGUST 13, 2010

Dear Stockholders of Eclipsys:

On behalf of the board of directors of Eclipsys Corporation (Eclipsys), we are pleased to deliver this joint proxy statement/prospectus/information statement in connection with the proposed merger between Eclipsys and a wholly owned subsidiary of Allscripts-Misys Healthcare Solutions, Inc., a Delaware corporation (Allscripts), pursuant to which the wholly owned subsidiary of Allscripts will merge with and into Eclipsys, with Eclipsys surviving the merger and continuing as a wholly owned subsidiary of Allscripts. If we complete the merger, your shares of Eclipsys common stock will be converted into the right to receive shares of Allscripts common stock. In connection with the proposed merger, a special meeting of stockholders will be held on August 13, 2010 at 10:00 a.m., local time at the Eclipsys headquarters, located at Three Ravinia Drive, Atlanta, Georgia 30346, for the following purposes:

1. To consider and vote upon a proposal to adopt the Agreement and Plan of Merger, dated as of June 9, 2010, by and among Allscripts, Eclipsys and Arsenal Merger Corp. (a wholly owned subsidiary of Allscripts formed for the purpose of the merger) (the Merger Agreement), a copy of which is included as Annex A to the joint proxy statement/prospectus/information statement accompanying this notice.

2. To consider and vote upon a proposal to adjourn the Eclipsys special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the proposal described above.

3. To transact such other business as may properly come before the Eclipsys special meeting or any adjournments or postponements thereof.

Only stockholders of record at the close of business on July 13, 2010, the record date for the Eclipsys special meeting, are entitled to notice of and to vote at the Eclipsys special meeting and any adjournments or postponements thereof.

Approval of proposal 1 is required for completion of the merger and the other transactions contemplated by the Merger Agreement.

Your vote is very important. Your failure to vote will have the same effect as a vote against the adoption of the Merger Agreement and approval of the merger. Whether or not you plan to attend the Eclipsys special meeting, please take the time to vote by completing and mailing the enclosed proxy card or voting instruction card or, if the option is available to you, by granting your proxy electronically over the Internet or by telephone. You may revoke your proxy at any time before the vote is taken by following the procedures set forth in the section entitled The Special Meeting of Eclipsys Stockholders Revocation of Proxies.

This joint proxy statement/prospectus/information statement contains important information about Allscripts, Eclipsys, the proposed merger and related transactions and the special meetings. **We encourage you to read carefully this joint proxy statement/prospectus/information statement before voting, including the section entitled Risk Factors beginning on page 23.**

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Eclipsys board of directors recommends that Eclipsys stockholders vote FOR the adoption of the Merger Agreement and FOR the adjournment of the Eclipsys meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the foregoing.

By Order of the Board of Directors,

President and Chief Executive Officer

July 14, 2010

Atlanta, Georgia

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ADDITIONAL INFORMATION

This joint proxy statement/prospectus/information statement incorporates by reference important business and financial information about Allscripts-Misys Healthcare Solutions, Inc. (Allscripts) and Eclipsys Corporation (Eclipsys) from documents that are not included in or delivered with this joint proxy statement/prospectus/information statement. For a more detailed description of the information incorporated by reference into this joint proxy statement/prospectus/information statement and how you may obtain it, see Additional Information Where You Can Find More Information.

You can obtain any of the documents incorporated by reference into this joint proxy statement/prospectus/information statement without charge from Allscripts or Eclipsys, as applicable, or from the Securities and Exchange Commission, which we refer to as the SEC, through the SEC s website at *www.sec.gov*. Allscripts and Eclipsys stockholders may request a copy of such documents in writing or by telephone by contacting:

Allscripts-Misys Healthcare Solutions, Inc.	Eclipsys Corporation
222 Merchandise Mart Plaza, Suite 2024	Three Ravinia Drive
Chicago, Illinois 60654	Atlanta, GA 30346
Attn.: Investor Relations	Attn.: Investor Relations
(312) 506-1213	(404) 847-5965

In addition, you may obtain copies of some of this information by accessing Allscripts website at *www.allscripts.com* under the heading Company, then under the link Investor Relations, and then under the link SEC Filings.

You may also obtain copies of some of this information by accessing Eclipsys website at *www.eclipsys.com* under the link Investors, and then under the link Financial Information.

We are not incorporating the contents of the websites of the SEC, Allscripts, Eclipsys or any other entity into this joint proxy statement/prospectus/information statement. We are providing the information about how you can obtain certain documents that are incorporated by reference into this joint proxy statement/prospectus/information statement at these websites only for your convenience.

In order for you to receive timely delivery of the documents in advance of the respective Allscripts and Eclipsys special meetings, Allscripts or Eclipsys, as applicable, must receive your request no later than five days prior to the date of your company s special meeting, which is August 13, 2010 for both the Allscripts special meeting and the Eclipsys special meeting.

We have not authorized anyone to give any information or make any representation about the merger and related transactions or our companies that is different from, or in addition to, that contained in this joint proxy statement/prospectus/information statement or in any of the materials that we have incorporated into this joint proxy statement/prospectus/information statement. Therefore, if anyone does give you information of this kind, you should not rely on it. If you are in a jurisdiction where offers to exchange or sell, or solicitations of offers to exchange or purchase, the securities offered by this joint proxy statement/prospectus/information statement or the solicitation of proxies is unlawful, or if you are a person to whom it is unlawful to direct these types of activities, then the offer presented in this joint proxy statement/prospectus/information statement does not extend to you. The information contained in this joint proxy statement/prospectus/information statement is accurate only as of the date of this joint proxy statement/prospectus/information statement unless the information specifically indicates that another date applies.

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QUESTIONS AND ANSWERS ABOUT THE TRANSACTION AND

THE SPECIAL MEETINGS OF ALLSCRIPTS AND ECLIPSYS STOCKHOLDERS

The following are some questions that you, as a stockholder of Allscripts or Eclipsys, may have regarding the special meeting of Allscripts stockholders, which we refer to as the Allscripts special meeting, or the special meeting of Eclipsys stockholders, which we refer to as the Eclipsys special meeting, and brief answers to those questions. For more detailed information about the matters discussed in these questions and answers, see The Special Meeting of Allscripts Stockholders and The Special Meeting of Eclipsys Stockholders. Allscripts and Eclipsys encourage you to read carefully the remainder of this joint proxy statement/prospectus/information statement because the information in this section does not provide all of the information that might be important to you with respect to the merger and the other matters being considered at the Allscripts special meeting or the Eclipsys special meeting. Additional important information is also contained in the Annexes to and in the documents incorporated by reference into this joint proxy statement/prospectus/information statement.

Q: Why am I receiving this joint proxy statement/prospectus/information statement?

A: Allscripts and Eclipsys have agreed to the combination of Eclipsys and Allscripts under the terms of an Agreement and Plan of Merger, dated as of June 9, 2010, by and among Allscripts, Arsenal Merger Corp. (a wholly owned subsidiary of Allscripts formed for the purpose of the merger) and Eclipsys, which we refer to as the Merger Agreement, and which is described in this joint proxy statement/prospectus/information statement. A copy of the Merger Agreement is included as Annex A to this joint proxy statement/prospectus/information statement. We are delivering this document to you because it serves as (i) a joint proxy statement of Allscripts and Eclipsys, (ii) a prospectus of Allscripts and (iii) an information statement with respect to certain actions taken by written consent of the stockholders of Allscripts. It is a joint proxy statement because it is being used by the Allscripts board of directors and the Eclipsys board of directors to solicit the proxies of Allscripts stockholders and Eclipsys stockholders. It is a prospectus because Allscripts is offering Allscripts common stock in exchange for Eclipsys common stock if the merger is completed. It is an information statement because it serves as notice to the Allscripts stockholders of certain actions taken by written consent by Misys plc, which we refer to as Misys, an Allscripts stockholder that currently holds a majority of the outstanding shares of Allscripts common stock.

In order to complete the merger, among other things, Allscripts stockholders must vote to approve the issuance of Allscripts common stock to the stockholders of Eclipsys pursuant to the Merger Agreement and Eclipsys stockholders must vote to adopt the Merger Agreement.

Allscripts and Eclipsys will hold separate meetings to obtain these approvals.

This joint proxy statement/prospectus/information statement, which you should read carefully in its entirety, contains important information about the merger and related transactions, the Merger Agreement, the meetings of stockholders of Allscripts and Eclipsys and the actions taken by written consent of the Allscripts stockholders.

Q: When and where will the special meetings of the Allscripts and Eclipsys stockholders be held?

A: The Allscripts special meeting will take place at the offices of Sidley Austin LLP, located at One South Dearborn, Chicago, Illinois 60603 on August 13, 2010 at 9:00 a.m. local time.

The Eclipsys special meeting will take place at the Eclipsys headquarters, located at Three Ravinia Drive, Atlanta, Georgia 30346 on August 13, 2010 at 10:00 a.m. local time.

Q: Who can attend and vote at the special meetings?

A: Only holders of record of Allscripts common stock at the close of business on July 13, 2010, which we refer to as the Allscripts record date, are entitled to notice of and to vote at the Allscripts special meeting. As of

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the Allscripts record date, there were 146,518,961 shares of Allscripts common stock outstanding and entitled to vote at the Allscripts special meeting, held by 432 holders of record. Each holder of Allscripts common stock is entitled to one vote for each share of Allscripts common stock owned as of the Allscripts record date.

Only holders of record of Eclipsys common stock at the close of business on July 13, 2010, which we refer to as the Eclipsys record date, are entitled to notice of and to vote at the Eclipsys special meeting. As of the Eclipsys record date, there were 57,662,451 shares of Eclipsys common stock outstanding and entitled to vote at the Eclipsys special meeting, held by 362 holders of record. Each holder of Eclipsys common stock is entitled to one vote for each share of Eclipsys common stock owned as of the Eclipsys record date.

Q: What are Allscripts stockholders being asked to vote upon?

A: The Allscripts special meeting is being called for the following purposes:

1. To consider and vote upon a proposal to approve the issuance of shares of Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement, a copy of which is included as Annex A to this joint proxy statement/prospectus/information statement.

2. To consider and vote upon a proposal to adjourn the Allscripts special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the proposal described above.

3. To transact such other business as may properly come before the Allscripts special meeting or any adjournments or postponements thereof.

Q: What are Eclipsys stockholders being asked to vote upon?

A: The Eclipsys special meeting is being called for the following purposes:

1. To consider and vote upon a proposal to adopt the Merger Agreement, a copy of which is included as Annex A to this joint proxy statement/prospectus/information statement.

2. To consider and vote upon a proposal to adjourn the Eclipsys special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the proposal described above.

3. To transact such other business as may properly come before the Eclipsys special meeting or any adjournments or postponements thereof.

Q: Do the boards of directors of Allscripts and Eclipsys recommend approval of the merger proposals?

A: Yes. The boards of directors of both companies have approved the merger and recommend approval of the applicable merger proposals by the stockholders of their respective companies. For a more complete description of the recommendations of the respective boards of directors, see the sections entitled The Merger Recommendation of the Allscripts Audit Committee and the Allscripts Board of Directors and Their Reasons for the Merger and the Coniston Transactions beginning on page 102 and The Merger Recommendation of the Eclipsys Board of Directors and Its Reasons for the Merger beginning on page 109.

Q: Have any Allscripts stockholders already agreed to vote for the issuance of Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement?

A: In connection with the execution of the Merger Agreement, Allscripts and Eclipsys entered into a voting agreement with Misys and certain of Misys subsidiaries, which we refer to as the Misys Voting Agreement, pursuant to which Misys and certain of its subsidiaries agreed to vote 15.5 million shares of Allscripts common stock owned or held by such Misys subsidiaries (approximately 10.58% of the outstanding Allscripts common stock as of July 13, 2010) in favor of the issuance of Allscripts common stock to stockholders of Eclipsys pursuant to the Merger Agreement at the Allscripts special meeting. In addition, Eclipsys entered into voting agreements with certain directors of Allscripts, pursuant to which such directors agreed to vote their shares of Allscripts common stock (approximately 0.97% of the outstanding Allscripts common stock as of July 13, 2010) in favor of the issuance of Allscripts common stock to stockholders of Eclipsys pursuant to the Merger Agreement at the Allscripts special meeting.

Q: Have any Eclipsys stockholders already agreed to vote for the adoption of the Merger Agreement?

A: In connection with the execution of the Merger Agreement, Allscripts entered into voting agreements with certain directors of Eclipsys, pursuant to which such directors agreed to vote their shares of Eclipsys common stock (approximately 0.45% of the outstanding Eclipsys common stock as of July 13, 2010) in favor of the adoption of the Merger Agreement.

Q: Are there risks involved in undertaking the merger?

A: Yes. In evaluating the merger, Allscripts and Eclipsys stockholders should carefully consider the factors disclosed in the section of this joint proxy statement/prospectus/information statement entitled Risk Factors beginning on page 23, and other information included in this joint proxy statement/prospectus/information statement and the documents incorporated by reference in this joint proxy statement/prospectus/information statement.

Q: What will happen in the proposed merger?

A: In the proposed merger, a wholly owned subsidiary of Allscripts will merge with and into Eclipsys. After the merger, Eclipsys will be a wholly owned subsidiary of Allscripts and will no longer be a public company. See the sections entitled The Merger Agreement Structure and Completion of the Merger beginning on page 165.

Q: When will the merger be completed?

A: Allscripts currently expects to complete the merger during the second half of 2010. However, it is possible that factors outside Allscripts and Eclipsys control could delay the completion of the merger to a later time or result in the merger not being completed at all. For a discussion of the conditions to the merger, see The Merger Agreement Conditions to Completion of the Merger beginning on page 168.

Q: What will Allscripts stockholders receive if the merger occurs?

A: Allscripts stockholders will continue to own their existing Allscripts shares. However, those shares will represent a smaller proportion of the outstanding shares of the combined company due to the issuance of Allscripts common stock to Eclipsys stockholders in connection with the merger.

Q: What will Eclipsys stockholders receive if the merger occurs?

A: If the merger is completed, at the effective time of the merger each share of Eclipsys common stock will convert into the right to receive 1.2 shares of Allscripts common stock, which we refer to as the Exchange Ratio. See the section entitled The Merger Agreement Merger Consideration beginning on page 165.

Q: Will the Exchange Ratio be adjusted if the Allscripts or Eclipsys stock price changes prior to the merger?

A: The Exchange Ratio is fixed and will not be adjusted to reflect changes in the stock price of either company before the merger is completed.

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Q: What will Eclipsys equity award holders receive if the merger occurs?

A: Each outstanding Eclipsys stock option, restricted stock, restricted stock unit, deferred stock unit and performance stock unit award will be converted into an Allscripts option, restricted stock, restricted stock unit, deferred stock unit or performance stock unit award, as the case may be, with appropriate adjustments to the number of shares subject to the award and, if applicable, the per share exercise price to reflect the Exchange Ratio. The substitute awards will become exercisable, vested or payable, as the case may be, upon the same terms that applied to the related Eclipsys award, subject to any acceleration of vesting (and any payment adjustment, in the case of performance stock units) that occurs as a result of the merger or any other subsequent event, as required in the applicable award agreement or employment agreement.

Q: Why is Misys reducing its stake in Allscripts?

A: Allscripts and Eclipsys ability to structure the merger of an Allscripts subsidiary with Eclipsys in a manner which their respective boards believe delivers the best result for their stockholders relies on Allscripts being able to use its shares as currency for the transaction. The Listing Rules of the UK Listing Authority require companies with a premium listing, such as Misys, to control the majority of their assets. Implementing the proposed share for share merger with Eclipsys as a standalone transaction would have the effect of diluting Misys stake in Allscripts to a level where Misys would not control Allscripts but would still retain a very significant portion of the combined company. The Misys board of directors, therefore, determined that the optimum outcome for Misys shareholders is to crystallize the significant value created through the 2008 transactions in which Allscripts acquired Misys Healthcare Systems, LLC by effecting the proposed separation transaction and reducing Misys stake in Allscripts to a level which will enable Misys to continue to hold Allscripts shares in compliance with the requirements of the Listing Rules while at the same time enabling Allscripts to use its shares as currency for the proposed merger with Eclipsys.

Q: What vote of Allscripts stockholders is required to approve the issuance of Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement and the proposal to adjourn the Allscripts special meeting, if necessary, to solicit additional proxies?

A: The proposal to approve the issuance of the Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement and the proposal to adjourn the Allscripts special meeting, if necessary, to solicit additional proxies each must be approved by the affirmative vote of the holders of a majority in voting power present in person or represented by proxy at the Allscripts special meeting. See the section entitled The Special Meeting of Allscripts Stockholders Quorum and Vote Required beginning on page 67. Misys and certain of its subsidiaries have agreed to vote 15.5 million of their shares of Allscripts common stock, which represent approximately 10.58% of the outstanding common stock of Allscripts as of July 13, 2010, in favor of these proposals at the Allscripts special meeting.

Q: What vote of Eclipsys stockholders is required to adopt the Merger Agreement and to approve the proposal to adjourn the Eclipsys special meeting, if necessary, to solicit additional proxies?

The proposal to adopt the Merger Agreement must be approved by the affirmative vote of Eclipsys stockholders representing a majority of the outstanding shares of Eclipsys common stock entitled to vote at the Eclipsys special meeting, represented in person or by proxy. The proposal to adjourn the Eclipsys special meeting, if necessary, to solicit additional proxies, requires the affirmative vote of Eclipsys stockholders representing a majority of the shares of common stock present and entitled to vote at the special meeting, represented in person or by proxy. See the section entitled The Special Meeting of Eclipsys Stockholders Quorum and Vote Required beginning on page 73.

Q: What will happen if I abstain from voting, fail to vote or do not direct how to vote on my proxy?

A: The failure of an Allscripts or Eclipsys stockholder to vote or to instruct his or her broker, bank or other nominee to vote if his or her shares are held in street name may have a negative effect on the ability of Allscripts or Eclipsys, as applicable, to obtain the number of votes necessary for approval of the proposals.

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For purposes of the Allscripts stockholder vote, an abstention, which occurs when a stockholder attends a meeting, either in person or by proxy, but abstains from voting, will have the same effect as voting against the proposal to approve the issuance of the Allscripts common stock to stockholders of Eclipsys pursuant to the Merger Agreement and against the proposal to adjourn the Allscripts special meeting, if necessary, to solicit additional proxies.

The failure of an Allscripts stockholder to instruct his or her broker, bank or other nominee to vote if his or her shares are held in street name will result in a broker non-vote. Broker non-votes will not be considered voting power present for purposes of voting on the Allscripts proposals and therefore will have no effect on whether the proposal to approve the issuance of the Allscripts common stock to stockholders of Eclipsys pursuant to the Merger Agreement or the proposal to adjourn the Allscripts special meeting, if necessary, to solicit additional proxies are approved. The failure of an Allscripts stockholder to attend the meeting or to vote his or her shares will be treated in the same manner, and have the same effect, as broker non-votes. All properly signed proxies that are received prior to the Allscripts special meeting and that are not revoked will be voted at the Allscripts special meeting according to the instructions indicated on the proxies or, if no direction is indicated, they will be voted **FOR** the proposal to approve the issuance of the Allscripts common stock to stockholders of Eclipsys pursuant to the Merger Agreement and **FOR** the proposal to adjourn the Allscripts special meeting, if necessary, to solicit additional proxies.

For purposes of the Eclipsys stockholder vote, an abstention will have the same effect as voting against the proposal to adopt the Merger Agreement and the proposal to adjourn the Eclipsys special meeting, if necessary, to solicit additional proxies. Broker non-votes will have the same effect as voting against the proposal to adopt the Merger Agreement but will have no effect on the proposal to adjourn the Eclipsys special meeting, if necessary, to solicit additional proxies. All properly signed proxies that are received prior to the Eclipsys special meeting and that are not revoked will be voted at the Eclipsys special meeting according to the instructions indicated on the proxies or, if no direction is indicated, they will be voted **FOR** the proposal to adopt the Merger Agreement and **FOR** the proposal to adjourn the Eclipsys special meeting, if necessary, to solicit additional proxies.

Q: How do I instruct my broker, bank or other nominee to vote in connection with the proposals?

A: If your shares are held by a broker, bank or other nominee you must follow the instructions on the form you receive from your broker, bank or other nominee in order for your shares to be voted. Please follow their instructions carefully. Also, please note that if the holder of record of your shares is a broker, bank or other nominee and you wish to vote at the special meeting, you must request a legal proxy from the bank, broker or other nominee that holds your shares and present that proxy and proof of identification at the special meeting to vote your shares. Based on the instructions provided by the broker, bank or other nominee, street name stockholders may generally vote by mail, by methods listed on the voting instruction card or in person with a proxy from the record holder.

Q: If my shares are held in street name, will my broker, bank or other nominee vote my shares for me?

A: If you do not provide your broker, bank or other nominee with instructions on how to vote your street name shares, your broker, bank or other nominee will not be permitted to vote them.

Q: Can I change my vote after I have mailed my signed proxy?

A: Yes. If you are a holder of record, you can change your vote at any time before your proxy is voted at the special meeting by:

delivering a signed written notice of revocation to the corporate secretary of your company at:

Allscripts-Misys Healthcare Solutions, Inc.	Eclipsys Corporation

Lee A. Shapiro
222 Merchandise Mart Plaza, Suite 2024
Chicago, Illinois 6065

Brian W. Copple
Three Ravinia Drive
Atlanta, GA 30346

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delivering a valid, later-dated proxy by mail, or a later-dated proxy by telephone or Internet;

submitting another proxy by telephone or on the Internet (relating to the same shares and bearing a later date); or

attending the special meeting and voting in person, although your attendance alone will not revoke your proxy.

If your shares are held in a street name account, you must contact your broker, bank or other nominee to change your vote.

Q: Should Eclipsys stockholders send in their stock certificates now?

A: No. After the merger is completed, Eclipsys stockholders will be sent written instructions for exchanging their shares of Eclipsys common stock for shares of Allscripts common stock.

Q: What should Allscripts and Eclipsys stockholders do now in order to vote on the proposals being considered at their company s special meeting?

A: Stockholders of record of Allscripts as of the Allscripts record date and stockholders of record of Eclipsys as of the Eclipsys record date may vote now by proxy by completing, signing, dating and returning the enclosed proxy card in the accompanying pre-addressed postage-paid envelope or by submitting a proxy over the Internet or by telephone by following the instructions on the enclosed proxy card. If you hold Allscripts shares or Eclipsys shares in street name, which means your shares are held of record by a broker, bank or other nominee, you must provide the record holder of your shares with instructions on how to vote your shares. Please refer to the voting instruction card used by your broker, bank or other nominee to see if you may submit voting instructions using the Internet or telephone.

Additionally, you may also vote in person by attending your company s special meeting. If you plan to attend your company s special meeting and wish to vote in person, you will be given a ballot at the special meeting. Please note, however, that if your shares are held in street name, and you wish to vote in person at your company s special meeting, you must bring a proxy from the record holder of the shares authorizing you to vote at the special meeting. Whether or not you plan to attend your company s special meeting, you are encouraged to grant your proxy as described in this joint proxy statement/prospectus/information statement.

Q: Can I dissent and require appraisal of my shares?

A: No. Under Delaware law, Allscripts and Eclipsys stockholders have no right to an appraisal of the value of their shares in connection with the merger.

Q: Who can help answer my questions?

A: If you have any questions about the merger or how to submit your proxy, or if you need additional copies of this joint proxy statement/prospectus/information statement, the enclosed proxy card or voting instructions, you should contact:

If you are an Allscripts stockholder:

Allscripts-Misys Healthcare Solutions, Inc.	D.F. King & Co, Inc.

222 Merchandise Mart Plaza, Suite 2024	48 Wall Street, 22nd Floor
Chicago, Illinois 60654	New York, New York 10005
Attn.: Investor Relations	(800) 848-3416 (toll-free), or
(312) 506-1213	(212) 269-5550 (call collect)

If you are an Eclipsys stockholder:

Eclipsys Corporation	Innisfree M&A, Incorporated
Three Ravinia Drive	501 Madison Avenue, 20th Floor
Atlanta, GA 30346	New York, New York 10022
Attn.: Investor Relations	(888) 750-5834 (toll-free)
(404) 847-5965	(212) 750-5833 (call collect)

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SUMMARY OF THE JOINT PROXY STATEMENT/PROSPECTUS/INFORMATION STATEMENT

This summary highlights selected information contained elsewhere in this document and may not contain all the information that is important to you. You should carefully read this entire joint proxy statement/prospectus/information statement, including the annexes and the other documents to which we refer, for a more complete understanding of the merger and the other matters being considered at the applicable stockholders meeting. For more information, please see the section entitled Additional Information Where You Can Find More Information in this joint proxy statement/prospectus/information statement.

The Companies

Allscripts-Misys Healthcare Solutions, Inc.

222 Merchandise Mart Plaza, Suite 2024

Chicago, Illinois 60654

(312) 506-1213

Allscripts is a leading provider of clinical software, services, information and connectivity solutions that empower physicians and other healthcare providers to deliver best-in-class patient safety, clinical outcomes and financial results. Allscripts businesses provide innovative solutions that inform physicians with just right, just in time information, connect physicians to each other and to the entire community of care, and transform healthcare, improving both the quality and efficiency of care. Allscripts provides various clinical software applications, including electronic health records, practice management, revenue cycle management, clearinghouse services, electronic prescribing, Emergency Department Information System (EDIS), hospital care management and discharge management solutions, document imaging solutions, and a variety of solutions for home care and other post-acute facilities.

Arsenal Merger Corp.

222 Merchandise Mart Plaza, Suite 2024

Chicago, Illinois 60654

(312) 506-1213

Arsenal Merger Corp. is a wholly owned subsidiary of Allscripts and was formed solely for the purpose of completing the merger. Arsenal Merger Corp. has not carried on any activities to date, except for activities incidental to its formation and activities undertaken in connection with the merger.

Eclipsys Corporation

Three Ravinia Drive

Atlanta, GA 30346

(404) 847-5965

Eclipsys is a provider of advanced integrated clinical, revenue cycle and performance management software and related professional services that help healthcare organizations and physicians improve clinical, financial and operational outcomes. Eclipsys develops and licenses proprietary software and content that is designed for use in connection with many of the key clinical, financial and operational functions that healthcare organizations require. Eclipsys also provides professional services related to its software. These services include software implementation and maintenance, outsourcing of information technology operations, remote hosting of its software and third-party health information technology applications, technical and user training, and consulting.

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The Merger (see page 77)

Allscripts and Eclipsys have agreed to combine under the terms and conditions set forth in the Merger Agreement, which is described in this joint proxy statement/prospectus/information statement. Pursuant to the Merger Agreement, Arsenal Merger Corp., a wholly owned subsidiary of Allscripts, will merge with and into Eclipsys, with Eclipsys surviving the merger and continuing as the surviving corporation and a wholly owned subsidiary of Allscripts. The Merger Agreement is attached as Annex A to this joint proxy statement/prospectus/information statement, and we encourage you to read it in its entirety.

Merger Consideration

Upon completion of the merger, shares of Eclipsys common stock will be converted into the right to receive 1.2 shares of Allscripts common stock, which we refer to as the Exchange Ratio. The Exchange Ratio is fixed and will not be adjusted for changes in the stock prices of either company before the merger is completed. Allscripts will not issue fractional shares in the merger. Instead, each holder of shares of Eclipsys common stock who would otherwise be entitled to a fractional share of Allscripts common stock will be entitled to receive a cash payment, without interest, from the exchange agent in lieu of such fractional share. Allscripts stockholders will continue to own their existing Allscripts shares.

Each outstanding Eclipsys stock option, restricted stock, restricted stock unit, deferred stock unit and performance stock unit award will be converted into an Allscripts option, restricted stock, restricted stock unit, deferred stock unit or performance stock unit award, as the case may be, with appropriate adjustments to the number of shares subject to the award and, if applicable, the per share exercise price to reflect the Exchange Ratio. The substitute awards will become exercisable, vested or payable, as the case may be, upon the same terms that applied to the related Eclipsys award, subject to any acceleration of vesting (and any payment adjustment, in the case of performance stock units) that occurs as a result of the merger or any other subsequent event, as required in the applicable award agreement or employment agreement.

The Coniston Transactions (see page 190)

Framework Agreement

On June 9, 2010, Allscripts entered into a Framework Agreement with Misys. Eclipsys also entered into the Framework Agreement solely as third party beneficiary of certain provisions of the Framework Agreement. Pursuant to the Framework Agreement, Allscripts and Misys agreed, among other things and subject to certain conditions, to reduce Misys existing indirect ownership interest in Allscripts. As of June 8, 2010, Misys held indirectly 79,811,511 shares of Allscripts common stock, representing approximately 55% of the aggregate voting power of Allscripts capital stock. Upon completion of the Coniston Transactions described below and if Misys elects to exercise its right to require Allscripts to repurchase shares from Misys after the closing of the merger pursuant to the Contingent Share Repurchase described below, Misys equity stake in Allscripts following the merger is expected to be approximately 8%.

Subject to the terms and conditions of the Framework Agreement, Misys and Allscripts agreed that:

- 100% of the issued and outstanding shares of an indirect subsidiary of Misys, which we refer to as Newco, and which will hold 61,308,295 shares of Allscripts common stock, will be transferred to Allscripts in exchange for 61,308,295 newly issued shares of Allscripts common stock (which shares we refer to as the Exchange Shares, and which transaction we refer to as the Exchange);

- Allscripts will repurchase from indirect subsidiaries of Misys 24,442,083 shares of Allscripts common stock at an aggregate purchase price of $577.4 million (which shares we refer to as the Repurchase Shares, and which transaction we refer to as the Share Repurchase), which includes a payment of a premium of $117.4 million in connection with the sale by Misys of its controlling interest in Allscripts;

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Misys, directly or through one or more of its subsidiaries, will sell at least 36 million shares of Allscripts common stock in an underwritten secondary public offering, as described below (which shares we refer to as the Secondary Offering Shares and which transaction we refer to as the Secondary Offering); and

if the merger is completed, Misys will have the right to request that Allscripts repurchase from Misys or from one or more of its indirect subsidiaries 5,313,807 additional shares of Allscripts common stock at an aggregate purchase price of $101.6 million, which includes a payment of a premium of $1.6 million (which shares we refer to as the Contingent Share Repurchase Shares, and which transaction we refer to as the Contingent Share Repurchase), which right may be exercised for up to 10 days after completion of the merger.

We refer to the Exchange, the Share Repurchase and the Secondary Offering as the Coniston Transactions.

The closing of the Coniston Transactions is a condition to completion of the merger.

Allscripts expects to finance the Share Repurchase and the Contingent Share Repurchase, and to pay fees and expenses related to the Coniston Transactions and the Contingent Share Repurchase, with its cash on hand and the proceeds of the debt financing described below.

The Share Repurchase

Upon the terms and subject to the conditions of the Framework Agreement, Allscripts will repurchase 24,442,083 shares of Allscripts common stock held by Misys subsidiaries at a price per share of $18.82, for an aggregate consideration of $460.0 million, plus a payment of a premium of $117.4 million in connection with the sale by Misys of its controlling interest, for a total of $577.4 million. The price per share is based on the volume weighted average price of Allscripts common stock for the ten trading days immediately prior to the signing of the Framework Agreement.

The Secondary Offering

Upon the terms and subject to the conditions of the Framework Agreement and a related Registration Rights Agreement, Misys agreed to cause one or more of its subsidiaries to enter into an underwriting agreement for a secondary public offering of shares of Allscripts common stock pursuant to which one or more underwriters would purchase no fewer than 36 million Secondary Offering Shares at a price to the public of not less than $16.50 per share. Misys also agreed that the aggregate number of Secondary Offering Shares purchased by the underwriters in the Secondary Offering would not, when combined with the Repurchase Shares, result in Misys holding, directly or indirectly, fewer than 15.5 million shares of Allscripts common stock prior to any exercise of the underwriters over-allotment option. If a sale pursuant to the underwriters over-allotment option would result in Misys direct or indirect ownership falling below such threshold, then Allscripts would have a right of first refusal to issue and sell pursuant to the over-allotment option up to such number of shares of Allscripts common stock as is equal to the difference between the number of shares of Allscripts common stock required to satisfy the over-allotment option and the number of shares of Allscripts common stock that Misys may sell without falling below such threshold. For purposes of determining the number of outstanding shares of Allscripts common stock, this joint proxy statement/prospectus/information statement assumes that Allscripts does not exercise its rights under certain circumstances to issue and sell new shares of Allscripts common stock to satisfy the over-allotment option in the Secondary Offering.

Amended and Restated Relationship Agreement

Upon the completion of the Exchange and the Share Repurchase, the Relationship Agreement entered into between Allscripts and Misys on March 17, 2008 (as amended on August 14, 2008 and January 5, 2009) will be amended and restated, which we refer to as the Amended and Restated Relationship Agreement.

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Under the existing Relationship Agreement, Misys is entitled to nominate six out of the ten members of the Allscripts board of directors, including the chairman of the board. When Allscripts and Misys enter into the Amended and Restated Relationship Agreement, Misys will be entitled to nominate two directors, which will be permanently reduced to one director if Misys owns less than 15.5 million shares of Allscripts common stock, and which right will be permanently eliminated if Misys owns less than 5.0% of the then outstanding shares of Allscripts common stock or takes certain actions specified in the standstill provision referred to below.

The Amended and Restated Relationship Agreement will also contain a customary standstill provision, which will restrict Misys ability to acquire Allscripts securities for a period of five years after the closing of the Coniston Transactions. In addition, for a period of eighteen months after the closing of the Coniston Transactions, Misys will be obligated, subject to certain exceptions, to not deploy, sell, license or market any electronic medical health record or physician practice management software, related applications or solutions in any country in the world where Allscripts is conducting such operations on the date of the Framework Agreement, or utilize the name Misys or any trade name, trademark, brand name, domain name or logo containing or associated with the name Misys in connection with any health information technology solutions.

Written Consent

Pursuant to the terms of the Framework Agreement, Misys has caused its direct and indirect subsidiaries as holders of Allscripts common stock to act by written consent in lieu of a meeting of stockholders of Allscripts to approve the issuance of the Exchange Shares to certain subsidiaries of Misys in exchange for 100% of the issued and outstanding shares of an indirect subsidiary of Misys and an amendment to the Allscripts certificate of incorporation to increase the number of authorized shares to permit the issuance of the Exchange Shares and the shares of Allscripts common stock to be issued to Eclipsys stockholders pursuant to the Merger Agreement. In addition, pursuant to the Framework Agreement, Misys approved, by written consent, certain additional amendments to the Allscripts certificate of incorporation that will be effective only upon the closing of the Coniston Transactions, which would (i) change the name of Allscripts from Allscripts-Misys Healthcare Solutions, Inc. to Allscripts Healthcare Solutions, Inc. , (ii) eliminate the ability of Allscripts stockholders to act by written consent, (iii) elect that Allscripts be governed by Section 203 of the Delaware General Corporation Law, which we refer to as the DGCL, (iv) establish certain committee structures to implement certain agreements in the Amended and Restated Relationship Agreement related to the Allscripts board of directors, (v) upon the closing of the merger, establish certain committee structures to implement certain agreements in the Merger Agreement related to the directors of Allscripts and (vi) implement certain other additional incidental or clarifying amendments. For a more complete description of the actions taken by written consent in lieu of a meeting of stockholders of Allscripts, see the section entitled The Actions By Written Consent Of Allscripts Stockholders.

Tax Matters

The Framework Agreement also provides that Misys will indemnify Allscripts and its affiliates from, among other taxes, taxes imposed on Newco as a result of the Coniston Transactions and certain related restructuring transactions. Under the Framework Agreement, at or prior to the closing of the Coniston Transactions, Misys is required to obtain a bank guarantee in favor of Allscripts in an amount of $168 million to support this indemnification obligation. Misys is also required under the Framework Agreement to indemnify and hold harmless Allscripts and its affiliates from taxes imposed on Newco for periods on and prior to the closing date of the Coniston Transactions and to obtain, at or prior to the closing of the Coniston Transactions, a bank guarantee in favor of Allscripts in an amount of $45 million to support this indemnification obligation.

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The Debt Financing (see page 200)

Allscripts has signed a commitment letter with JPMorgan Chase Bank, N.A., Barclays Bank PLC, UBS Loan Finance LLC and certain of their affiliates for a $570 million senior secured term loan facility and a $150 million senior secured revolving facility, each of which is expected to close upon the closing of the Coniston Transactions, which we refer to as the Debt Commitment Letter. The facilities will be used to finance the Coniston Transactions and Contingent Share Repurchase, to pay certain fees and expenses in connection with the merger and the transactions contemplated by the Framework Agreement and to finance the working capital needs and general corporate purposes of Allscripts and its subsidiaries. Completion of the financing, which we refer to as the Debt Financing, is a condition to the closing of the Coniston Transactions, and the closing of the Coniston Transactions is a condition to the closing of the merger.

Recommendation of the Allscripts Audit Committee and the Allscripts Board of Directors (see page 102)

On June 8, 2010, the Allscripts audit committee, which is composed of independent members of the Allscripts board of directors, determined that the Merger Agreement and the transactions contemplated thereby are advisable, substantively and procedurally fair to, and in the best interests of, Allscripts and Allscripts stockholders (other than Misys and affiliates of Misys), and recommended that the Allscripts board of directors approve and adopt the Merger Agreement and the transactions contemplated thereby, and that Allscripts stockholders (other than Misys and affiliates of Misys) vote to approve the issuance of the Allscripts common stock to stockholders of Eclipsys pursuant to the Merger Agreement.

On June 8, 2010, the Allscripts board of directors, after hearing and considering the Allscripts audit committee s recommendation, approved the Merger Agreement and recommended that Allscripts stockholders (including the minority stockholders) vote to approve the issuance of the Allscripts common stock pursuant to the Merger Agreement.

In determining whether to adopt the Merger Agreement, the Allscripts audit committee and the Allscripts board of directors consulted with members of Allscripts senior management and with their respective legal and financial advisors. In arriving at their determinations, the Allscripts audit committee and the Allscripts board of directors considered the factors described in the section entitled The Merger Recommendation of the Allscripts Audit Committee and the Allscripts Board of Directors and Their Reasons for the Merger and the Coniston Transactions.

Recommendation of the Eclipsys Board of Directors (see page 109)

On June 8, 2010, the Eclipsys board of directors approved the Merger Agreement and the transactions contemplated thereby and recommended that Eclipsys stockholders vote to adopt the Merger Agreement.

In determining whether to adopt the Merger Agreement, the Eclipsys board of directors consulted with members of Eclipsys senior management and with its legal and financial advisors. In arriving at its determination, the Eclipsys board of directors considered the factors described in the section entitled The Merger Recommendation of the Eclipsys Board of Directors and Its Reasons for the Merger.

Risk Factors (see page 23)

Allscripts and Eclipsys are each subject to various risks associated with their businesses and industries and in connection with the proposed merger. Certain of these risks are discussed in detail in the section entitled Risk Factors, and both Allscripts and Eclipsys urge you to read and consider carefully all of these risks.

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Opinion of Blackstone, Financial Advisor to the Allscripts Audit Committee (see page 116)

Blackstone Advisory Partners LP, which we refer to as Blackstone, rendered its opinion to the Allscripts audit committee and the Allscripts board of directors that, as of June 8, 2010, and based upon and subject to the factors and assumptions set forth therein, the aggregate consideration to be paid by Allscripts in the Share Repurchase was fair from a financial point of view to the Allscripts stockholders (other than Misys and its direct and indirect subsidiaries), which we refer to as the minority stockholders of Allscripts.

The full text of the written opinion of Blackstone, dated June 8, 2010, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached to this joint proxy statement/prospectus/information statement as Annex D. Blackstone provided its opinion for the information and assistance of the Allscripts audit committee and the Allscripts board of directors in connection with their consideration of the Share Repurchase. The Blackstone opinion was limited to the fairness, from a financial point of view, to the minority stockholders of Allscripts of the aggregate consideration to be paid by Allscripts in the Share Repurchase, and Blackstone expressed no opinion as to the fairness of the Share Repurchase to the holders of any other class of securities, creditors or other constituencies of Allscripts or as to the underlying decision by Allscripts to engage in the Share Repurchase or the merger. The Blackstone opinion is not a recommendation as to how any holder of Allscripts common stock should vote with respect to the transactions contemplated in the Merger Agreement or any other matter. Pursuant to an engagement letter between the Allscripts audit committee and Blackstone, Allscripts has agreed to pay Blackstone a fee, a significant portion of which is contingent upon completion of the Share Repurchase.

Opinions of William Blair, Financial Advisor to the Allscripts Audit Committee (see page 123)

William Blair & Company, L.L.C., which we refer to as William Blair, rendered its oral opinions to the Allscripts audit committee and the Allscripts board of directors, subsequently confirmed in writing, as of June 8, 2010 and based upon and subject to the assumptions, limitations and qualifications set forth in its written opinions, as to the fairness, from a financial point of view, to the holders of Allscripts common stock (other than Misys or its affiliates) of (i) the consideration to be paid by Allscripts in the proposed merger pursuant to the Merger Agreement and in the Share Repurchase and the Contingent Share Repurchase pursuant to the Framework Agreement, and (ii) the consideration to be paid by Allscripts in the Share Repurchase pursuant to the Framework Agreement.

The full text of the written opinions of William Blair, each dated June 8, 2010, which set forth the assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with each opinion, are attached to this joint proxy statement/prospectus/information statement as Annexes E and F and are incorporated herein by reference. Allscripts encourages its stockholders to read the opinions carefully in their entirety. William Blair provided its opinions for the information and assistance of the Allscripts audit committee and the Allscripts board of directors in connection with their consideration of (i) the proposed merger, Share Repurchase and Contingent Share Repurchase, and (ii) the Share Repurchase. William Blair did not address the merits of the underlying decision by Allscripts to engage in, and William Blair expressed no opinion as to the fairness to the holders of any other class of securities, creditors or other constituencies of Allscripts as to, the proposed merger, Share Repurchase and Contingent Share Repurchase, or any other aspect of such transactions, and its opinions did not constitute a recommendation to the Allscripts board of directors, the Allscripts audit committee or any stockholder as to how to vote or otherwise act with respect to the proposed merger, Share Repurchase or Contingent Share Repurchase, or any other aspect of such transactions, and should not be relied upon by any stockholder as such. For a further discussion of William Blair s opinions, see The Merger Opinions of William Blair, Financial Advisor to the Allscripts Audit Committee.

Opinion of UBS, Financial Advisor to the Allscripts Board of Directors (see page 135)

In connection with the merger, the Allscripts board of directors received a written opinion, dated June 8, 2010, from Allscripts financial advisor, UBS Securities LLC, which we refer to as UBS, as to the fairness, from a financial point of view and as of the date of such opinion, of the Exchange Ratio provided for in the merger. The full text of UBS written opinion, dated June 8, 2010, is attached to this joint proxy statement/prospectus/information statement as Annex G and describes the assumptions made, procedures followed, matters considered and limitations on the review undertaken by UBS. **UBS opinion was provided for the benefit of the Allscripts board of directors (solely in its capacity as such) in connection with, and for the purpose of, its evaluation of the Exchange Ratio from a financial point of view and does not address any other aspect of the merger. The opinion does not address the relative merits of the merger as compared to other business strategies or transactions that might be available with respect to Allscripts or Allscripts underlying business decision to effect the merger. The opinion does not constitute a recommendation to any stockholder as to how to vote or act with respect to the merger.**

Opinion of Perella Weinberg, Financial Advisor to the Eclipsys Board of Directors (see page 142)

Perella Weinberg Partners LP, which we refer to as Perella Weinberg, rendered its oral opinion, subsequently confirmed in writing, to the board of directors of Eclipsys that, on June 8, 2010, and based upon and subject to the various assumptions made, procedures followed, matters considered and qualifications and limitations set forth in its opinion, the Exchange Ratio of 1.2 shares of Allscripts common stock to be received in respect of each share of Eclipsys common stock in the merger was fair, from a financial point of view, to the holders of Eclipsys common stock, other than Allscripts or any of its affiliates.

The full text of Perella Weinberg s written opinion, dated June 8, 2010, which sets forth, among other things, the assumptions made, procedures followed, matters considered and qualifications and limitations on the review undertaken by Perella Weinberg, is attached as Annex H and is incorporated by reference herein. Holders of shares of Eclipsys common stock are urged to read the opinion carefully and in its entirety. The opinion does not address Eclipsys underlying business decision to enter into the merger or the relative merits of the merger as compared with any other strategic alternative which may be available to Eclipsys. The opinion does not constitute a recommendation to any holder of Eclipsys common stock or holder of Allscripts common stock as to how such holder should vote or otherwise act with respect to the proposed merger or any other matter. In addition, Perella Weinberg expressed no opinion as to the fairness of the merger to, or any consideration received in connection with the merger by, the holders of any other class of securities, creditors or other constituencies of Eclipsys. Perella Weinberg provided its opinion for the information and assistance of the board of directors of Eclipsys in connection with, and for the purposes of its evaluation of, the merger. This summary is qualified in its entirety by reference to the full text of the opinion. Pursuant to an engagement letter between Eclipsys and Perella Weinberg, Eclipsys has agreed to pay Perella Weinberg a fee, a significant portion of which is contingent upon the consummation of the merger.

Interests of Certain Directors and Executive Officers of Allscripts and Eclipsys (see page 152)

Interests of Allscripts Executive Officers

Allscripts executive officers have interests in the merger that are different from, or in addition to, interests of Allscripts stockholders. Pursuant to a retention plan adopted by the Allscripts board of directors on June 8, 2010, certain Allscripts employees, including its executive officers, will be entitled to receive retention payments subject to certain conditions. See The Merger Interests of Allscripts Executive Officers.

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Interests of Eclipsys Directors and Executive Officers

Eclipsys directors and executive officers have interests in the merger that are different from, or in addition to, interests of Eclipsys stockholders, including the following:

- Mr. Pead, currently a director of Eclipsys and Eclipsys president and chief executive officer, will become chairman of the board of directors and a senior executive officer of the combined company upon the completion of the merger;

- Messrs. Fife and Kangas, current non-employee directors of Eclipsys, will become directors of the combined company upon completion of the merger;

- certain of Eclipsys executive officers are parties to employment agreements and equity award agreements which will continue after the merger and provide for enhanced payments and acceleration of certain equity awards upon the termination of employment within a certain period after, or in some cases before and in anticipation of, a change in control of Eclipsys, including the merger;

- certain Eclipsys executive officers are parties to performance stock unit agreements which provide for certain modifications upon completion of the merger;

- Eclipsys directors are parties to deferred stock unit agreements which provide for acceleration of all of their unvested and outstanding deferred stock units upon completion of the merger and issuance of shares of Allscripts common stock in respect thereof;

- certain Eclipsys employees, including its executive officers who will continue to be employed by the combined company after the merger, will be entitled to receive retention payments subject to certain conditions pursuant to a retention plan adopted by the Eclipsys board of directors in connection with the merger; and

- the Merger Agreement provides for indemnification and liability insurance arrangements for each of Eclipsys current and former directors and officers.

See The Merger Interests of Eclipsys Directors and Executive Officers.

Voting Agreements (see page 198)

In connection with the execution of the Merger Agreement, Allscripts and Eclipsys entered into a voting agreement with Misys and certain of Misys subsidiaries, which we refer to as the Misys Voting Agreement, and pursuant to which Misys and certain of its subsidiaries agreed, among other things, to vote in the aggregate 15.5 million shares of Allscripts common stock (approximately 10.58% of the outstanding Allscripts common stock as of July 13, 2010) in favor of the issuance of Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement and other matters to be approved by the stockholders of Allscripts to facilitate the issuance of Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement at the Allscripts special meeting.

In addition, Allscripts entered into voting agreements with certain directors of Eclipsys and Eclipsys entered into voting agreements with certain directors of Allscripts, pursuant to which such directors agreed to vote their shares of Eclipsys common stock or Allscripts common stock, as applicable, in favor of the issuance of Allscripts common stock to stockholders of Eclipsys pursuant to the Merger Agreement or the adoption of the Merger Agreement, as applicable.

In connection with the Framework Agreement, Misys entered into a voting agreement, which we refer to as the ValueAct Voting Agreement, with ValueAct Capital Master Fund L.P., which we refer to as ValueAct, and with Allscripts and Eclipsys entering into such agreement solely as third party beneficiaries. Pursuant to the ValueAct Voting Agreement, ValueAct agreed, among other things, to vote its shares of Misys stock (approximately 25.7% of Misys outstanding shares as of June 9, 2010) at the Misys general meeting in favor of the transactions contemplated by the Framework Agreement.

Termination of the Merger Agreement (see page 182)

The Merger Agreement may be terminated at any time prior to the completion of the merger by the mutual written consent of Allscripts and Eclipsys. Also, either Allscripts or Eclipsys may terminate the Merger Agreement at any time prior to the completion of the merger, subject to certain exceptions, if:

- the merger is not completed on or before December 16, 2010;
- a governmental entity permanently enjoins or otherwise prohibits the completion of the merger;
- the Allscripts or Eclipsys special meetings conclude without the receipt of necessary stockholder approvals; or
- the Framework Agreement is terminated.

Allscripts may terminate the Merger Agreement at any time prior to the completion of the merger if:

- Eclipsys commits a breach of certain of its representations, warranties, covenants or other agreements under the Merger Agreement that would result in applicable closing conditions not being satisfied and such breach is not cured within 30 days after written notice is given by Allscripts to Eclipsys;
- the Eclipsys board of directors takes certain actions inconsistent with an intent to complete the merger; or
- there has been a material adverse effect with respect to Eclipsys that is not curable or, if curable, is not cured within 30 days after written notice is given by Allscripts to Eclipsys.

Eclipsys may terminate the Merger Agreement at any time prior to the completion of the merger if:

- Allscripts commits a breach of certain of its representations, warranties, covenants or other agreements under the Merger Agreement that would result in applicable closing conditions not being satisfied and such breach is not cured within 30 days after written notice is given by Eclipsys to Allscripts;
- the Allscripts board of directors takes certain actions inconsistent with an intent to complete the merger;
- Misys board of directors takes certain actions inconsistent with an intent to complete the Coniston Transactions; or
- there has been a material adverse effect with respect to Allscripts that is not curable or, if curable, is not cured within 30 days after written notice is given by Eclipsys to Allscripts.

Termination Fees May Be Payable Under Some Circumstances (see page 184)

Upon termination of the Merger Agreement under specified circumstances, Allscripts or Eclipsys, as the case may be, may be required to reimburse the other s transaction expenses related to the merger up to $5 million, or pay to the other a termination fee of approximately $17.7 million or $40 million, depending on the date on which the Merger Agreement is terminated and the reasons for termination.

Conditions to Completion of the Merger (see page 168)

The obligations of Allscripts, Arsenal Merger Corp. and Eclipsys to effect the merger are subject to the fulfillment or waiver of certain closing conditions, including:

- approval by Allscripts stockholders of the issuance of Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement;

- adoption by Eclipsys stockholders of the Merger Agreement;

authorization for listing on The NASDAQ Global Select Market of the shares of Allscripts common stock issuable in the merger upon official notice of issuance;

expiration or termination of any applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, or the HSR Act;

effectiveness under the Securities Act of the registration statement on Form S-4 of which this joint proxy statement/prospectus/information statement forms a part and the absence of any stop order or proceedings to suspend the effectiveness of the registration statement;

the absence of any laws, statutes, ordinances, regulations, rules, judgments, orders, awards, preliminary or permanent injunctions or decrees issued by any court or other governmental entity of competent jurisdiction that prohibits or makes illegal the completion of the merger and no governmental entity has instituted any proceeding that is pending seeking such an order; and

completion of the Coniston Transactions. See Description of the Coniston Transactions.

In addition, the obligations of Allscripts and Arsenal Merger Corp. to effect the merger are subject to the fulfillment or waiver of certain closing conditions, including:

Eclipsys having performed and complied in all material respects with its covenants in the Merger Agreement;

the accuracy and correctness of Eclipsys representations and warranties, subject to certain qualifications;

the receipt by Allscripts of an opinion from its counsel that the merger will be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code, and that Allscripts and Eclipsys will each be a party to that reorganization within the meaning of Section 368(b) of the Internal Revenue Code; and

the absence of a material adverse effect with respect to Eclipsys.

Eclipsys obligations to effect the merger are also subject to the fulfillment or waiver of additional closing conditions, including:

Allscripts and Arsenal Merger Corp. having performed and complied in all material respects with their respective covenants in the Merger Agreement;

the accuracy and correctness of Allscripts and Arsenal Merger Corp. s representations and warranties, subject to certain qualifications;

the receipt by Eclipsys of an opinion from its counsel that the merger will be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code, and that Allscripts and Eclipsys will each be a party to that reorganization within the meaning of Section 368(b) of the Internal Revenue Code; and the absence of a material adverse effect with respect to Allscripts.

Regulatory Approvals (see page 160)

The merger is subject to review under the HSR Act by the United States Federal Trade Commission, which we refer to as the FTC, and the Antitrust Division of the United States Department of Justice, which we refer to as the DOJ. The required notifications were filed on June 25, 2010 by Eclipsys and Allscripts, and the statutory waiting period under the HSR Act will expire on July 26, 2010 at 11:59 p.m., eastern time, unless it is terminated earlier by the FTC and the DOJ or is extended if the FTC or the DOJ requests additional information or documentary material. No other regulatory approvals are a condition to the completion of the merger.

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Appraisal Rights and Dissenters Rights (see page 161)

Under the General Corporation Law of the State of Delaware, or the DGCL, neither holders of Eclipsys common stock nor Allscripts common stock will be entitled to appraisal rights in connection with the merger.

Accounting Treatment of the Merger (see page 161)

In accordance with accounting principles generally accepted in the United States, or GAAP, Allscripts will account for the acquisition of shares of Eclipsys common stock through the merger under the acquisition method of accounting for business combinations. In determining the acquirer for accounting purposes, Allscripts considered the factors required under the business combination accounting guidance, and determined that Allscripts will be considered the acquirer of Eclipsys for accounting purposes.

Material United States Federal Income Tax Consequences of the Merger (see page 162)

The merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. Assuming the merger so qualifies, a holder of Eclipsys common stock will not recognize gain or loss upon receipt solely of Allscripts common stock in exchange for Eclipsys common stock, except with respect to cash received in lieu of fractional shares of Allscripts common stock. It is a condition to the completion of the merger that Allscripts and Eclipsys each receives a written opinion from its counsel, dated as of the date of completion of the merger, to the effect that (i) the merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code and (ii) Eclipsys and Allscripts will each be a party to the reorganization within the meaning of Section 368(b) of the Internal Revenue Code.

Tax matters are complicated, and the tax consequences of the merger to each Eclipsys stockholder will depend on such stockholder s particular facts and circumstances.

Eclipsys stockholders should consult their tax advisors with respect to the federal, state and other tax consequences to them of the merger.

Fees and Expenses (see page 188)

Generally, all fees and expenses incurred in connection with the Merger Agreement and the transactions contemplated by the Merger Agreement will be paid by the party incurring those expenses, subject to the specific exceptions discussed in this joint proxy statement/prospectus/information statement.

Management and Board of Directors of Allscripts After the Merger (see page 180)

Allscripts has agreed, upon completion of the merger, to establish a nine-member board of directors (if, at the effective time of the merger, Misys has the right to nominate one director of Allscripts pursuant to the Amended and Restated Relationship Agreement), or a ten-member board of directors (if, at the effective time of the merger, Misys has the right to nominate two directors of Allscripts pursuant to the Amended and Restated Relationship Agreement). The Allscripts board of directors will consist of four current Allscripts directors designated by Allscripts, three current Eclipsys directors designated by Eclipsys, the directors that Misys is entitled to nominate pursuant to the Amended and Restated Relationship Agreement and one independent director designated by Allscripts and Eclipsys. In addition, Allscripts will cause the Audit, Compensation and Nominating and Governance Committees of the Allscripts board of directors to include a majority of Allscripts-designated directors and at least one Eclipsys-designated director.

Allscripts and Eclipsys agreed that Philip M. Pead, the current president and chief executive officer of Eclipsys, will serve as chairman of the board of Allscripts for a period of three years following completion of the merger (subject to his election as a director by Allscripts stockholders), and that Glen E. Tullman will remain as the chief executive officer of Allscripts. Allscripts further agreed to use its commercially reasonable efforts to cause the election of Messrs. Tullman and Pead as directors of Allscripts at each of the next three annual meetings of stockholders of Allscripts.

At the effective time of the merger, a majority of Allscripts directors will be independent.

Listing of Allscripts Common Stock (see page 164)

Allscripts will apply to have the shares of Allscripts common stock to be issued to Eclipsys stockholders pursuant to the Merger Agreement approved for listing on The NASDAQ Global Select Market, where Allscripts common stock currently is traded under the symbol MDRX . If the merger is completed, Eclipsys common stock will no longer be listed on The NASDAQ Global Select Market and will be deregistered under the Exchange Act, and Eclipsys will no longer file periodic reports with the SEC.

Comparison of Stockholders Rights (see page 214)

Both Allscripts and Eclipsys are incorporated under the laws of the State of Delaware and, accordingly, the rights of the stockholders of each are currently, and will continue to be, governed by the DGCL. If the merger is completed, Eclipsys stockholders will become stockholders of Allscripts and their rights will be governed by the by-laws of Allscripts and the Fourth Amended and Restated Certificate of Incorporation of Allscripts. The rights of Allscripts stockholders contained in the Fourth Amended and Restated Certificate of Incorporation and by-laws of Allscripts differ from the rights of Eclipsys stockholders under the Third Amended and Restated Certificate of Incorporation and the by-laws of Eclipsys, as more fully described under Comparison of Rights of Allscripts Stockholders and Eclipsys Stockholders. The form of the Fourth Amended and Restated Certificate of Incorporation of Allscripts is attached as Annex J to this joint proxy statement/prospectus/information statement, and we encourage you to read it carefully and in its entirety.

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SUMMARY SELECTED HISTORICAL FINANCIAL DATA OF ALLSCRIPTS

The following tables set forth the selected historical consolidated financial data for Allscripts, as adjusted for the retrospective application of the accounting guidance described below. The selected consolidated financial data as of and for the fiscal years ended May 31, 2009, 2008, 2007, 2006 and 2005 have been derived from Allscripts consolidated financial statements, which are incorporated by reference into this joint proxy statement/prospectus/information statement. The selected consolidated financial data as of and for the nine months ended February 28, 2010 and 2009 have been derived from Allscripts unaudited condensed consolidated financial statements, which are incorporated by reference into this joint proxy statement/prospectus/information statement. The results for the nine months ended February 28, 2010 and 2009 are not necessarily indicative of the results that may be expected for the entire fiscal year. Allscripts unaudited interim financial statements reflect all adjustments that management of Allscripts considers necessary for fair statement of the financial position and results of operations for such periods in accordance with GAAP. Historical results are not necessarily indicative of the results that may be expected for any future period.

Effective June 1, 2009, Allscripts adopted accounting guidance which states that unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are considered participating securities and shall be included in the computation of earnings per share pursuant to the two-class method. The two-class method is an earnings allocation formula that treats a participating security as having rights to earnings that would otherwise have been available to common stockholders. The provisions of this guidance are retrospective. Restricted stock units awards granted by Allscripts to certain management-level employees participate in dividends on the same basis as common shares and are nonforfeitable by the holder. As a result, these restricted stock unit awards meet the definition of a participating security.

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This selected consolidated financial data should be read in conjunction with Allscripts Annual Report on Form 10-K for the fiscal year ended May 31, 2009 and Allscripts Quarterly Report on Form 10-Q for the quarterly period ended February 28, 2010. See Additional Information Where You Can Find More Information.

	Year Ended May 31,					Nine Months Ended February 28,	
	2005(1)(2)	2006(1)(2)	2007(1)(2)	2008(1)(2)	2009(1)	2009	2010
	(in thousands, except per share amounts)						
Statements of Operations Data:							
Revenue	$ 362,515	$ 381,736	$ 379,693	$ 383,771	$ 548,439	$ 382,105	$ 514,174
Cost of revenue	194,043	196,763	189,128	176,870	256,288	182,067	227,886
Gross profit	168,472	184,973	190,565	206,901	292,151	200,038	286,288
Operating expenses:							
Selling, general and administrative expenses	105,825	112,135	121,101	117,566	199,902	144,721	163,250
Research and development	27,313	29,592	40,880	37,784	39,431	28,798	35,347
Amortization of intangibles	23,998	23,039	22,392	11,320	6,884	4,315	7,572
Income from operations	11,336	20,207	6,192	40,231	45,934	22,204	80,119
Interest expense	(114)	(184)	(272)	(296)	(2,162)	(1,650)	(1,699)
Interest and other income, net	818	32	94	219	626	376	303
Income before taxes	12,040	20,055	6,014	40,154	44,398	20,930	78,723
Income tax expense	(4,891)	(7,519)	(2,160)	(14,755)	(18,376)	(8,269)	(31,542)
Net income	$ 7,149	$ 12,536	$ 3,854	$ 25,399	$ 26,022	12,661	47,181
Net income per share basic, as adjusted(4)	$ 0.09	$ 0.15	$ 0.05	$ 0.31	$ 0.21	$ 0.11	$ 0.32
Net income per share diluted, as adjusted(4)	$ 0.09	$ 0.15	$ 0.05	$ 0.31	$ 0.21	$ 0.11	$ 0.31
Weighted-average shares used in computing basic net income per share(4)	82,886	82,886	82,886	82,886	122,591	115,741	144,782
Weighted-average shares used in computing diluted net income per share(4)	82,886	82,886	82,886	82,886	127,012	117,689	147,158
Other Operating Data:							
System sales	$ 96,772	$ 93,487	$ 71,368	$ 64,627	$ 98,469	$ 61,166	$ 111,138
Professional services	31,773	36,957	33,422	30,943	51,827	35,116	51,691
Maintenance	111,445	122,584	133,440	141,531	196,165	139,468	182,841
Transaction processing and other	122,525	128,708	141,463	146,670	187,557	133,201	168,504
Total software and services revenue	362,515	381,736	379,693	383,771	534,018	368,951	514,174
Prepackaged medications(3)					14,421	13,154	
Total revenue	$ 362,515	$ 381,736	$ 379,693	$ 383,771	$ 548,439	$ 382,105	$ 514,174

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	As of May 31,					As of February 28,
	2005	2006	2007	2008	2009	2010
	(in thousands)					
Balance Sheet Data:						
Cash, cash equivalents and marketable securities	$ 19,702	$ 12,449	$ 1,370	$ 325	$ 73,426	$ 117,633
Working capital	(13,332)	(27,060)	(33,875)	(6,776)	96,849	156,403
Goodwill and intangible assets, net	108,861	128,331	103,976	91,043	646,197	625,286
Total assets	186,880	199,148	171,247	179,268	952,656	1,029,816
Long-term debt and long-term capital lease obligation	922	1,448	944	548	63,699	13,995
Total stockholders equity	85,565	107,645	81,169	110,649	700,370	787,227

(1) On October 10, 2008, Allscripts completed the transactions contemplated by the Agreement and Plan of Merger dated as of March 17, 2008 by and among Misys, Allscripts, Misys Healthcare Systems, LLC (MHS) and Patriot Merger Company, LLC (Patriot) which consisted of (i) the cash payment to Allscripts by an affiliate of Misys of approximately $330,000 and (ii) the merger of Patriot with and into MHS, with MHS being the surviving company. We refer to these transactions as the 2008 Misys Transactions. Results of operations for the year ended May 31, 2009 include the results of operations of legacy MHS for the full year ended May 31, 2009 and the results of operations of legacy Allscripts are included from the completion of the 2008 Misys Transactions on October 10, 2008 through May 31, 2009. Since the 2008 Misys Transactions constitute a reverse acquisition for accounting purposes, the pre-acquisition combined financial statements of MHS are treated as the historical financial statements of Allscripts. Results of operations for the years ended May 31, 2008, 2007, 2006, and 2005 are the results of operations of legacy MHS only.

(2) For the years ended May 31, 2008, 2007, 2006, and 2005, the basic and diluted share count includes only the shares issued to Misys in connection with the October 10, 2008 transactions. MHS did not have any shares outstanding prior to the merger with Patriot, and therefore, the basic and diluted share count is comprised of the Allscripts shares issued on the October 10, 2008 acquisition date for all periods prior to the acquisition date as this reflects the Allscripts shares equivalent of MHS equity prior to the acquisition.

(3) On March 16, 2009, Allscripts closed on the sale of its prepackaged medications business to A-S Medication Solutions LLC (A-S). Under terms of the sale, Allscripts received a total of $8,000 in cash consideration during its fourth quarter of fiscal 2009. In addition, Allscripts entered into a Marketing Agreement with A-S on March 16, 2009, which provides that Allscripts will earn annual fees for providing various marketing services of $3,600 per year over the five year term for an expected total of approximately $18,000, subject to reduction in certain circumstances. The results of operations for fiscal 2009 include the prepackaged medications business from the completion of the 2008 Misys Transactions on October 10, 2008 through the March 16, 2009 closing of its sale to A-S. The prepackaged medications business has not been disclosed as discontinued operations due to Allscripts continued involvement with A-S through the Marketing Agreement.

(4) Revised as a result of the retrospective application of accounting guidance related to participating securities as follows:

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	Year Ended May 31, 2009 As adjusted	2008	2007	2006	2005
	(In thousands, except per-share data)				
Basic Earnings per Common Share:					
Net income	$ 26,022	$ 25,399	$ 3,854	$ 12,536	$ 7,149
Less: Income allocated to participating securities	(439)				
Net income available to common shareholders	$ 25,583	$ 25,399	$ 3,854	$ 12,536	$ 7,149
Average common shares outstanding	122,591	82,886	82,886	82,886	82,886
	$ 0.21	$ 0.31	$ 0.05	$ 0.15	$ 0.09
Earnings per Common Share Assuming Dilution:					
Net income	$ 26,022	$ 25,399	$ 3,854	$ 12,536	$ 7,149
Less: Income allocated to participating securities after consideration of dilutive effect of stock options and restricted stock unit awards and debentures	(432)				
Add: Interest expense on debentures, net of tax	457				
Net income available to common stockholders	$ 26,047	$ 25,399	$ 3,854	$ 12,536	$ 7,149
Average common shares outstanding	122,591	82,886	82,886	82,886	82,886
Dilutive effect of stock options and restricted stock units awards (including participating securities)	1,970				
Dilutive effect of debentures	2,451				
Average common shares outstanding assuming dilution	127,012	82,886	82,886	82,886	82,886
	$ 0.21	$ 0.31	$ 0.05	$ 0.15	$ 0.09

The predecessor company, MHS, did not have any shares outstanding prior to the merger with Patriot, and therefore, the basic and diluted share count is comprised of the Allscripts shares issued on the October 10, 2008 acquisition date for all periods prior to the acquisition date. The predecessor company also had no such participating securities prior to the acquisition date. Based on these facts, there was no impact for the retroactive adoption of the accounting guidance for periods prior to the acquisition date.

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SUMMARY SELECTED HISTORICAL FINANCIAL DATA OF ECLIPSYS

The following tables set forth the selected historical consolidated financial data for Eclipsys. The selected consolidated financial data as of and for the fiscal years ended December 31, 2009, 2008, 2007, 2006 and 2005 have been derived from Eclipsys consolidated financial statements, which are incorporated by reference into this joint proxy statement/prospectus/information statement. The selected consolidated financial data as of and for the three months ended March 31, 2010 and 2009 have been derived from Eclipsys unaudited condensed consolidated financial statements, which are incorporated by reference into this joint proxy statement/prospectus/information statement. The results for the three months ended March 31, 2010 and 2009 are not necessarily indicative of the results that may be expected for the entire fiscal year. Eclipsys unaudited interim financial statements reflect all adjustments that management of Eclipsys considers necessary for fair statement of the financial position and results of operations for such periods in accordance with GAAP. Historical results are not necessarily indicative of the results that may be expected for any future period.

This selected consolidated financial data should be read in conjunction with Eclipsys Annual Report on Form 10-K for the fiscal year ended December 31, 2009 and Eclipsys Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2010. See Additional Information Where You Can Find More Information.

	Year Ended December 31,					Three Months Ended March 31,	
	2005	2006	2007	2008	2009	2009	2010
	(in thousands, except per share amounts)						
Statements of Operations Data:							
Revenues:							
Systems and services	$ 370,380	$ 409,450	$ 460,853	$ 495,643	$ 509,060	$ 128,137	$ 125,557
Hardware	12,962	18,092	16,680	20,119	10,124	2,029	2,803
Total revenues	383,342	427,542	477,533	515,762	519,184	130,166	128,360
Costs and expenses:							
Cost of systems and services (excluding depreciation and amortization shown below)	225,131	237,617	263,557	280,694	271,400	66,874	65,199
Cost of hardware	11,055	14,592	12,230	16,945	8,543	1,656	2,452
Sales and marketing	64,080	63,391	76,172	85,911	91,493	22,751	19,748
Research and development	51,771	57,768	56,480	61,435	55,610	13,493	13,461
General and administrative	19,479	24,972	32,677	38,457	45,095	12,021	8,567
Depreciation and amortization	14,659	15,736	17,924	22,098	32,180	8,034	8,226
In-process research and development				850			
Restructuring charges		14,670	1,175		5,434	5,434	
Total costs and expenses	386,175	428,746	460,215	506,390	509,755	130,263	117,653
Income (loss) from operations	(2,833)	(1,204)	17,318	9,372	9,429	(97)	10,707
Gain on sale of assets			12,761	4,370	2,549	400	
Loss on investments, net				(609)	(205)	(158)	(226)
Interest expense				(2,117)	(3,368)	(1,143)	(344)
Interest income	3,102	5,335	7,070	6,074	2,136	847	417
Income before income taxes	269	4,131	37,149	17,090	10,541	(151)	10,554
Provision for (benefit from) income taxes(1)		38	(3,992)	(82,416)	7,833	714	5,128
Net income	$ 269	$ 4,093	$ 41,141	$ 99,506	$ 2,708	$ (865)	$ 5,426
Basic earnings per share	$ 0.01	$ 0.08	$ 0.77	$ 1.82	$ 0.05	$ (0.02)	$ 0.09
Diluted earnings per share	$ 0.01	$ 0.08	$ 0.76	$ 1.79	$ 0.05	$ (0.02)	$ 0.09

(1) As of September 30, 2008, Eclipsys reversed substantially all of its valuation allowance recorded against its net deferred tax assets, which resulted in a non-cash income tax benefit in the third quarter of 2008 totaling $79.3 million.

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	As of December 31,					As of March 31,
	2005	2006	2007	2008	2009	2010
			(in thousands)			
Balance Sheet Data:						
Cash and cash equivalents	$ 76,693	$ 41,264	$ 22,510	$ 108,304	$ 123,160	$ 118,668
Marketable securities	37,455	89,549	168,925	154		
Working capital	52,245	89,597	163,763	79,004	54,956	59,826
Long-term investments				107,215	85,988	81,395
Total assets	328,671	363,278	436,721	708,875	697,064	686,359
Long-term debt and capital lease obligations				105,000	29,727	15,676
Stockholders equity	145,529	190,656	258,014	397,997	435,827	448,668

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SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL DATA

The following selected unaudited pro forma condensed combined statement of operations data for the nine months ended February 28, 2010 and year ended May 31, 2009 reflect the merger and related transactions as if they had occurred on June 1, 2008. The following unaudited pro forma condensed combined balance sheet data as of February 28, 2010 reflect the merger and related transactions as if they had occurred on February 28, 2010.

Such unaudited pro forma condensed combined financial data is based on the historical financial statements of Allscripts and Eclipsys and on publicly available information and certain assumptions and adjustments as discussed in the section entitled Unaudited Pro Forma Condensed Combined Financial Statements, including assumptions relating to the allocation of the consideration paid for the assets and liabilities of Eclipsys based on preliminary estimates of their fair value. This unaudited pro forma condensed combined financial data is provided for illustrative purposes only and is not necessarily indicative of what the operating results or financial position of the combined company would have been had the merger and related transactions been completed on the dates indicated, nor are they necessarily indicative of any future operating results or financial position. Allscripts and Eclipsys may have performed differently had they been combined during the periods presented. The following should be read in connection with the section of this joint proxy statement/prospectus/information statement entitled Unaudited Pro Forma Condensed Combined Financial Statements and other information included in or incorporated by reference into this joint proxy statement/prospectus/information statement.

	Twelve-Months Ended May 31, 2009	Nine-Months Ended February 28, 2010
	(In thousands, except per share data)	
Statement of Operations Data:		
Total revenue	$ 1,067,693	$ 901,704
Total cost of revenue	572,122	456,617
Gross profit	495,571	445,088
Net income	85,207	40,431
Net income per share basic	$ 0.50	$ 0.21
Net income per share diluted	$ 0.49	$ 0.21
Share and Per Share Data:		
Weighted-average shares outstanding used in computing basic net income per share	169,897	192,089
Weighted-average shares outstanding used in computing diluted net income per share	174,318	194,464

	As of February 28, 2010 (Dollars in thousands)
Balance Sheet Data	
Total current assets	$ 517,405
Other assets	45,910
Total assets	2,558,306
Total current liabilities	370,126
Long-term debt	570,000
Total liabilities	1,054,207
Total stockholders equity and net parent investment	1,504,098
Total liabilities and stockholders equity and net parent investment	2,558,306

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UNAUDITED PRO FORMA COMBINED PER SHARE INFORMATION

The following selected unaudited pro forma combined per share information for the nine months ended February 28, 2010 and the year ended May 31, 2009 reflects the merger and related transactions as if they had occurred on June 1, 2008. The unaudited pro forma combined book value per common share outstanding reflects the merger and related transactions as if they had occurred on February 28, 2010. The Eclipsys equivalent per share data presented below is calculated by multiplying the pro forma combined amounts by the Exchange Ratio of 1.2 shares of Allscripts common stock for each share of Eclipsys common stock.

Such unaudited pro forma combined per share information is based on the historical financial statements of Allscripts and Eclipsys and on publicly available information and certain assumptions and adjustments as discussed in the section entitled Unaudited Pro Forma Condensed Combined Financial Information, including assumptions relating to the allocation of the consideration paid for the assets and liabilities of Eclipsys based on preliminary estimates of their fair value. This unaudited pro forma combined per share information is provided for illustrative purposes only and is not necessarily indicative of what the operating results or financial position of Allscripts or Eclipsys would have been had the merger and related transactions been completed at the beginning of the periods or on the dates indicated, nor are they necessarily indicative of any future operating results or financial position. Allscripts and Eclipsys may have performed differently had they been combined during the periods presented. The following should be read in connection with the section entitled Unaudited Pro Forma Condensed Combined Financial Information, and other information included in or incorporated by reference into this joint proxy statement/prospectus/information statement.

	Year ended May 31, 2009	Nine months ended February 28, 2010
Net income per share basic		
Allscripts	$ 0.21	$ 0.32
Eclipsys	1.54	0.23
Pro forma combined	0.50	0.21
Eclipsys equivalent	0.60	0.25
Net income per share diluted:		
Allscripts	$ 0.21	$ 0.31
Eclipsys	1.52	0.23
Pro forma combined	0.49	0.21
Eclipsys equivalent	0.59	0.25
Book value per share:(1)		
Allscripts		$ 5.35
Eclipsys		7.74
Pro forma combined		7.73
Eclipsys equivalent		9.28

(1) The historical book value per share is computed by dividing stockholders equity and net parent investment by the weighted average number of diluted shares outstanding for each period. The unaudited pro forma combined book value per share is computed by dividing the pro forma condensed combined consolidated stockholders equity and net parent investment by the pro forma combined weighted average diluted number of shares outstanding for the nine months ended February 28, 2010.

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COMPARATIVE PER SHARE MARKET PRICE AND DIVIDEND INFORMATION

Allscripts common stock trades on The NASDAQ Global Select Market under the symbol MDRX . Eclipsys common stock trades on The NASDAQ Global Select Market under the symbol ECLP . The table below sets forth the range of high and low per share sales prices for Allscripts and Eclipsys common stock for the periods indicated, as reported on The NASDAQ Global Select Market. For current price information, you should consult publicly available sources.

	Allscripts Common Stock	
	High	Low
Fiscal year ended May 31, 2009		
Second quarter (beginning October 11, 2008)	$ 8.32	$ 4.20
Third quarter	$ 10.20	$ 6.21
Fourth quarter	$ 13.52	$ 7.61
Fiscal year ended May 31, 2010		
First quarter	$ 17.48	$ 12.69
Second quarter	$ 22.21	$ 14.32
Third quarter	$ 20.73	$ 16.38
Fourth quarter	$ 22.55	$ 17.51
Fiscal year ending May 31, 2011		
First quarter (through July 13, 2010)	$ 19.93	$ 15.65

	Eclipsys Common Stock	
	High	Low
Fiscal year ended December 31, 2008		
First quarter	$ 26.34	$ 19.22
Second quarter	$ 22.81	$ 18.17
Third quarter	$ 23.48	$ 17.07
Fourth quarter	$ 21.47	$ 11.52
Fiscal year ended December 31, 2009		
First quarter	$ 14.84	$ 7.39
Second quarter	$ 18.62	$ 9.41
Third quarter	$ 20.80	$ 15.91
Fourth quarter	$ 21.15	$ 18.01
Fiscal year ending December 31, 2010		
First quarter	$ 21.36	$ 15.72
Second quarter	$ 21.50	$ 17.31
Third quarter (through July 13, 2010)	$ 19.93	$ 17.40

On October 17, 2008, Allscripts paid a special cash dividend of $5.23 per share in connection with its acquisition by Misys Healthcare Systems. Other than this special cash dividend, neither Allscripts nor Eclipsys has ever declared or paid cash dividends on its common stock. For more information on Allscripts and Eclipsys payment of dividends, see Dividend Policies.

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The following table presents the last reported sale price of a share of Allscripts common stock, as reported on The NASDAQ Global Select Market, the last reported sale price of a share of Eclipsys common stock, as reported on The NASDAQ Global Select Market, and the equivalent value of the merger consideration per share of Eclipsys common stock, in each case, on June 8, 2010, the last full trading day prior to the public announcement of the proposed merger, and on July 13, 2010, the last trading day prior to the printing of this joint proxy statement/prospectus/information statement for which it was practicable to include this information.

Date	Allscripts Common Stock	Eclipsys Common Stock	Equivalent Value of Merger Consideration per Share of Eclipsys Common Stock
June 8, 2010	$ 18.42	$ 18.51	$ 22.10
July 13, 2010	$ 17.25	$ 19.76	$ 20.70

The market value of the shares of Allscripts common stock to be issued in exchange for shares of Eclipsys common stock upon the completion of the merger will not be known at the time Eclipsys stockholders vote on the proposal to adopt the Merger Agreement or at the time Allscripts stockholders vote on the proposal to approve the issuance of Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement because the merger cannot be completed until after the respective stockholder votes. The Exchange Ratio is fixed and will not be adjusted for changes in the stock prices of either company before the merger is completed.

The above tables show only historical comparisons. Because the market prices of Allscripts common stock and Eclipsys common stock will likely fluctuate prior to the completion of the merger, these comparisons may not provide meaningful information to Allscripts stockholders in determining whether to approve the issuance of Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement, or to Eclipsys stockholders in determining whether to adopt the Merger Agreement. Allscripts and Eclipsys stockholders are encouraged to obtain current market quotations for Allscripts and Eclipsys common stock and to review carefully the other information contained in this joint proxy statement/prospectus/information statement or incorporated by reference into this joint proxy statement/prospectus/information statement in considering whether to approve the respective proposals before them. See Additional Information Where You Can Find More Information.

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RISK FACTORS

If the merger is completed, Allscripts and Eclipsys will operate as a combined company in a market environment that is difficult to predict and that involves significant risks, many of which are beyond the combined company s control. In addition to information regarding Allscripts and Eclipsys contained elsewhere in this joint proxy statement/prospectus/information statement, you should carefully consider the risks described below before voting your shares. Additional risks and uncertainties not presently known to us or that we do not currently believe are important to an investor, if they materialize, also may adversely affect the transaction, Allscripts, Eclipsys and the combined company.

Risks Related to the Merger

The companies may be unable to integrate successfully and realize the anticipated benefits of the merger.

The success of the merger will depend, in part, on the ability to realize the anticipated synergies, growth opportunities and cost savings from integrating Eclipsys business with Allscripts business. The integration of two independent companies is a complex, costly and time-consuming process and involves numerous risks, including difficulties in the assimilation of operations, services, products and personnel, the diversion of management s attention from other business concerns, the entry into markets in which Allscripts or Eclipsys have little or no direct prior experience, the potential loss of key employees of Eclipsys or Allscripts, and the potential inability to maintain the goodwill of existing clients. The difficulties of combining the operations of the companies include, among other factors:

- managing a significantly larger company;
- the possibility of faulty assumptions underlying expectations regarding the integration process;
- integrating two unique business cultures, which may prove to be incompatible;
- creating uniform standards, controls, procedures, policies and information systems and minimizing the costs associated with such matters;
- integrating information, purchasing, accounting, finance, sales, billing, payroll and regulatory compliance systems;
- preserving customer, supplier, research and development, distribution, marketing, promotion and other important relationships;
- commercializing products under development and increasing revenues from existing marketed products;
- coordinating geographically separated organizations, systems and facilities, including complexities associated with managing the combined businesses with separate locations;
- combining the sales force territories and competencies associated with the sale of products and services presently sold or provided by Allscripts or Eclipsys;
- integrating personnel from different companies while maintaining focus on providing consistent, high-quality products and customer service and attractive to prospective customers;

integrating complex technologies, solutions and products from different companies in a manner that is seamless to customers;

unforeseen expenses or delays associated with the merger; and

performance shortfalls at one or both of the companies as a result of the diversion of management s attention to the merger.

If management is unable to combine successfully the businesses of Allscripts and Eclipsys in a manner that permits the combined company to achieve the cost savings and operating synergies anticipated to result from the merger, such anticipated benefits of the merger may not be realized fully or at all or may take longer to realize than expected. Any of the above difficulties could adversely affect the combined company s ability to maintain relationships with customers, partners, suppliers and employees or the combined company s ability to achieve the anticipated benefits of the merger, or could reduce the combined company s earnings or otherwise adversely affect the business and financial results of the combined company.

The price of Allscripts common stock might decline prior to the completion of the merger, which would decrease the value of the merger consideration to be received by Eclipsys stockholders in the merger. Further, at the Eclipsys special meeting, Eclipsys stockholders will not know the exact value of Allscripts common stock that will be issued in the merger.

The market price of Allscripts common stock at the time the merger is completed may vary significantly from the price on the date of the Merger Agreement or from the price on the date of the Allscripts special meeting and Eclipsys special meeting. Allscripts common stock has historically experienced volatility. On June 8, 2010, the last full trading day prior to the public announcement of the proposed merger, Allscripts common stock closed at $18.42 per share as reported on The NASDAQ Global Select Market. From June 8, 2010, through July 13, 2010, the trading price of Allscripts common stock ranged from a closing high of $18.42 per share to a closing low of $15.77 per share.

Under the Merger Agreement, each outstanding share of Eclipsys common stock (other than those shares held by Allscripts or its merger subsidiary Arsenal Merger Corp., and other than treasury shares) will be converted into the right to receive, upon completion of the merger, the merger consideration. The Exchange Ratio is fixed and will not be adjusted for changes in the stock prices of either company before the merger is completed. As a result, any changes in the market price of Allscripts common stock will have a corresponding effect on the market value of the merger consideration. Changes in the market price of Eclipsys common stock, on the other hand, will not affect the market value of the merger consideration. Neither party, however, has a right to terminate the Merger Agreement based solely upon changes in the market price of Allscripts or Eclipsys common stock.

Allscripts and Eclipsys are working to complete the transaction as quickly as possible. Allscripts currently expects that the merger will be completed during the second half of 2010. Because the date when the transaction is completed will likely occur after the date of the special meetings, Allscripts stockholders and Eclipsys stockholders will not know the exact value of the Allscripts common stock that will be issued in the merger at the time they vote on the proposal to adopt the Merger Agreement. As a result, if the market price of Allscripts common stock upon the completion of the merger is lower than the market price on the date of the Eclipsys special meeting, the market value of the merger consideration received by Eclipsys stockholders in the merger will be lower than the market value of the merger consideration at the time of vote by the Eclipsys stockholders. Moreover, during this interim period, events, conditions or circumstances could arise that could have a material impact or effect on Allscripts, Eclipsys or the industries in which they operate.

If Eclipsys former stockholders immediately sell Allscripts common stock received in the merger, they could cause Allscripts common stock price to decline.

The Allscripts common stock to be issued to stockholders of Eclipsys pursuant to the Merger Agreement will be registered under the federal securities laws. As a result, those shares will be immediately available for resale in the public market. The number of shares of Allscripts common stock to be issued to Eclipsys former stockholders pursuant to the Merger Agreement, and immediately available for resale, will equal approximately 37% of the total number of shares of Allscripts common stock outstanding, after giving effect to the closing of the transactions contemplated by the Framework Agreement, including the Share Repurchase, the Secondary Offering and the Contingent Share Repurchase. Eclipsys former stockholders may sell any or all of the stock they receive immediately after the merger. If Eclipsys former stockholders or the other holders of Allscripts common stock sell significant amounts of Allscripts common stock immediately after the merger is completed, the market price of Allscripts common stock could decline. These sales may also make it more difficult for Allscripts to sell equity securities in the future at a time and at a price that Allscripts deems appropriate to raise funds through future offerings of common stock.

Current Allscripts and Eclipsys stockholders will have a reduced ownership and voting interest after the merger.

In the merger, Allscripts expects to issue approximately 69.2 million shares of Allscripts common stock to Eclipsys stockholders, based on Eclipsys shares of common stock outstanding as of July 13, 2010. As a result of these issuances, Allscripts and Eclipsys stockholders are expected to hold approximately 63% and 37%, respectively, of the combined company s outstanding common stock immediately following completion of the merger, after giving effect to the closing of the transactions, including if Misys elects to exercise its right to require Allscripts to repurchase 5.3 million shares of Allscripts common stock owned by Misys and its subsidiaries in the Contingent Share Repurchase, pursuant to the Framework Agreement.

When the merger occurs, each Eclipsys stockholder that receives shares of Allscripts common stock will become a stockholder of Allscripts with a percentage ownership of the combined company that will be smaller than the stockholder s current percentage ownership of Eclipsys. Correspondingly, each Allscripts stockholder will remain a stockholder of Allscripts with a percentage ownership of the combined company that will be smaller than the stockholder s percentage of Allscripts prior to the merger. As a result of these reduced ownership percentages, Allscripts stockholders will have less voting power in the combined company than they now have with respect to Allscripts, and former Eclipsys stockholders will have less voting power in the combined company than they now have with respect to Eclipsys. Additionally, these reduced ownership percentages will cause a corresponding reduction in the relative percentages of the current Allscripts and Eclipsys stockholders in earnings, liquidation value and book and market value. See Summary The Merger.

To be successful, the combined company must retain and motivate key employees, and failure to do so could seriously harm the combined company.

To be successful, the combined company must retain and motivate executives and other key employees. Employees of Allscripts and Eclipsys may experience uncertainty about their future roles with the combined company until or after strategies for the combined company are announced or executed. These circumstances may adversely affect the combined company s ability to retain key personnel. Allscripts and Eclipsys have implemented retention plans to retain and motivate executives and other key employees which will increase the cost of the merger. The combined company also must continue to motivate employees and keep them focused on the strategies and goals of the combined company, which effort may be adversely affected as a result of the uncertainty and difficulties with integrating the businesses of Allscripts and Eclipsys. If the combined company is unable to retain executives and other key employees, the roles and responsibilities of such executive officers and employees will need to be filled either by existing or new officers and employees, which may require the combined company to devote time and resources to identifying, hiring and integrating replacements for the departed executives that could otherwise be used to integrate the businesses of Allscripts and Eclipsys or otherwise pursue business opportunities.

If the combined company is unable to manage its growth, its business and financial results could suffer.

The combined company s future financial results will depend in part on its ability to profitably manage its core businesses, including any growth that the combined company may be able to achieve. Over the past several years, each of Allscripts and Eclipsys has engaged in the identification of, and competition for, growth and expansion opportunities. In order to achieve those initiatives, the combined company will need to, among other things, recruit, train, retain and effectively manage employees and expand its operations and financial control systems. If the combined company is unable to manage its businesses effectively and profitably, its business and financial results could suffer.

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The pro forma financial statements are presented for illustrative purposes only and may not be an indication of the combined company s financial condition or results of operations following the transaction.

The pro forma financial statements contained in this joint proxy statement/prospectus/information statement are presented for illustrative purposes only and may not be an indication of the combined company s financial condition or results of operations following the merger for several reasons. For example, the pro forma financial statements have been derived from the historical financial statements of Allscripts and Eclipsys and certain adjustments and assumptions have been made regarding the combined company after giving effect to the Coniston Transactions, the Contingent Share Repurchase and the merger. The information upon which these adjustments and assumptions have been made is preliminary, and these kinds of adjustments and assumptions are difficult to make with accuracy. Moreover, the pro forma financial statements do not reflect all costs that are expected to be incurred by the combined company in connection with the merger. For example, the impact of any incremental costs incurred in integrating the businesses of the two companies is not reflected in the pro forma financial statements. As a result, the actual financial condition and results of operations of the combined company following the merger may not be consistent with, or evident from, these pro forma financial statements.

In addition, the assumptions used in preparing the pro forma financial data may not prove to be accurate, and other factors may affect the combined company s financial condition or results of operations following the merger. Any potential decline in the combined company s financial condition or results of operations may cause significant variations in the stock price of the combined company. See the section entitled Unaudited Pro Forma Combined Consolidated Financial Statements.

Some of the conditions to the merger may be waived by Allscripts or Eclipsys without resoliciting the approval of stockholders.

Some of the conditions set forth in the Merger Agreement may be waived by Allscripts or Eclipsys, subject to the agreement of the other party in specific cases. See The Merger Agreement Conditions to Completion of the Merger beginning on page 168. If any conditions are waived, Allscripts and Eclipsys will evaluate whether amendment of this joint proxy statement/prospectus/information statement and resolicitation of proxies are warranted. If the board of directors of Allscripts or Eclipsys determines that resolicitation of their respective stockholders is not warranted, the applicable company will have the discretion to complete the merger without seeking further approval from its stockholders.

Provisions of the Merger Agreement may deter alternative business combinations and could negatively impact the stock prices of Allscripts and Eclipsys if the Merger Agreement is terminated in certain circumstances.

Restrictions in the Merger Agreement prohibit each party from soliciting any acquisition proposal or offer for a merger or business combination with any other party, including a proposal that might be advantageous to the stockholders of a party when compared to the terms and conditions of the merger.

In addition, if the Merger Agreement is terminated, Eclipsys may be required in specified circumstances to pay the transaction expenses of Allscripts up to $5 million or to pay a termination fee of approximately $17.7 million or $40 million to Allscripts, and Allscripts may be required in specified circumstances to pay the transaction expenses of Eclipsys up to $5 million or to pay a termination fee of $17.7 million or $40 million to Eclipsys. If the merger is terminated by Allscripts or Eclipsys in circumstances that obligate either party to pay the transaction expenses of the other party or to pay the termination fee to the other party, the trading price of Allscripts and/or Eclipsys stock may decline.

These provisions may deter third parties from proposing or pursuing alternative business combinations that might result in greater value to Eclipsys stockholders than the merger with Allscripts.

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Executive officers of Allscripts have interests in the transaction that are different from, or in addition to, the interests of Allscripts stockholders.

Allscripts executive officers have interests in the merger that are different from, or in addition to, interests of Allscripts stockholders. Pursuant to a retention plan adopted by the Allscripts board of directors on June 8, 2010, certain Allscripts employees, including its executive officers, will be entitled to receive retention payments subject to certain conditions. See The Merger Interests of Allscripts Executive Officers.

Directors and executive officers of Eclipsys have interests in the transaction that are different from, or in addition to, the interests of Eclipsys stockholders.

When considering the recommendation of Eclipsys board of directors that Eclipsys stockholders vote in favor of the adoption of the Merger Agreement, Eclipsys stockholders should be aware that Eclipsys directors and executive officers have interests in the merger that are different from, or in addition to, interests of Eclipsys stockholders, including the following:

- Mr. Pead, currently a director of Eclipsys and Eclipsys president and chief executive officer, will become chairman of the board of directors and a senior executive officer of the combined company upon the completion of the merger;
- Messrs. Fife and Kangas, current non-employee directors of Eclipsys, will become directors of the combined company upon completion of the merger;
- certain of Eclipsys executive officers are parties to employment agreements and equity award agreements which provide for enhanced payments and acceleration of certain equity awards upon the termination of employment within a certain period after a change in control of Eclipsys, including the merger;
- certain Eclipsys executive officers are parties to performance stock unit agreements which provide for certain modifications upon completion of the merger;
- Eclipsys directors are parties to deferred stock unit agreements which provide for acceleration of all of their unvested and outstanding deferred stock units upon completion of the merger;
- certain Eclipsys employees, including its executive officers, will be entitled to receive retention payments subject to certain conditions pursuant to a retention plan adopted by the Eclipsys board of directors in connection with the merger; and
- the Merger Agreement provides for indemnification and liability insurance arrangements for each of Eclipsys current and former directors and officers.

These interests may present Eclipsys directors and executive officers with actual or potential conflicts of interest. The Eclipsys board of directors was aware of these interests and considered them, among other matters, in approving the Merger Agreement and making its recommendations that the Eclipsys stockholders approve the Merger Agreement. See The Merger Interests of Eclipsys Directors and Executive Officers.

The merger may result in substantial goodwill for the combined company. If the combined company s goodwill becomes impaired, then the profits of the combined company may be significantly reduced or eliminated and stockholders equity may be reduced.

The unaudited pro forma financial statements reflect preliminary estimates of goodwill of approximately $734 million as a result of the merger. This approximate amount of goodwill assumes that the Allscripts common stock received by the Eclipsys stockholders in the merger has a market value of $18.42 per share (the closing price of Allscripts common stock on The NASDAQ Global Select Market on June 8, 2010). The actual amount of goodwill recorded may be materially different and will depend in part on the market value of Allscripts common stock as of the date on which the merger is completed and the appropriate allocation of purchase price, which may be impacted by a number of factors, including changes in the net assets acquired and changes in the fair values of the net assets acquired. On at least an annual basis, Allscripts assesses whether there has been an impairment in the value of goodwill. If the carrying value of goodwill exceeds its estimated fair value, impairment is deemed to have occurred and the carrying value of goodwill is written down to fair value. Under GAAP, this would result in a charge to the combined company s operating earnings. Accordingly, any determination requiring the write-off of a significant portion of goodwill recorded in connection with the merger would negatively affect the combined company s results of operations.

Allscripts and Eclipsys expect to incur significant costs whether or not the merger is completed.

Allscripts and Eclipsys will incur substantial expenses related to the Coniston Transactions and the merger whether or not the merger is completed. Allscripts currently expects to incur approximately $55.6 million in transactional expenses, approximately $32.7 million of which are not contingent on the completion of the merger. Eclipsys currently expects to incur approximately $13.4 million in transactional expenses, approximately $4.4 million of which are not contingent on the completion of the merger. Moreover, if the Merger Agreement is terminated, Allscripts or Eclipsys may, under certain circumstances, be required to pay the other a termination fee of approximately $17.7 million or $40 million or reimburse the other for transaction expenses of up to $5 million, depending on the circumstances of the termination. Also, should the Merger Agreement be terminated due to a willful breach of the Merger Agreement by one of the parties, such party could owe significant damages to the other. See the section entitled The Merger Agreement Termination Fees; Reimbursement of Expenses.

If the Coniston Transactions are not completed, then the merger will not be completed.

Allscripts and Eclipsys obligation to complete the merger is subject to the satisfaction of certain conditions, including the completion of the Coniston Transactions. Completion of the Coniston Transactions, in turn, is subject to certain conditions, including (i) approval of the Coniston Transactions by the shareholders of Misys, (ii) the sale of no fewer than 36 million shares of Allscripts common stock in the Secondary Offering at a price to the public of no less than $16.50 per share, and (iii) completion of the Share Repurchase, which is contingent upon completion of the financing contemplated by the Debt Commitment Letter. Accordingly, if any of these conditions is not satisfied or waived, the Coniston Transactions will not be completed and, as a result, the merger will not be completed. In addition, the Framework Agreement provides for certain termination rights for both Allscripts and Misys, including the right of either party to terminate the Framework Agreement if the closing of the Coniston Transactions has not been completed on or prior to December 9, 2010. If the Framework Agreement is terminated prior to the completion of the Coniston Transactions, the merger will not be completed.

If the merger is completed, Allscripts will incur significant additional expenses in connection with the integration of the two businesses.

If the merger is completed, Allscripts expects to incur significant additional expenses in connection with the integration of the two businesses, including integrating personnel, geographically diverse operations, information technology systems, accounting systems, customers, and strategic partners of each company and implementing consistent standards, policies, and procedures, and may be subject to possibly material write downs in assets and charges to earnings, which are expected to include severance pay and other costs.

Allscripts and Eclipsys will be subject to various uncertainties and contractual restrictions while the merger is pending that could adversely affect their financial results.

Uncertainty about the effect of the merger on employees, customers, potential customers, partners and suppliers may have an adverse effect on Allscripts and/or Eclipsys. These uncertainties may impair Allscripts and/or Eclipsys ability to attract, retain and motivate key personnel until the merger is completed and for a period of time thereafter, and could cause existing customers, partners and suppliers and others that currently have business relationships with Allscripts or Eclipsys to seek to change their business relationships with Allscripts or Eclipsys. Additionally, these uncertainties could cause potential clients of Allscripts or Eclipsys to defer decisions or purchases, or to seek products and services from competitors of Allscripts or Eclipsys.

Employee retention and recruitment may be particularly challenging prior to completion of the merger, as employees and prospective employees may experience uncertainty about their future roles with the combined company.

The pursuit of the merger and the preparation for the integration may place a significant burden on management and internal resources. Any significant diversion of management attention away from ongoing business and any difficulties encountered in the transition and integration process could affect Allscripts or Eclipsys financial results.

In addition, the merger agreement restricts each of Allscripts and Eclipsys, without the other s consent, from making certain acquisitions and dispositions and taking other specified actions related to the operation of their businesses while the merger is pending. These restrictions may prevent Allscripts and/or Eclipsys from pursuing attractive business opportunities and making other changes to their respective businesses prior to completion of the merger or termination of the Merger Agreement. See The Merger Agreement Conduct of Business Pending the Merger beginning on page 177.

Failure to complete the merger could negatively impact the stock prices and the future business and financial results of Allscripts and Eclipsys.

If the merger is not completed, the ongoing businesses of Allscripts or Eclipsys may be adversely affected and Allscripts and Eclipsys will be subject to several risks, including the following:

- being required, under certain circumstances under the Merger Agreement, to pay a termination fee of approximately $17.7 million or $40 million to the other party or reimburse the other party s out-of-pocket transaction expenses of up to $5 million depending on the timing and reasons for termination (see The Merger Agreement Termination of the Merger Agreement beginning on page 182);

- having to pay costs and expenses relating to the merger and related transactions;

- the attention of management of Allscripts and Eclipsys will have been diverted to the merger instead of on such company s own operations and pursuit of other opportunities that could have been beneficial to such company; and

- customer perception may be negatively impacted which could affect the ability of Allscripts and Eclipsys to compete for, or to win, new and renewal business in the marketplace.

Pending litigation against Allscripts and Eclipsys could result in an injunction preventing completion of the merger, the payment of damages if the merger is completed and/or may adversely affect the combined company s business, financial condition or results of operations following the merger.

In connection with the merger, purported stockholders of Eclipsys have filed putative stockholder class action lawsuits against Eclipsys and its directors, Allscripts and Arsenal Merger Corp. Among other remedies, the plaintiffs seek to enjoin the merger. The outcome of any such litigation is inherently uncertain. Each company may incur substantial costs and expenses to defend the company and, in the case of Eclipsys, to defend its directors in the lawsuits. If a dismissal is not granted or a settlement is not reached, these lawsuits could prevent or delay completion of the merger. The outcome may adversely affect the combined company s business, financial condition or results of operations. See The Merger Litigation beginning on page 160.

The combined company will have to develop and rely on its own resources and personnel to operate the business.

Misys and Allscripts are currently parties to a Shared Services Agreement pursuant to which Misys provides Allscripts with certain services and personnel to support Allscripts business. Upon the consummation of the Coniston Transactions, the Shared Services Agreement will be terminated and Allscripts and Misys will enter into a Transition Services Agreement pursuant to which Misys will continue to provide certain services and personnel to the combined company to support its business. Beginning approximately six months after the date of

the Transition Services Agreement with respect to certain services, the services formerly provided by Misys will need to be continued by either existing or new employees of Allscripts, which may require the combined company to devote time and resources to identifying, hiring and integrating individuals to perform the services formerly provided by Misys pursuant to the Transition Services Agreement.

The combined company s common stock may be affected by factors different from those affecting the price of Allscripts common stock or Eclipsys common stock.

On completion of the merger, holders of Eclipsys common stock will become holders of common stock in Allscripts and, although holders of Allscripts common stock will continue to hold Allscripts common stock, Allscripts business will be different as a result of the completion of the merger. As the business of Allscripts and the business of Eclipsys are different, the results of operations as well as the price of the combined company s common stock may be affected by factors different than those factors affecting Allscripts and Eclipsys as independent stand-alone entities. The combined company will face additional risks and uncertainties not otherwise facing each independent company in the merger. For a discussion of Allscripts and Eclipsys businesses and certain factors to consider in connection with their respective businesses, see Risks Related to Allscripts beginning on page 32 and Risks Related to Eclipsys beginning on page 49.

If the merger is completed, provisions of the combined company s charter documents and Delaware law may delay or inhibit potential acquisition bids that stockholders may believe are desirable, and the market price of Allscripts common stock may be lower as a result.

If the merger is completed, the Additional Amendment will provide that Allscripts board of directors will have the authority to issue up to 1 million shares of preferred stock. Allscripts board of directors will be able fix the price, rights, preferences, privileges and restrictions of the preferred stock without any further vote or action by Allscripts stockholders, and the issuance of shares of preferred stock may discourage, delay or prevent a merger or acquisition of Allscripts.

The Additional Amendment will include an election to be governed by Section 203 of the DGCL, which will prohibit Allscripts from engaging in any business combination with an interested stockholder for a period of three years from the date the person became an interested stockholder, unless certain conditions are met. These provisions will make it more difficult for stockholders or potential acquirers to acquire Allscripts without negotiation and may apply even if some of Allscripts stockholders consider the proposed transaction beneficial to them. These provisions could also limit the price that investors are willing to pay in the future for shares of Allscripts common stock.

The Additional Amendment will contain provisions that may delay or inhibit potential acquisition bids, including provisions that:

- Allscripts stockholders are not allowed to act by written consent; and
- Allscripts stockholders are not allowed to call a special meeting of stockholders.

Risks Related to the Coniston Transactions

The sale of Allscripts common stock by Misys could cause Allscripts common stock price to decline.

Allscripts has agreed to facilitate the sale of at least 36 million shares of Allscripts common stock held by one or more subsidiaries of Misys in connection with the transactions contemplated by the Framework Agreement. The number of shares to be offered by such subsidiaries of Misys will equal approximately 24.6% of outstanding Allscripts common stock at the time of such sale. As a result of such offering, the market price for Allscripts common stock could decline and it may make it more difficult for Allscripts to sell equity securities at a time and at a price Allscripts deems appropriate. In addition, any shares of Allscripts common stock held by Misys and its subsidiaries after the completion of the Coniston Transactions may be sold following the expiration of the lock-up agreements entered into in connection with the Secondary Offering, which could result in further declines of the

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market price for Allscripts common stock. Under the Registration Rights Agreement entered into in connection with the Framework Agreement, Misys will have certain rights to require Allscripts to file a registration statement under the federal securities laws registering the sale of all or a portion of Misys shares of Allscripts common stock, or to participate in any registration statement proposed to be effected by Allscripts, subject to certain limitations.

The additional indebtedness incurred in connection with the transactions contemplated by the Framework Agreement will decrease business flexibility and increase borrowing costs.

In connection with the transactions contemplated by the Framework Agreement, Allscripts will increase its indebtedness by approximately $570 million, and will have indebtedness that will be substantially greater than its indebtedness prior to the closing of the transactions contemplated by the Framework Agreement. The covenants in such indebtedness and the increased indebtedness and higher debt-to-equity ratio of Allscripts in comparison to that of Allscripts on a recent historical basis could have the effect, among other things, of:

- requiring a substantial portion of its cash flow from operations to payments on Allscripts debt, reducing the availability of cash flow to fund working capital, capital expenditures and other general corporate purposes;
- increasing vulnerability to adverse general economic and industry conditions;
- limiting flexibility in planning for, or reacting to, changes in business and the industry in which Allscripts operates;
- placing Allscripts at a competitive disadvantage compared to competitors that have less debt; and
- limiting the ability to borrow additional funds on terms that are satisfactory or at all.

Newco may be liable for significant potential contingent tax liabilities arising out of the Coniston Transactions and certain related transactions, or out of prior activities of Newco unrelated to those transactions.

Newco might be subject to significant taxes, which we refer to as Transaction Taxes, arising out of the Coniston Transactions and certain related restructuring transactions, which we refer to collectively as the Misys Transactions. In particular, the Exchange or other Misys Transactions might result in recognition of the built-in gain inherent in the shares of Allscripts common stock held by Newco, which is significant. At the time of the Exchange, Newco will hold 61,308,295 shares of Allscripts common stock. Pursuant to the Framework Agreement, Misys has indemnified Allscripts against any Transaction Taxes imposed on Newco, and Misys is required to provide a bank guarantee in the amount of $168 million, which we refer to as the PLR Bank Guarantee, to support that indemnification obligation.

Misys is seeking a letter ruling from the Internal Revenue Service, which we refer to as the IRS, which, if obtained, is expected to confirm that the Misys Transactions will not result in the recognition of the built-in gain inherent in the shares of Allscripts common stock held by Newco, and may address other tax issues related to the Misys Transactions. If a favorable letter ruling is received, the PLR Bank Guarantee will be terminated. No assurances can be given that a favorable letter ruling will be received, as the IRS might decline to issue a favorable letter ruling. At the time of the closing of the Coniston Transactions it likely will not be known whether a favorable letter ruling will be issued. If a favorable letter ruling were not issued, in a subsequent IRS audit of the Misys Transactions the IRS might successfully assert that significant taxes, penalties and interest are payable by Newco. The amount of the PLR Bank Guarantee might be insufficient to fully cover Misys resulting indemnification obligation. Furthermore, although not expected, there could be circumstances in which the PLR Bank Guarantee would be reduced or terminated prior to the extinguishment of the resulting tax liabilities. The ability to rely on any favorable letter ruling depends on the accuracy and completeness of the information submitted to the IRS, which will be primarily determined by Misys. As a result, no assurances can be given that Allscripts ability to rely on a favorable letter ruling could not be challenged, in which case Allscripts would be required to rely on Misys indemnification obligation without the benefit of the PLR Bank Guarantee.

Additionally, while the letter ruling is expected to address the material tax issues related to the Misys Transactions, all issues may not be addressed.

KPMG LLP, Allscripts tax advisor, has delivered an opinion to Allscripts concluding, among other things, that, based on relevant representations and assumptions, the transactions contemplated by the Framework Agreement, including the Exchange and the other Misys Transactions, will not result in the recognition of the built-in gain inherent in the Allscripts stock held by Newco. If the representations or assumptions on which such opinion is based are inaccurate or incomplete, the conclusions reached in the opinion may be incorrect. Furthermore, such opinion is not binding on the IRS or any court, and the IRS or the courts may not agree with the conclusions reached in the opinion. The opinion will not preclude the IRS from declining to issue a favorable letter ruling nor will it preclude the IRS from successfully asserting that significant taxes, penalties and interest are payable by Newco as a result of the Misys Transactions or otherwise.

Pursuant to the Framework Agreement, Misys has also indemnified Allscripts against any contingent tax liability of Newco other than Transaction Taxes, such as taxes imposed as a result of prior activities of Newco, which we refer to as Historic Taxes, and Misys is required to provide an additional bank guarantee in the amount of $45 million, which we refer to as the Historic Bank Guarantee, to support that indemnification obligation. The amount of the Historic Bank Guarantee might be insufficient to fully cover Historic Taxes that might be imposed. Furthermore, although not expected, there could be circumstances in which the Historic Bank Guarantee is reduced or terminated prior to the extinguishment of the resulting tax liabilities.

Misys also has indemnified Allscripts from taxes imposed on Allscripts as a result of the Exchange and from taxes imposed on Allscripts relating to certain withholding taxes, including any liability for failing to withhold certain taxes. Those indemnification obligations are not supported by any bank guarantees.

If Allscripts is unable to finance the repurchase of shares from Misys, the merger will not be completed.

Allscripts intends to finance the transactions contemplated by the Framework Agreement with debt financing, existing cash balances and cash flow from operations. To this end, and to provide for ongoing working capital for general corporate purposes after the merger, Allscripts has received commitments from JPMorgan Chase Bank, N.A., Barclays Bank PLC, UBS Loan Finance LLC and certain of their affiliates for a $570 million senior secured term loan facility and a $150 million senior secured revolving facility, each of which is expected to close upon the closing of the Coniston Transactions. The Debt Commitment Letter includes customary conditions to funding, including the completion of definitive documentation, the absence of a material adverse change in Allscripts and its subsidiaries business, assets, liabilities (contingent or otherwise), financial condition or results of operations consistent with the definition in the Merger Agreement, the absence of material modification to the Framework Agreement and related documentation unless approved by the initial arrangers of the financing, the delivery of financial information and other customary closing deliveries, the receipt of corporate credit ratings from Moody s and S&P, the perfection of liens, the solvency of Allscripts and its subsidiaries after giving effect to the Coniston Transactions (other than the merger) and a pro forma ratio of total indebtedness to EBITDA of Allscripts and its subsidiaries not in excess of 4.0 to 1.0 (giving effect to the merger on a pro forma basis to the extent the merger will close substantially simultaneously with the Coniston Transactions). If the financing described in the Debt Commitment Letter is not available on the terms set forth in the Debt Commitment Letter, other financing may not be available on acceptable terms, in a timely manner or at all. If other financing becomes necessary and Allscripts is unable to secure such additional financing, the Coniston Transactions will not be completed and, as a result, the merger will not be completed.

Risks Related to Allscripts

Risks Related to Allscripts Business

If physicians and hospitals do not accept Allscripts products and services, or delay in deciding whether to purchase Allscripts products and services, Allscripts business, financial condition and results of operations will be adversely affected.

Allscripts business model depends on its ability to sell its products and services. Acceptance of Allscripts products and services requires physicians and hospitals to adopt different behavior patterns and new methods of

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conducting business and exchanging information. Allscripts cannot assure you that physicians and hospitals will integrate Allscripts products and services into their workflow or that participants in the healthcare market will accept Allscripts products and services as a replacement for traditional methods of conducting healthcare transactions. Achieving market acceptance for Allscripts products and services will require substantial sales and marketing efforts and the expenditure of significant financial and other resources to create awareness and demand by participants in the healthcare industry.

If Allscripts fails to achieve broad acceptance of its products and services by physicians, hospitals and other healthcare industry participants or if Allscripts fails to position its services as a preferred method for information management and healthcare delivery, Allscripts business, financial condition and results of operations will be adversely affected.

Allscripts may not see the benefits of government programs initiated to accelerate the adoption and utilization of health information technology and to counter the effects of the current economic situation.

While government programs initiated to improve the efficiency within the health care sector and counter the effects of the current economic situation include expenditures to stimulate business and accelerate the adoption and utilization of health care technology, Allscripts cannot assure you that it will receive any of those funds. For example, the passage of the Health Information Technology for Economic and Clinical Health Act (HITECH) under the American Recovery and Reinvestment Act of 2009 (ARRA) authorizes approximately $30 billion in expenditures, including discretionary funding, to further adoption of electronic health records. Although Allscripts believes that its service offerings will meet the requirements of HITECH in order for Allscripts clients to qualify for financial incentives for implementing and using Allscripts services, there can be no certainty that any of the planned financial incentives, if made, will be made in regard to Allscripts services. Allscripts also cannot predict the speed at which physicians will adopt electronic health record systems in response to such government incentives, whether physicians will select Allscripts products and services or whether physicians will implement an electronic health record system at all. Any delay in the purchase and implementation of electronic health records systems by physicians in response to government programs, or the failure of physicians to purchase an electronic health record system, could have an adverse effect on Allscripts business, financial condition and results of operations.

Allscripts failure to compete successfully could cause its revenue or market share to decline.

The market for Allscripts products and services is intensely competitive and is characterized by rapidly evolving technology and product standards, technology and user needs and the frequent introduction of new products and services. Some of Allscripts competitors may be more established, benefit from greater name recognition and have substantially greater financial, technical and marketing resources than Allscripts. Moreover, Allscripts expects that competition will continue to increase as a result of consolidation in both the information technology and healthcare industries. If one or more of Allscripts competitors or potential competitors were to merge or partner with another of Allscripts competitors, the change in the competitive landscape could adversely affect Allscripts ability to compete effectively. Allscripts competes on the basis of several factors, including:

- breadth and depth of services;
- reputation;
- reliability, accuracy and security;
- client service;
- price; and
- industry expertise and experience.

Allscripts clinical solutions business unit s principal competitors include Athenahealth Inc., Cerner Corporation, eClinicalWorks Inc., Epic Systems Corporation, Emdeon Business Services LLC, GE, Aprima

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Medical Software (formerly iMedica Corporation), McKesson Corporation, Quality Systems, Inc., Sage Software, Inc., The Trizetto Group, Inc., and Wellsoft Corporation.

Allscripts key competitors in the EDIS market include MedHost, Meditech, Picis and WellSoft. In the care management market, primary competitors include eDischarge, Maxsys Ltd., Meditech, Midas+ and ProviderLink.

There can be no assurance that Allscripts will be able to compete successfully against current and future competitors or that the competitive pressures that Allscripts faces will not materially adversely affect its business, financial condition and results of operations.

It is difficult to predict the sales cycle and implementation schedule for Allscripts software solutions.

The duration of the sales cycle and implementation schedule for Allscripts software solutions depends on a number of factors, including the nature and size of the potential customer and the extent of the commitment being made by the potential customer, which is difficult to predict. Allscripts sales and marketing efforts with respect to hospitals and large health organizations generally involve a lengthy sales cycle due to these organizations complex decision-making processes. Additionally, in light of increased government involvement in healthcare, and related changes in the operating environment for healthcare organizations, Allscripts current and potential customers may react by curtailing or deferring investments, including those for Allscripts services. If potential customers take longer than Allscripts expects to decide whether to purchase Allscripts solutions, Allscripts selling expenses could increase and its revenues could decrease, which could harm Allscripts business, financial condition and results of operations. If customers take longer than Allscripts expects to implement Allscripts solutions, Allscripts recognition of related revenue would be delayed, which would adversely affect Allscripts business, financial condition and results of operations.

Allscripts future success depends upon its ability to grow, and if Allscripts is unable to manage its growth effectively, it may incur unexpected expenses and be unable to meet its customers requirements.

Allscripts will need to expand its operations if it successfully achieves market acceptance for its products and services. Allscripts cannot be certain that its systems, procedures, controls and existing space will be adequate to support expansion of its operations. Allscripts future operating results will depend on the ability of its officers and key employees to manage changing business conditions and to implement and improve Allscripts technical, administrative, financial control and reporting systems. Allscripts may not be able to expand and upgrade its systems and infrastructure to accommodate these increases. Difficulties in managing any future growth, including as a result of the proposed merger with Eclipsys, could have a significant negative impact on Allscripts business, financial condition and results of operations because Allscripts may incur unexpected expenses and be unable to meet its customers requirements.

Competition for Allscripts employees is intense, and Allscripts may not be able to attract and retain the highly skilled employees Allscripts needs to support its business.

Allscripts ability to provide high-quality services to its clients depends in large part upon Allscripts employees experience and expertise. Allscripts must attract and retain highly qualified personnel with a deep understanding of the healthcare and health information technology industries. Allscripts competes with a number of companies for experienced personnel and many of these companies, including clients and competitors, have greater resources than Allscripts has and may be able to offer more attractive terms of employment. In addition, Allscripts invests significant time and expense in training its employees, which increases their value to clients and competitors who may seek to recruit them and increases the costs of replacing them. If Allscripts fails to retain its employees, the quality of Allscripts services could diminish and this could have a material adverse effect on Allscripts business, financial condition and results of operations.

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If Allscripts loses the services of its key personnel, it may be unable to replace them, and Allscripts business, financial condition and results of operations could be adversely affected.

Allscripts success largely depends on the continued skills, experience, efforts and policies of Allscripts management and other key personnel and Allscripts ability to continue to attract, motivate and retain highly qualified employees. In particular, the services of Glen Tullman, Allscripts Chief Executive Officer, are integral to the execution of Allscripts business strategy. If one or more of Allscripts key employees leaves Allscripts employment, Allscripts will have to find a replacement with the combination of skills and attributes necessary to execute Allscripts strategy. Because competition for skilled employees is intense, and the process of finding qualified individuals can be lengthy and expensive, Allscripts believes that the loss of the services of key personnel could adversely affect Allscripts business, financial condition and results of operations. Allscripts cannot assure you that it will continue to retain such personnel. Allscripts does not maintain keyman insurance for any of its key employees.

If Allscripts is unable to successfully introduce new products or services or fail to keep pace with advances in technology, its business, financial condition and results of operations will be adversely affected.

The successful implementation of Allscripts business model depends on Allscripts ability to adapt to evolving technologies and industry standards and introduce new products and services. Allscripts cannot assure you that it will be able to introduce new products on schedule, or at all, or that such products will achieve market acceptance. Moreover, competitors may develop competitive products that could adversely affect Allscripts results of operations. A failure by Allscripts to introduce planned products or other new products or to introduce these products on schedule could have an adverse effect on Allscripts business, financial condition and results of operations.

If Allscripts cannot adapt to changing technologies, its products and services may become obsolete, and its business could suffer. Because the health information technology market is characterized by rapid technological change, Allscripts may be unable to anticipate changes in its current and potential customers requirements that could make Allscripts existing technology obsolete. Allscripts success will depend, in part, on its ability to continue to enhance its existing products and services, develop new technology that addresses the increasingly sophisticated and varied needs of Allscripts prospective customers, license leading technologies and respond to technological advances and emerging industry standards and practices on a timely and cost-effective basis. The development of Allscripts proprietary technology entails significant technical and business risks. Allscripts may not be successful in using new technologies effectively or adapting Allscripts proprietary technology to evolving customer requirements or emerging industry standards, and, as a result, Allscripts business could suffer.

Allscripts business depends in part on and will continue to depend in part on Allscripts ability to establish and maintain additional strategic relationships.

To be successful, Allscripts must continue to maintain its existing strategic relationships and establish additional strategic relationships with leaders in a number of healthcare and health information technology industry segments. This is critical to Allscripts success because Allscripts believes that these relationships contribute towards Allscripts ability to:

- extend the reach of Allscripts products and services to a larger number of physicians and hospitals and to other participants in the healthcare industry;
- develop and deploy new products and services;
- further enhance the Allscripts brand; and
- generate additional revenue and cash flows.

Entering into strategic relationships is complicated because strategic partners may decide to compete with Allscripts in some or all of Allscripts markets. In addition, Allscripts may not be able to maintain or establish

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relationships with key participants in the healthcare industry if Allscripts conducts business with their competitors. Allscripts depends, in part, on its strategic partners ability to generate increased acceptance and use of Allscripts products and services. If Allscripts loses any of these strategic relationships or fails to establish additional relationships, or if Allscripts strategic relationships fail to benefit Allscripts as expected, Allscripts may not be able to execute its business plan, and its business, financial condition and results of operations may suffer.

Future acquisitions may result in potentially dilutive issuances of equity securities, the incurrence of indebtedness and increased amortization expense.

Future acquisitions may result in potentially dilutive issuances of equity securities. In addition, future acquisitions may result in the incurrence of debt, the assumption of known and unknown liabilities, the write off of software development costs and the amortization of expenses related to intangible assets, all of which could have an adverse effect on Allscripts business, financial condition and results of operations. Allscripts has taken, and, if an impairment occurs, could take, charges against earnings in connection with acquisitions.

If Allscripts products fail to perform properly due to errors or similar problems, Allscripts business could suffer.

Complex software such as Allscripts often contains defects or errors, some of which may remain undetected for a period of time. It is possible that such errors may be found after introduction of new software or enhancements to existing software. Allscripts continually introduces new solutions and enhancements to its solutions, and, despite testing by Allscripts, it is possible that errors might occur in Allscripts software. If Allscripts detects any errors before Allscripts introduces a solution, Allscripts might have to delay deployment for an extended period of time while it addresses the problem. If Allscripts does not discover software errors that affect its new or current solutions or enhancements until after they are deployed, Allscripts would need to provide enhancements to correct such errors. Errors in Allscripts software could result in:

- harm to Allscripts reputation;
- lost sales;
- delays in commercial release;
- product liability claims;
- delays in or loss of market acceptance of Allscripts solutions;
- license terminations or renegotiations; and
- unexpected expenses and diversion of resources to remedy errors.

Furthermore, Allscripts customers might use Allscripts software together with products from other companies. As a result, when problems occur, it might be difficult to identify the source of the problem. Even when Allscripts software does not cause these problems, the existence of these errors might cause Allscripts to incur significant costs, divert the attention of its technical personnel from its solution development efforts, impact its reputation and cause significant customer relations problems.

Allscripts business depends on its intellectual property rights, and if Allscripts is unable to protect them, Allscripts competitive position may suffer.

Allscripts business plan is predicated on its proprietary systems and technology products. Accordingly, protecting Allscripts intellectual property rights is critical to its continued success and its ability to maintain its competitive position. Allscripts protects its proprietary rights through a combination of trademark, trade secret and copyright law, confidentiality agreements and technical measures. Allscripts generally does not have any

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patents on its technology. Allscripts generally enters into non-disclosure agreements with its employees and consultants and limits access to its trade secrets and technology. Allscripts cannot assure you that the steps it has taken will prevent misappropriation of its technology. Misappropriation of Allscripts intellectual property would have an adverse effect on Allscripts competitive position. In addition, Allscripts may have to engage in litigation in the future to enforce or protect its intellectual property rights or to defend against claims of invalidity, and Allscripts may incur substantial costs and the diversion of management s time and attention as a result.

If Allscripts is deemed to infringe on the proprietary rights of third parties, it could incur unanticipated expense and be prevented from providing its products and services.

Allscripts is and may continue to be subject to intellectual property infringement claims as Allscripts applications functionality overlaps with competitive products. Allscripts does not believe that it has infringed or is infringing on any proprietary rights of third parties. However, claims are occasionally asserted against Allscripts, and Allscripts cannot assure you that infringement claims will not be asserted against it in the future. Also, Allscripts cannot assure you that any such claims will be unsuccessful. Allscripts could incur substantial costs and diversion of management resources defending any infringement claims. Furthermore, a party making a claim against Allscripts could secure a judgment awarding substantial damages, as well as injunctive or other equitable relief that could effectively block Allscripts ability to provide products or services. In addition, Allscripts cannot assure you that licenses for any intellectual property of third parties that might be required for Allscripts products or services will be available on commercially reasonable terms, or at all.

If Allscripts content and service providers fail to perform adequately, or to comply with laws, regulations or contractual covenants, Allscripts reputation and its business, financial condition and results of operations could be adversely affected.

Allscripts depends on independent content and service providers for communications and information services and for many of the benefits it provides through its software applications and services, including the maintenance of managed care pharmacy guidelines, drug interaction reviews, the routing of transaction data to third-party payers and the hosting of Allscripts applications. Allscripts ability to rely on these services could be impaired as a result of the failure of such providers to comply with applicable laws, regulations and contractual covenants, or as a result of events affecting such providers, such as power loss, telecommunication failures, software or hardware errors, computer viruses and similar disruptive problems, fire, flood and natural disasters. Any such failure or event could adversely affect Allscripts relationships with its customers and damage Allscripts reputation. This would adversely affect Allscripts business, financial condition and results of operations. In addition, Allscripts may have no means of replacing content or services on a timely basis or at all if they are inadequate or in the event of a service interruption or failure.

Allscripts may be liable for use of content it provides.

Allscripts provides content for use by healthcare providers in treating patients. Third-party contractors provide Allscripts with most of this content. If this content is incorrect or incomplete, adverse consequences, including death, may occur and give rise to product liability and other claims against Allscripts. In addition, certain of Allscripts solutions provide applications that relate to patient clinical information, and a court or government agency may take the position that Allscripts delivery of health information directly, including through licensed practitioners, or delivery of information by a third party site that a consumer accesses through Allscripts websites, exposes Allscripts to personal injury liability, or other liability for wrongful delivery or handling of healthcare services or erroneous health information. While Allscripts maintains product liability insurance coverage in an amount that Allscripts believes is sufficient for its business, it cannot assure you that this coverage will prove to be adequate or will continue to be available on acceptable terms, if at all. A claim brought against Allscripts that is uninsured or under-insured could harm its business, financial condition and results of operations. Even unsuccessful claims could result in substantial costs and diversion of management resources.

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If Allscripts security is breached, Allscripts could be subject to liability and customers could be deterred from using Allscripts services.

Allscripts business relies on electronic transmission of confidential patient and other information. Allscripts believes that any well-publicized compromise of its network security or a misappropriation of patient information or other data would adversely affect its reputation and would require Allscripts to devote significant financial and other resources to alleviate such problems. In addition, existing or potential customers of Allscripts could be deterred from using Allscripts products and services, and Allscripts could be subject to possible liability and regulatory action. Allscripts could face financial loss, litigation and other liabilities to the extent that its activities or the activities of third-party contractors involve the storage and transmission of confidential information like patient records or credit information.

If Allscripts is unable to obtain additional financing for its future needs, its ability to respond to competitive pressures may be impaired and its business, financial condition and results of operations could be adversely affected.

Allscripts cannot be certain that additional financing will be available to it on favorable terms, or at all. If adequate financing is not available or is not available on acceptable terms, Allscripts ability to fund its expansion, take advantage of potential acquisition opportunities, develop or enhance services or products, or respond to competitive pressures would be significantly limited.

Allscripts also relies on independent content providers for the majority of the clinical, educational and other healthcare information that Allscripts provides. In addition, Allscripts depends on its content providers to deliver high quality content from reliable sources and to continually upgrade their content in response to demand and evolving healthcare industry trends. If these parties fail to develop and maintain high quality, attractive content, the value of Allscripts brand and its business, financial condition and results of operations could be impaired.

If Allscripts is forced to reduce its prices, its business, financial condition and results of operations could suffer.

Allscripts may be subject to pricing pressures with respect to its future sales arising from various sources, including practices of managed care organizations, and government action affecting reimbursement under Medicare, Medicaid and other government health programs. Allscripts customers and the other entities with which Allscripts has a business relationship are affected by changes in statutes, regulations and limitations in governmental spending for Medicare, Medicaid and other programs. Recent government actions and future legislative and administrative changes could limit government spending for the Medicare and Medicaid programs, limit payments to hospitals and other providers, increase emphasis on competition, impose price controls and create other programs that potentially could have an adverse effect on Allscripts customers and the other entities with which it has a business relationship. If Allscripts pricing experiences significant downward pressure, its business will be less profitable and its results of operations would be adversely affected. In addition, because cash from sales funds some of Allscripts working capital requirements, reduced profitability could require it to raise additional capital sooner than it would otherwise need.

If Allscripts incurs costs exceeding its insurance coverage in lawsuits pending against it or that are brought against it in the future, it could adversely affect Allscripts business, financial condition and results of operations.

Allscripts is a defendant in lawsuits arising in the ordinary course of business. In the event Allscripts is found liable in any lawsuits filed against it, and if its insurance coverage were not available or inadequate to satisfy these liabilities, it could have an adverse effect on Allscripts business, financial condition and results of operations.

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Allscripts failure to license and integrate third-party technologies could harm its business.

Allscripts depends upon licenses for some of the technology used in its solutions from third-party vendors, and intends to continue licensing technologies from third parties. These technologies might not continue to be available to Allscripts on commercially reasonable terms or at all.

Most of these licenses can be renewed only by mutual consent and may be terminated if Allscripts breaches the terms of the license and fails to cure the breach within a specified period of time. Allscripts inability to obtain any of these licenses could delay development until equivalent technology can be identified, licensed and integrated, which would harm Allscripts business, financial condition and results of operations.

Most of Allscripts third-party licenses are non-exclusive and its competitors may obtain the right to use any of the technology covered by these licenses and use the technology to compete directly with Allscripts. Allscripts use of third-party technologies exposes it to increased risks, including, but not limited to, risks associated with the integration of new technology into Allscripts solutions, the diversion of its resources from development of its own proprietary technology and its inability to generate revenue from licensed technology sufficient to offset associated acquisition and maintenance costs. In addition, if Allscripts vendors choose to discontinue support of the licensed technology in the future or are unsuccessful in their continued research and development efforts, Allscripts might not be able to modify or adapt its own solutions.

If Allscripts fails to maintain and expand its business with its existing customers, or to effectively transition its customers to newer products, its business, financial condition and results of operations could be adversely affected.

Allscripts business model depends on the success of its efforts to sell additional products and services to its existing customers, including the sale of its electronic health record products to legacy MHS practice management customer base. Additionally, certain of Allscripts clinical solutions business unit customers initially purchase one or a limited number of Allscripts products and services. These customers might choose not to expand their use of or purchase additional modules. Also, as Allscripts deploys new applications and features for its existing solutions or introduces new solutions and services, its current customers could choose not to purchase these new offerings. If Allscripts fails to generate additional business from its current customers, its revenue could grow at a slower rate or even decrease.

In addition, the transition of Allscripts existing customers to current versions of its products presents certain risks, including the risk of data loss or corruption, or delays in completion. If such events occur, its client relationships and reputation could be damaged, which could adversely affect its business and results of operations.

Potential subsidy of services similar to Allscripts may reduce client demand.

Federal regulations have been changed to permit such subsidy from additional sources subject to certain limitations, and HITECH provides federal support for certain electronic medical record initiatives. To the extent that Allscripts does not qualify or participate in such subsidy programs, demand for Allscripts services may be reduced, which may decrease its revenues.

Allscripts relies on Misys for the provision of certain corporate services.

Pursuant to Allscripts Shared Services Agreement with Misys, as amended, Misys provides Allscripts with services including: (1) human resource functions such as administration, selection of benefit plans and designing employee survey and training programs, (2) management services, (3) procurement services such as travel arrangements, disaster recovery and vendor management, (4) research and development services such as software development, (5) access to information technology, telephony, facilities and other related services at Misys customer support center located in Manila, The Philippines; and (6) information system services such as planning, support and database administration. Prior to the closing of the 2008 Misys Transactions, Allscripts did not rely on a third party for such services. If Misys fails to provide these services as required under the Shared

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Services Agreement or if the Shared Services Agreement were terminated for any reason, Allscripts might incur significant costs to obtain replacement.

HITECH is resulting in new business imperatives, and failure to provide Allscripts clients with health information technology systems that are certified under HITECH could result in breach of some client obligations and put Allscripts at a competitive disadvantage.

HITECH, which is a part of ARRA, provides financial incentives for hospitals and doctors that are meaningful electronic health record users, and mandates use of health information technology systems that are certified according to technical standards developed under the supervision of the Secretary of the Department of Health and Human Services. HITECH also imposes certain requirements upon governmental agencies to use, and requires health care providers, health plans, and insurers contracting with such agencies to use, systems that are certified according to such standards. HITECH can adversely affect Allscripts business in at least three ways. First, Allscripts has invested and continues to invest in conforming its applicable clinical software to these standards and further significant investment will be required as certification standards evolve. Second, recently signed customers and new client prospects are requiring Allscripts to agree that its software will be certified according to applicable HITECH technical standards so that, assuming clients properly use the electronic health record software and satisfy the meaningful use and other requirements of HITECH, they will qualify for available incentive payments. Allscripts plans to meet these requirements as part of its normal software maintenance obligations, and failure to comply could result in costly contract breach and jeopardize Allscripts relationships with clients who are relying upon it to provide certified software. Third, if for some reason Allscripts is not able to comply with these HITECH standards in a timely fashion after their issuance, Allscripts offerings will be at a severe competitive disadvantage in the market to the offerings of other electronic health record vendors who have complied.

Changes in interoperability standards applicable to Allscripts software could require it to incur substantial additional development costs.

Allscripts clients are concerned with and often require that Allscripts software solutions and healthcare devices be interoperable with other third party HIT suppliers. Market forces or governmental/regulatory authorities could create software interoperability standards that would apply to Allscripts solutions, and if Allscripts software solutions and/or healthcare devices are not consistent with those standards, Allscripts could be forced to incur substantial additional development costs. The Certification Commission for Health Information Technology (CCHIT) has developed a comprehensive set of criteria for the functionality, interoperability and security of various software modules in the HIT industry. CCHIT, however, continues to modify and refine those standards. Achieving CCHIT certification is becoming a competitive requirement, resulting in increased software development and administrative expense to conform to these requirements. These standards and specifications, once finalized, will be subject to interpretation by the entities designated to certify such technology. Allscripts will incur increased development costs in delivering solutions if it needs to upgrade its software and healthcare devices to be in compliance with these varying and evolving standards, and delays may result in connection therewith. If Allscripts software solutions and healthcare devices are not consistent with these evolving standards, its market position and sales could be impaired and it may have to invest significantly in changes to its software solutions and healthcare devices, although Allscripts does not expect such costs to be significant in relation to the overall development costs for its solutions.

Risks Related to Allscripts Industry

Allscripts is subject to a number of existing laws, regulations and industry initiatives, non-compliance with certain of which could materially adversely affect Allscripts operations or otherwise adversely affect its business, financial condition and results of operations, and Allscripts is susceptible to a changing regulatory environment.

As a participant in the healthcare industry, Allscripts operations and relationships, and those of Allscripts customers, are regulated by a number of federal, state and local governmental entities. The impact of this

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regulation on Allscripts is direct, to the extent it is itself subject to these laws and regulations, and is also indirect in that, in a number of situations, even though Allscripts may not be directly regulated by specific healthcare laws and regulations, its products must be capable of being used by its customers in a manner that complies with those laws and regulations. Inability of Allscripts customers to do so could affect the marketability of Allscripts products or its compliance with its customer contracts, or even expose it to direct liability on a theory that Allscripts had assisted its customers in a violation of healthcare laws or regulations. Because Allscripts business relationships with physicians are unique, and the healthcare technology industry as a whole is relatively young, the application of many state and federal regulations to Allscripts business operations and to its customers is uncertain. Indeed, there are federal and state fraud and abuse laws, including anti-kickback laws and limitations on physician referrals, and laws related to distribution and marketing, including off-label promotion of prescription drugs that may be directly or indirectly applicable to Allscripts operations and relationships or the business practices of its customers. It is possible that a review of Allscripts business practices or those of its customers by courts or regulatory authorities could result in a determination that could adversely affect Allscripts. In addition, the healthcare regulatory environment may change in a way that restricts Allscripts existing operations or its growth. The healthcare industry is expected to continue to undergo significant changes for the foreseeable future, which could have an adverse effect on Allscripts business, financial condition and results of operations. Allscripts cannot predict the effect of possible future legislation and regulation.

Specific risks include, but are not limited to, risks relating to:

Patient Information. As part of the operation of Allscripts business, its customers provide to it patient-identifiable medical information related to the prescription drugs that they prescribe and other aspects of patient treatment. Government and industry legislation and rulemaking, especially the Health Insurance Portability and Accountability Act of 1996 (HIPAA), HITECH and standards and requirements published by industry groups such as the Joint Commission on Accreditation of Healthcare Organizations, require the use of standard transactions, standard identifiers, security and other standards and requirements for the transmission of certain electronic health information. National standards and procedures under HIPAA include the Standards for Electronic Transactions and Code Sets (the Transaction Standards); the Security Standards (the Security Standards); and the Standards for Privacy of Individually Identifiable Health Information (the Privacy Standards). The Transaction Standards require the use of specified data coding, formatting and content in all specified Health Care Transactions conducted electronically.

The Security Standards require the adoption of specified types of security for certain patient identifiable health information (called Protected Health Information). The Privacy Standards grant a number of rights to individuals as to their Protected Health Information and restrict the use and disclosure of Protected Health Information by Covered Entities, defined as health plans, health care providers and health care clearinghouses. Allscripts has reviewed its activities and believes that it is a Covered Entity to the extent that it maintains a group health plan for the benefit of its employees. Allscripts has taken steps it believes to be appropriate and required to bring its group health plan into compliance with HIPAA and HITECH. For Allscripts operating functions, it believes that it is a hybrid entity, with both covered and non-covered functions under HIPAA. The Payerpath portion of Allscripts business qualifies as a health care clearinghouse when it files electronic health care claims on behalf of health care providers that are subject to HIPAA and HITECH, and Allscripts has instituted policies and procedures to comply with HIPAA and HITECH in that role. With respect to Allscripts other business functions, it does not believe it is a Covered Entity as a health care provider or as a health care clearinghouse; however, the definition of a health care clearinghouse is broad and Allscripts cannot offer any assurance that it could not be considered a health care clearinghouse under HIPAA or that, if Allscripts is determined to be a healthcare clearinghouse, the consequences would not be adverse to its business, financial condition and results of operations.

In addition, certain provisions of the Privacy and Security Standards apply to third parties that create, access, or receive Protected Health Information in order to perform a function or activity on behalf of a

Covered Entity. Such third parties are called Business Associates. Covered Entities must have a written Business Associate Agreement with such third parties, containing specified written satisfactory assurances, consistent with the Privacy and Security Standards and HITECH and its implementing regulations, that the third party will safeguard Protected Health Information that it creates or accesses and will fulfill other material obligations. Most of Allscripts customers are Covered Entities, and Allscripts functions in many of its relationships as a Business Associate of those customers. Allscripts would face liability under its Business Associate Agreements, HIPAA and HITECH if it does not comply with its Business Associate obligations and applicable provisions of the Privacy and Security Standards and HITECH and its implementing regulations. The penalties for a violation of HIPAA or HITECH are significant and could have an adverse impact upon Allscripts business, financial condition and results of operations, if such penalties ever were imposed. Additionally, Covered Entities that are providers are required to adopt a unique standard National Provider Identifier (NPI) for use in filing and processing health care claims and other transactions. Subject to the discussion set forth above, Allscripts believes that the principal effects of HIPAA are, first, to require that Allscripts systems be capable of being operated by Allscripts and its customers in a manner that is compliant with the various HIPAA standards and, second, to require Allscripts to enter into and comply with Business Associate Agreements with Allscripts Covered Entity customers. For most Covered Entities, the deadlines for compliance with the Privacy Standards and the Transaction Standards occurred in 2003. Covered Entities, with the exception of small health plans (as that term is defined by the Privacy Standards), were required to be in compliance with the Security Standards by April 20, 2005 and to use NPIs in standard transactions no later than the compliance dates, which was May 23, 2007, for all but small health plans, and May 23, 2008, for small health plans. Allscripts has policies and procedures that it believes comply with all federal and state confidentiality requirements for the handling of Protected Health Information that Allscripts receives and with its obligations under Business Associate Agreements. In particular, Allscripts believes that its systems and products are capable of being used by or for Allscripts customers in compliance with the Transaction Standards and Security Standards and are capable of being used by or for Allscripts customers in compliance with the NPI requirements. If, however, Allscripts does not follow those procedures and policies, or they are not sufficient to prevent the unauthorized disclosure of Protected Health Information, Allscripts could be subject to civil and/or criminal liability, fines and lawsuits, termination of Allscripts customer contracts or its operations could be shut down. Moreover, because all HIPAA Standards and HITECH implementing regulations and guidance are subject to change or interpretation, Allscripts cannot predict the full future impact of HIPAA and HITECH on its business and operations. In the event that HIPAA or HITECH s standards and compliance requirements change or are interpreted in a way that requires any material change to the way in which Allscripts does business, its business, financial condition and results of operations could be adversely affected.

Additionally, certain state laws are not preempted by HIPAA and HITECH and may impose independent obligations upon Allscripts customers or Allscripts. Additional legislation governing the acquisition, storage and transmission or other dissemination of health record information and other personal information, including social security numbers, has been proposed at the state level. There can be no assurance that changes to state or federal laws will not materially restrict the ability of providers to submit information from patient records using Allscripts products and services.

Electronic Prescribing. The use of Allscripts software by physicians to perform a variety of functions, including electronic prescribing, electronic routing of prescriptions to pharmacies and dispensing, is governed by state and federal law, including fraud and abuse laws. States have differing prescription format requirements, which Allscripts has programmed into its software. Many existing laws and regulations, when enacted, did not anticipate methods of e-commerce now being developed. While federal law and the laws of many states permit the electronic transmission of certain prescription orders, the laws of several states neither specifically permit nor specifically prohibit the practice. Restrictions exist, however, on the use of e-prescribing for controlled substances and certain other drugs. Given the rapid growth of electronic transactions in healthcare, and particularly the growth of the Internet, Allscripts expects the remaining states to directly address these areas with regulation in the near future. In addition, on November 7, 2005, the Department of Health and Human Services published its final E-Prescribing and the Prescription Drug Program regulations (E-Prescribing Regulations). These regulations are required by the Medicare Prescription Drug, Improvement, and Modernization Act of 2003 (MMA) and became effective beginning on January 1, 2006. The E-Prescribing Regulations consist of detailed standards and requirements, in addition to the HIPAA Standards discussed above, for prescription and other information transmitted electronically in connection with a drug benefit covered by the MMA s Prescription Drug Benefit. These standards cover not only transactions between prescribers and dispensers for prescriptions but also electronic eligibility and benefits inquiries and drug formulary and benefit coverage information. The standards apply to prescription drug plans participating in the MMA s Prescription Drug Benefit. Other rules governing e-prescribing apply to other areas of Medicare and to Medicaid. The Medicare Improvements for Patients and Providers Act of 2008 (MIPPA) authorized a new and separate incentive program for individual eligible professionals who are successful electronic prescribers as defined by MIPPA. This new incentive is separate from and is in addition to the quality reporting incentive program authorized by Division B of the Tax Relief and Health Care Act of 2006 Medicare Improvements and Extension Act of 2006 and known as the Physician Quality Reporting Initiative (PQRI). Eligible professionals do not need to participate in PQRI to participate in the E-Prescribing Incentive Program. For the 2009 e-prescribing reporting year, to be a successful e-prescriber and to receive an incentive payment, an individual eligible professional must report one e- prescribing measure in at least 50% of the cases in which the measure is reportable by the eligible professional during 2009. There is no sign-up or pre- registration to participate in the E-Prescribing Incentive Program. However, there are certain limitations for participation. To the extent that these new initiatives and regulations foster the accelerated adoption of e-prescribing, Allscripts business could benefit. But, as noted below, there is no assurance that these government-sponsored efforts will succeed in spurring greater adoption of e-prescribing. Moreover, regulations in this area impose certain requirements which can be burdensome and they are evolving and subject to change at any moment, meaning that any potential benefits may be reversed by a newly-promulgated regulation that adversely affects Allscripts business model. Aspects of Allscripts clinical products are affected by such regulation because of the need of Allscripts customers to comply, as discussed above. Compliance with these regulations could be burdensome, time-consuming and expensive. Allscripts also could become subject to future legislation and regulations concerning the development and marketing of healthcare software systems. For example, regulatory authorities such as the U.S. Department of Health and Human Services Center for Medicare and Medicaid Services may impose functionality standards with regard to electronic prescribing and electronic health record technologies. These could increase the cost and time necessary to market new services and could affect Allscripts in other respects not presently foreseeable.

Electronic Health Records. A number of important federal and state laws govern the use and content of electronic health record systems, including fraud and abuse laws that may affect the donation of such technology. As a company that provides electronic health record systems to a variety of providers of healthcare, Allscripts systems and services must be designed in a manner that facilitates its customers compliance with these laws. Because this is a topic of increasing state and federal regulation, Allscripts must continue to monitor legislative and regulatory developments that might affect its business practices as they relate to electronic health record systems. Allscripts cannot predict the content or effect of possible future regulation on its business practices. Also, as described above, Allscripts Enterprise EHR, Allscripts Professional EHR and Allscripts MyWay electronic health record are each certified by CCHIT as meeting CCHIT s certification standards for functionality, interoperability and security. Allscripts failure to maintain CCHIT certification or otherwise meet industry standards would adversely impact its business.

Claims Transmission. Allscripts system electronically transmits claims for prescription medications dispensed by physicians to patients payers for immediate approval and reimbursement. Federal law

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provides that it is both a civil and a criminal violation for any person to submit, or cause to be submitted, a claim to any payer, including, without limitation, Medicare, Medicaid and all private health plans and managed care plans, seeking payment for any services or products that overbills or bills for items that have not been provided to the patient. Allscripts has in place policies and procedures that Allscripts believes assure that all claims that are transmitted by Allscripts system are accurate and complete, provided that the information given to Allscripts by its customers is also accurate and complete. If, however, Allscripts does not follow those procedures and policies, or they are not sufficient to prevent inaccurate claims from being submitted, Allscripts could be subject to liability. As discussed above, the HIPAA Transaction Standards and the HIPAA Security Standards also affect Allscripts claims transmission services, since those services must be structured and provided in a way that supports Allscripts customers HIPAA and HITECH compliance obligations. Furthermore, to the extent that there is some type of security breach, it could have a material adverse effect on Allscripts business.

Medical Devices. Certain computer software products are regulated as medical devices under the Federal Food, Drug, and Cosmetic Act. The U.S. Food and Drug Administration (FDA) has issued a draft policy for the regulation of computer software products as medical devices. The draft policy is not binding on the industry or the FDA. To the extent that computer software is a medical device under the Federal Food, Drug and Cosmetic Act, Allscripts, as a manufacturer of such products, could be required, depending on the product, to register and list its products with the FDA; notify the FDA and demonstrate substantial equivalence to other products on the market before marketing such products; or obtain FDA approval by demonstrating safety and effectiveness before marketing a product. Depending on the intended use of a device, the FDA could require Allscripts to obtain extensive data from clinical studies to demonstrate safety or effectiveness or substantial equivalence. If the FDA requires this data, Allscripts could be required to obtain approval of an investigational device exemption before undertaking clinical trials. Clinical trials can take extended periods of time to complete. Allscripts cannot provide assurances that the FDA will approve or clear a device after the completion of such trials. In addition, these products would be subject to the Federal Food, Drug and Cosmetic Act s general controls, including those relating to good manufacturing practices and adverse experience reporting. Allscripts expects that the FDA is likely to become increasingly active in regulating computer software intended for use in healthcare settings regardless of whether the draft policy is ever revised or finalized. The FDA can impose extensive requirements governing pre- and post-market conditions like approval, labeling and manufacturing. In addition, the FDA can impose extensive requirements governing product design controls and quality assurance processes. Failure to comply with FDA requirements can result in criminal and civil fines and penalties, product seizure, injunction, and civil monetary policies each of which could have an adverse affect on Allscripts business.

Red Flag Rules. As of November 1, 2009, medical practices that act as creditors to their patients were required to comply with new Federal Trade Commission (FTC) rules promulgated under the Fair and Accurate Credit Transactions Act of 2003 that are aimed at reducing the risk of identity theft. These rules require creditors to adopt policies and procedures that identify patterns, practices, or activities that indicate possible identity theft (called red flags); detect those red flags; and respond appropriately to those red flags to prevent or mitigate any theft. The rules also require creditors to update their policies and procedures on a regular basis. Because most practices treat their patients without receiving full payment at the time of service, Allscripts clients are generally considered creditors for purposes of these rules and are required to comply with them. Although Allscripts is not directly subject to these rules since Allscripts does not extend credit to customers Allscripts does handle patient data that, if improperly disclosed, could be used in identity theft. On May 28, 2010, the FTC announced that it would delay enforcement of the Red Flag Rule until January 1, 2011.

Additionally, recently enacted public laws reforming the U.S. healthcare system may have an impact on our business. The Patient Protection and Affordable Care Act (H.R. 3590; Public Law 111-148) (PPACA) and The Health Care and Education Reconciliation Act of 2010 (H.R. 4872) (the Reconciliation Act), which amends the

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PPACA (collectively the Health Reform Laws), were signed into law in March 2010. The Health Reform Laws contain various provisions which may impact Allscripts and its customers. Some of these provisions may have a positive impact, by expanding the use of electronic health records in certain federal programs, for example, while others, such as reductions in reimbursement for certain types of providers, may have a negative impact due to fewer available resources. Increases in fraud and abuse penalties may also adversely affect participants in the health care sector, including Allscripts.

Increased government involvement in healthcare could adversely affect Allscripts business.

U.S. healthcare system reform at both the federal and state level, could increase government involvement in healthcare, lower reimbursement rates and otherwise change the business environment of Allscripts customers and the other entities with which Allscripts has a business relationship. Allscripts cannot predict whether or when future healthcare reform initiatives at the federal or state level or other initiatives affecting its business will be proposed, enacted or implemented or what impact those initiatives may have on its business, financial condition or results of operations. Allscripts customers and the other entities with which it has a business relationship could react to these initiatives and the uncertainty surrounding these proposals by curtailing or deferring investments, including those for Allscripts products and services. Additionally, the government has signaled increased enforcement activity targeting healthcare fraud and abuse, which could adversely impact Allscripts business, either directly or indirectly. To the extent that Allscripts customers, most of whom are providers, may be affected by this increased enforcement environment, Allscripts business could correspondingly be affected. Additionally, government regulation could alter the clinical workflow of physicians, hospitals and other healthcare participants, thereby limiting the utility of Allscripts products and services to existing and potential customers and curtailing broad acceptance of Allscripts products and services. Further examples of government involvement could include requiring the standardization of technology relating to electronic health records, providing customers with incentives to adopt electronic health record solutions or developing a low-cost government sponsored electronic health record solution, such as VistA-Office electronic health record. Additionally, certain safe harbors to the federal Anti-Kickback Statute and corresponding exceptions to the federal Stark law may alter the competitive landscape. These safe harbors and exceptions are intended to accelerate the adoption of electronic prescription systems and electronic health records systems, and therefore provide new and attractive opportunities for Allscripts to work with hospitals and other donors who wish to provide Allscripts solutions to physicians. At the same time, such safe harbors and exceptions may result in increased competition from providers of acute electronic health record solutions, whose hospital customers may seek to donate their existing acute electronic health record solutions to physicians for use in ambulatory settings.

If the electronic healthcare information market fails to develop as quickly as expected, Allscripts business, financial condition and results of operations will be adversely affected.

The electronic healthcare information market is in the early stages of development and is rapidly evolving. A number of market entrants have introduced or developed products and services that are competitive with one or more components of the solutions Allscripts offers. Allscripts expects that additional companies will continue to enter this market, especially in response to recent government subsidies. In new and rapidly evolving industries, there is significant uncertainty and risk as to the demand for, and market acceptance of, recently introduced products and services. Because the markets for Allscripts products and services are new and evolving, Allscripts is not able to predict the size and growth rate of the markets with any certainty. Allscripts cannot assure you that markets for its products and services will develop or that, if they do, they will be strong and continue to grow at a sufficient pace. If markets fail to develop, develop more slowly than expected or become saturated with competitors, Allscripts business, financial condition and results of operations will be adversely affected.

Consolidation in the healthcare industry could adversely affect Allscripts business, financial condition and results of operations.

Many healthcare industry participants are consolidating to create integrated healthcare delivery systems with greater market power. As provider networks and managed care organizations consolidate, thus decreasing the

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number of market participants, competition to provide products and services like those of Allscripts will become more intense, and the importance of establishing relationships with key industry participants will become greater. These industry participants may try to use their market power to negotiate price reductions for Allscripts products and services. Further, consolidation of management and billing services through integrated delivery systems may decrease demand for Allscripts products and services. If Allscripts were forced to reduce its prices, its business would become less profitable unless Allscripts were able to achieve corresponding reductions in its expenses.

Risks Related to Allscripts Common Stock

Misys has the voting power to block Allscripts future business combinations.

Under Allscripts amended and restated charter and by-laws, approval of actions by stockholders requires a majority of the shares of common stock present in person and entitled to vote on the matter except as otherwise required by Delaware law. Because of the size of Misys interest in Allscripts, Misys has the ability to control or significantly influence the outcome of all matters submitted to a stockholder vote, subject to the voting agreements contained in the Relationship Agreement. The interests of Misys may differ from those of other holders of Allscripts common stock in material respects. For example, Misys may have an interest in pursuing acquisitions, divestitures, financings or other transactions that, in its judgment, could enhance its investment, even though such transactions might involve risks to other holders of Allscripts common stock, or vice versa. Additionally, Misys may determine that the disposition of some or all of its interests in Allscripts would be beneficial to Misys at a time when such disposition could be detrimental to the other holders of Allscripts common stock. In addition, it will likely be impracticable (as long as Misys retains a majority ownership stake) for a third party to acquire Allscripts through a merger or similar business combination without Misys approval.

Misys has the right to appoint a majority of Allscripts directors.

Until the completion of the Exchange and the Share Repurchase, Misys is entitled, under the Relationship Agreement, to nominate six of Allscripts ten directors, as well as the Chairman of the Board. Misys rights to nominate a specific number of directors set forth in the Relationship Agreement will continue so long as it owns specified percentages of Allscripts common stock as follows:

- If, at any time, Misys owns less than 50.0% but more than or equal to 45.0% of the then outstanding shares of Allscripts common stock, Misys will have the right to nominate five directors;
- If, at any time, Misys owns less than 45.0% but more than or equal to 35.0% of the then outstanding shares of Allscripts common stock, Misys will have the right to nominate four directors;
- If, at any time, Misys owns less than 35.0% but more than or equal to 25.0% of the then outstanding shares of Allscripts common stock, Misys will have the right to nominate three directors;
- If, at any time, Misys owns less than 25.0% but more than or equal to 15.0% of the then outstanding shares of Allscripts common stock, Misys will have the right to nominate two directors;
- If, at any time, Misys owns less than 15.0% but more than or equal to 5.0% of the then outstanding shares of Allscripts common stock, Misys will have the right to nominate one director; and
- If, at any time, Misys owns less than 5.0% of the number of then outstanding shares of Allscripts common stock, Misys will have no right to nominate any directors.

As a result, Misys nominated directors will control or significantly influence matters submitted to a vote of Allscripts directors and have the ability to remove and replace Allscripts executive officers and Misys nominated directors would retain influence even if Misys were to sell significant portions of Allscripts common stock as detailed above.

Upon completion of the Exchange and the Share Repurchase, Allscripts and Misys will enter into the Amended and Restated Relationship Agreement. Under the Amended and Restated Relationship Agreement, Misys will be entitled to nominate two directors, which will be permanently reduced to one director if Misys owns less than 15.5 million shares of Allscripts common stock, and which right will be permanently eliminated if Misys owns less than 5.0% of the then outstanding shares of Allscripts common stock or violates certain items of the standstill provision set forth in the Framework Agreement.

Future sales of Allscripts common stock in the public market could adversely affect the trading price of Allscripts common stock that it may issue and its ability to raise funds in new securities offerings.

Future sales of substantial amounts of Allscripts common stock in the public market (including the Secondary Offering), or the perception that such sales could occur, could adversely affect prevailing trading prices of Allscripts common stock and could impair its ability to raise capital through future offerings of equity or equity-related securities. As of July 13, 2010, Allscripts had approximately:

- 146,518,961 shares of common stock outstanding;
- 3,114,164 shares of common stock reserved and available for issuance pursuant to outstanding stock options (at a weighted average exercise price of $3.34 per share); and
- 3,493,098 shares of common stock reserved and available for issuance to settle outstanding restricted stock units.

In connection with Allscripts acquisition strategy, Allscripts may issue shares of its common stock as consideration in other acquisition transactions. Allscripts cannot predict the effect, if any, that future sales of shares of common stock or the availability of shares of common stock for future sale will have on the trading price of Allscripts common stock.

Allscripts issuance of preferred stock could adversely affect holders of its common stock and discourage a takeover.

Allscripts Board of Directors is authorized to issue up to 1,000,000 shares of preferred stock without any action on the part of Allscripts stockholders. Allscripts Board of Directors also has the power, without stockholder approval, to set the terms of any series of preferred stock that may be issued, including voting rights (except that shares of preferred stock may not have more than one vote per share), dividend rights, preferences over Allscripts common stock with respect to dividends or in the event of a dissolution, liquidation or winding up and other terms. In the event that Allscripts issues preferred stock in the future that has preference over Allscripts common stock with respect to payment of dividends or upon Allscripts liquidation, dissolution or winding up, or if Allscripts issues preferred stock that is convertible into its common stock at greater than a one-to-one ratio, the voting and other rights of the holders of its common stock or the market price of its common stock could be adversely affected. In addition, the ability of Allscripts Board of Directors to issue shares of preferred stock without any action on the part of Allscripts stockholders may impede a takeover of Allscripts and prevent a transaction favorable to the holders of its common stock.

Allscripts goodwill, which increased as a result of the 2008 Misys Transactions, could become impaired and adversely affect Allscripts net worth and the market value of its common stock.

Under the purchase method of accounting, Allscripts assets and liabilities were recorded, as of completion of the 2008 Misys Transactions, at their respective fair values and added to those of Misys, which are carried at their book values. The purchase price for the 2008 Misys Transactions was allocated to legacy Allscripts tangible assets and liabilities and identifiable intangible assets, based on their fair values as of the date of completion of the merger. The excess of $336,025,000 of such price over those fair values has been recorded as goodwill. Goodwill and other acquired intangibles expected to contribute indefinitely to Allscripts cash flows are not amortized, but must be evaluated by management at least annually for impairment. To the extent the value of goodwill or intangibles becomes impaired, Allscripts may be required to incur material charges relating to such impairment. Such a potential impairment charge could have a material impact on Allscripts operating results.

Failure to maintain effective internal controls in accordance with Section 404 of the Sarbanes-Oxley Act of 2002 could have an adverse effect on Allscripts business and the trading price of its common stock.

Commencing in the fiscal year ended May 31, 2010, Allscripts must include legacy Misys in its system and process evaluation and testing of internal control over financial reporting to allow management and Allscripts independent registered certified public accounting firm to report on the effectiveness of Allscripts internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act. The Securities and Exchange Commission granted Allscripts relief from including legacy Misys in such evaluation and testing for Allscripts fiscal year ended May 31, 2009. Prior to the completion of the 2008 Misys Transactions, Misys had not performed the system and process evaluation and testing of its internal control over financial reporting. This testing, or the subsequent testing by Allscripts independent registered certified public accounting firm, may reveal deficiencies in the combined entity s internal control over financial reporting that are deemed to be material weaknesses. Moreover, if the combined entity is not able to comply with the requirements of Section 404 in a timely manner, or if it or its independent registered certified public accounting firm identifies deficiencies in the combined Allscripts-Misys internal control over financial reporting that are deemed to be material weaknesses, the market price of Allscripts stock could decline and Allscripts could be subject to sanctions or investigations by The NASDAQ Global Select Market, the SEC or other regulatory authorities, which would require additional financial and management resources.

The market price of Allscripts common stock has been and may continue to be volatile.

The market price of Allscripts common stock is volatile and could fluctuate significantly in response to the factors described above and other factors, many of which are beyond Allscripts control, including:

- actual or anticipated variations in Allscripts quarterly operating results;
- announcements of technological innovations or new services or products by Allscripts competitors or Allscripts;
- changes in financial estimates by securities analysts;
- conditions and trends in the electronic healthcare information, Internet, e-commerce and pharmaceutical markets; and
- general market conditions and other factors.

In addition, the stock markets, especially The NASDAQ Global Select Market, have experienced extreme price and volume fluctuations that have affected the market prices of equity securities of many technology companies and Internet-related companies in particular. These fluctuations have often been unrelated or disproportionate to operating performance. These broad market factors may materially affect the trading price of Allscripts common stock. General economic, political and market conditions such as recessions and interest rate fluctuations may also have an adverse effect on the market price of Allscripts common stock. Volatility in the market price for Allscripts common stock may result in the filing of securities class action litigation.

Allscripts quarterly operating results may vary.

Allscripts quarterly operating results have varied in the past, and Allscripts expects that its quarterly operating results will continue to vary in future periods depending on a number of factors, some of which Allscripts has no control over, including customers budgetary constraints and internal acceptance procedures, seasonal variances in demand for Allscripts products and services, the sales, service and implementation cycles for Allscripts software products, potential downturns in the healthcare market and in economic conditions generally, and other factors described in this Risk Factors section.

Allscripts bases its expense levels in part upon its expectations concerning future revenue, and these expense levels are relatively fixed in the short term. If Allscripts has lower revenue than expected, it may not be able to reduce its spending in the short term in response. Any shortfall in revenue would have a direct impact on Allscripts results of operations. In addition, Allscripts product sales cycle for larger sales is lengthy and

unpredictable, making it difficult to estimate Allscripts future bookings for any given period. If Allscripts does not achieve projected booking targets for a given period, securities analysts may change their recommendations on Allscripts common stock. For these and other reasons, Allscripts may not meet the earnings estimates of securities analysts or investors, and its stock price could suffer.

If Allscripts fails to comply with financial covenants under its credit facility, its results of operation and financial condition could be adversely affected.

Allscripts Second Amended and Restated Credit Agreement contains certain financial covenants, including interest coverage and total leverage ratios. If Allscripts fails to comply with these covenants, an event of default may occur, resulting in, among other things, the requirement to immediately repay all outstanding amounts owed thereunder, which could have an adverse effect on Allscripts results of operation, financial condition or the price of its common stock.

Allscripts is a controlled company within the meaning of NASDAQ rules and, as a result, is exempt from certain corporate governance and other requirements under the rules of NASDAQ

For so long as Misys or any other entity or group owns more than 50% of the total voting power of Allscripts common stock, Allscripts will be a controlled company within the meaning of NASDAQ rules and, as a result, qualifies for exceptions from certain corporate governance and other requirements of the rules of NASDAQ. Pursuant to these exceptions, Allscripts has elected not to comply with certain corporate governance requirements of NASDAQ, including the requirements (i) that a majority of Allscripts board of directors consist of independent directors, (ii) that Allscripts have a nominating/corporate governance committee that is composed entirely of independent directors and (iii) that Allscripts have a compensation committee that is composed entirely of independent directors. Accordingly, Allscripts stockholders do not have the same protections afforded to equityholders of entities that are subject to all of the corporate governance requirements of NASDAQ. As a result of the Coniston Transactions, Misys will cease to own more than 50% of the total voting power of Allscripts common stock, and Allscripts exemption from the applicable NASDAQ corporate governance and other requirements will terminate.

Sales of Allscripts common stock by Misys may negatively affect the market price of Allscripts common stock.

While the shares of Allscripts common stock owned by Misys are not registered and are subject to transfer restrictions, sales of a large number of such shares, or even the perception that these sales may occur, could cause a decline in the market price of Allscripts common stock. Allscripts entered into a registration rights agreement with Misys and two of its wholly owned subsidiaries on June 9, 2010. Under the registration rights agreement, for as long as Misys owns at least 5% of the outstanding shares of Allscripts common stock, Misys may require Allscripts to file a registration statement under the federal securities laws registering the sale of all or a portion of the shares of Allscripts common stock owned by Misys that are not otherwise freely tradable, and Misys may, for a period of three years, participate in any registration statement proposed to be effected by Allscripts, subject to certain limitations. See Description of the Coniston Transactions Registration Rights Agreement.

Risks Related to Eclipsys

Risks Related to Development and Operation of Eclipsys Software

Eclipsys software may not operate properly, which could damage its reputation and impair its sales.

Software development is time consuming, expensive and complex. Unforeseen difficulties can arise. Eclipsys may encounter technical obstacles and additional problems that prevent its software from operating properly. Client environments and practice patterns are widely divergent; consequently, there is significant variability in the configuration of Eclipsys software from client to client, and Eclipsys is not able to identify, test for, and resolve in advance all issues that may be encountered by clients. These risks are generally higher for newer software, until Eclipsys has enough experience with the software to have addressed issues that are discovered in disparate client circumstances and environments, and for new installations, until potential issues associated with each new client s particular environment and configurability are identified and addressed. Due to Eclipsys ongoing development efforts, at any point in time, it generally has significant software that could be considered relatively new and therefore more vulnerable to these risks. It is also possible that future releases of Eclipsys software, which would typically include additional features, may be delayed or may require additional work to address issues that may be discovered as the software is introduced into Eclipsys client base. If Eclipsys software contains errors or does not function consistent with software specifications or client expectations, Eclipsys could be subject to significant contractual damages or contract terminations and face serious harm to its reputation, and its sales could be negatively affected.

Eclipsys software development efforts may be inefficient or ineffective, which could adversely affect its results of operations.

Eclipsys faces intense competition in the marketplace and is confronted by rapidly changing technology, evolving industry standards and user needs and the frequent introduction of new software and enhancements by its competitors. Eclipsys future success will depend in part upon its ability to enhance its existing software and services, and to timely develop and introduce competing new software and services with features and pricing that meet changing client and market requirements. Eclipsys schedules and prioritizes these development efforts according to a variety of factors, including Eclipsys perceptions of market trends, client requirements, and resource availability. Eclipsys software solutions are complex and require a significant investment of time and resources to develop, test, introduce into use, and enhance. These activities can take longer than Eclipsys expects. Eclipsys may encounter unanticipated difficulties that require it to re-direct or scale-back its efforts and it may need to modify its plans in response to changes in client requirements, market demands, resource availability, regulatory requirements, or other factors. These factors place significant demands upon Eclipsys software development organization, require complex planning and decision making, and can result in acceleration of some initiatives and delay of others. If Eclipsys does not manage its development efforts efficiently and effectively, it may fail to produce, or timely produce, software that responds appropriately to its clients needs, or Eclipsys may fail to meet client expectations regarding new or enhanced features and functionality.

Market changes could decrease the demand for Eclipsys software or increase its development costs.

The health information technology market is characterized by rapidly changing technologies, evolving industry standards and new software introductions and enhancements that may render existing software obsolete or less competitive. Eclipsys position in the market could erode rapidly due to the development of regulatory or industry standards that its software may not fully meet or due to changes in the features and functions of competing software, as well as the pricing models for such software. If software development for the health information technology market becomes significantly more expensive due to changes in regulatory requirements or healthcare industry practices, or other factors, Eclipsys may find itself at a disadvantage to larger competitors with more financial resources to devote to development. If Eclipsys is unable to enhance its existing software and services, and to timely develop and introduce competing new software and services with features and pricing that meet changing client and market requirements, demand for Eclipsys software will suffer and it will be more difficult for Eclipsys to recover the cost of product development.

Any failure by Eclipsys to protect its intellectual property, or any misappropriation of it, could enable Eclipsys competitors to market software with similar features, which could reduce demand for Eclipsys software.

Eclipsys is dependent upon its proprietary information and technology. Eclipsys means of protecting its proprietary rights may not be adequate to prevent misappropriation. In addition, the laws of some foreign countries may not enable Eclipsys to protect its proprietary rights in those jurisdictions. Also, despite the steps Eclipsys has taken to protect its proprietary rights, it may be possible for unauthorized third parties to copy aspects of Eclipsys software, reverse engineer Eclipsys software or otherwise obtain and use information that Eclipsys regards as proprietary. In some limited instances, clients can access source-code versions of Eclipsys software, subject to contractual limitations on the permitted use of the source code. Furthermore, it may be

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possible for Eclipsys competitors to copy or gain access to Eclipsys software. Although Eclipsys license agreements with clients attempt to prevent misuse of Eclipsys source code and other trade secrets, the possession of Eclipsys source code or trade secrets by third parties increases the ease and likelihood of potential misappropriation of Eclipsys software. Furthermore, others could independently develop technologies similar or superior to Eclipsys technology or design around Eclipsys proprietary rights.

Failure of security features of Eclipsys software could expose it to significant liabilities.

Clients use Eclipsys systems to store and transmit highly confidential patient health information. Because of the sensitivity of this information, security features of Eclipsys software are very important. If, notwithstanding Eclipsys efforts, its software security features do not function properly, or client systems using its software are compromised, Eclipsys could face claims for contract breach, fines, penalties and other liabilities for violation of applicable laws or regulations, and significant costs for remediation and re-engineering to prevent future occurrences.

Risks Related to Sales and Implementation of Eclipsys Software

Eclipsys sales process can be long and expensive and may not result in revenues, and the length of Eclipsys sales and implementation cycles may adversely affect Eclipsys operating results.

The sales cycle for Eclipsys hospital software ranges from 6 to 18 months or more from initial contact to contract execution. Eclipsys hospital implementation cycle has generally ranged from 6 to 36 months from contract execution to completion of implementation. During the sales and implementation cycles, Eclipsys expends substantial time, effort and resources preparing contract proposals, negotiating the contract and implementing the software. Eclipsys sales efforts may not result in a sale, in which case Eclipsys will not realize any revenues to offset these expenditures. If Eclipsys does complete a sale, revenue recognition can be delayed or fall below expectations if accounting principles do not allow Eclipsys to recognize revenues in the same periods in which corresponding sales and implementation expenses were incurred, or clients decide to delay purchasing or implementing Eclipsys software or reduce the scope of products purchased.

Eclipsys may experience implementation delays that could harm Eclipsys reputation and violate contractual commitments.

Some of Eclipsys software, particularly its hospital enterprise software, is complex, requires a lengthy and expensive implementation process, and requires Eclipsys clients to make a substantial commitment of their own time and resources and to make significant organizational and process changes. If Eclipsys clients are unable to fulfill their implementation responsibilities in a timely fashion, Eclipsys projects may be delayed or become less profitable. Each client s situation is different, and unanticipated difficulties and delays may arise as a result of failures by Eclipsys or the client to meet their respective implementation responsibilities or other factors. Because of the complexity of the implementation process, delays are sometimes difficult to attribute solely to Eclipsys or the client. Implementation delays could motivate clients to delay payments or attempt to cancel their contracts with Eclipsys or seek other remedies from Eclipsys. Any inability or perceived inability to implement Eclipsys software consistent with a client s schedule could harm Eclipsys reputation and be a competitive disadvantage for Eclipsys as it pursues new business. Eclipsys ability to improve sales depends upon many factors, including successful and timely completion of implementation and successful use of Eclipsys software in live environments by clients who are willing to become reference sites for Eclipsys.

Implementation costs may exceed Eclipsys expectations, which can negatively affect Eclipsys operating results.

Each client s circumstances may include unforeseen issues that make it more difficult or costly than anticipated to implement Eclipsys software. As a result, Eclipsys may fail to project, price or manage its implementation services correctly. If Eclipsys does not have sufficient qualified personnel to fulfill its implementation commitments in a timely fashion, or if its personnel take longer than budgeted to implement

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Eclipsys solutions, its operating results will be negatively affected. Similarly, if Eclipsys must supplement its capabilities with third-party consultants, who are generally more expensive, Eclipsys costs will increase.

Risks Related to Eclipsys Information Technology (IT) or Technology Services

Various risks could interrupt clients access to their data residing in Eclipsys service center, exposing Eclipsys to significant costs and other liabilities.

Eclipsys provides remote hosting services that involve running Eclipsys software and third-party vendors software for clients in Eclipsys Technology Solutions Center. The ability to access the systems and the data that the Technology Solution Center hosts and supports on demand is critical to Eclipsys clients. Eclipsys operations are vulnerable to interruption and/or damage from a number of sources, many of which are beyond its control, including, without limitation: (i) power loss and telecommunications failures; (ii) fire, flood, hurricane and other natural disasters; (iii) software and hardware errors, failures or crashes; and (iv) computer viruses, hacking and similar disruptive problems. Eclipsys attempts to mitigate these risks through various means including redundant infrastructure, disaster recovery plans, separate test systems and change control and system security measures, but Eclipsys precautions may not protect against all problems. In addition, Eclipsys disaster recovery and business continuity plans rely upon third-party providers of related services, and if those vendors fail Eclipsys at a time that Eclipsys center is not operating correctly, Eclipsys could be unable to fulfill its contractual service commitments notwithstanding its attempts to mitigate the risks. If clients access is interrupted because of problems in the operation of Eclipsys Technology Solutions Center, Eclipsys could be exposed to significant claims by clients or their patients. Furthermore, interruption of access to data could result in a loss of revenue and liability under Eclipsys client contracts, and any significant instances of system downtime could negatively affect Eclipsys reputation and ability to sell its remote hosting services.

Any breach of confidentiality of client or patient data in Eclipsys possession could expose Eclipsys to significant expense and harm its reputation.

Eclipsys must maintain facility and systems security measures to preserve the confidentiality of data belonging to its clients and their patients that resides on computer equipment in Eclipsys Technology Solution Center, that it handles in its outsourcing operations, or that is otherwise in its possession. Notwithstanding the efforts Eclipsys undertakes to protect data, Eclipsys measures can be vulnerable to infiltration as well as unintentional lapse, and if confidential information is compromised, Eclipsys could face claims for contract breach, penalties and other liabilities for violation of applicable laws or regulations, significant costs for remediation and re-engineering to prevent future occurrences, and serious harm to Eclipsys reputation.

Recruiting challenges and higher than anticipated costs in outsourcing Eclipsys clients IT operations may adversely affect Eclipsys profitability.

Eclipsys provides outsourcing services that involve operating clients IT departments using Eclipsys employees. At the initiation of these relationships, clients often require Eclipsys to hire, at substantially the same compensation, the IT staff that had been performing the services Eclipsys takes on. In these circumstances, Eclipsys costs may be higher than it targets unless and until it is able to transition the workforce, methods and systems to a more scalable model. Various factors can make this transition difficult, including geographic dispersion of client facilities and variation in client needs, IT environments, and system configurations. Also, under some circumstances, Eclipsys may incur significant costs as a successor employer by inheriting obligations of that client for which Eclipsys may not be indemnified. Further, facilities management contracts require Eclipsys to provide the IT services specified by contract, and in some places or at some times it can be difficult to recruit qualified IT personnel, which cause Eclipsys to incur higher costs by raising salaries or relocating personnel.

Inability to obtain consents needed from third party software providers could impair Eclipsys ability to provide remote IT or technology services.

Eclipsys and its clients need consent from some third-party software providers as a condition to running the providers software in its service center, or to allow its employees who work in client locations under facilities management arrangements to have access to their software. Vendors refusal to give such consents, or insistence upon unreasonable conditions to such consents, could reduce Eclipsys revenue opportunities and make its IT or technology services less viable for some clients.

Risks Related to the Healthcare IT Industry and Market

Eclipsys operates in an intensely competitive market that includes companies that have greater financial, technical and marketing resources than Eclipsys does.

Eclipsys faces intense competition in the marketplace. Eclipsys is confronted by rapidly changing technology, evolving user needs and the frequent introduction by Eclipsys competitors of new and enhanced software. Eclipsys principal competitors in its software business include Cerner Corporation, Epic Systems Corporation, GE Healthcare, Medical Information Technology, Inc., McKesson Corporation, and Siemens AG. Other software competitors include providers of practice management, general decision support and database systems, as well as segment-specific applications and healthcare technology consultants. Eclipsys services business competes with large consulting firms, as well as independent providers of technology implementation and other services. Eclipsys outsourcing business competes with large national providers of technology solutions such as Computer Sciences Corporation, Dell Perot Systems, and IBM Corporation, as well as smaller firms. Several of Eclipsys existing and potential competitors are better established, benefit from greater name recognition and have significantly more financial, technical and marketing resources than Eclipsys does. In addition, some competitors, particularly those with a more diversified revenue base or that are privately held, may have greater flexibility than Eclipsys does to compete aggressively on the basis of price and to provide favorable financing terms to clients. Vigorous and evolving competition could lead to a loss of Eclipsys market share or pressure on Eclipsys prices and could make it more difficult to grow its business profitably.

The principal factors that affect competition within Eclipsys market include software functionality, performance, flexibility and features, use of open industry standards, compliance with industry standards, speed and quality of implementation and client service and support, company reputation, price and total cost of ownership. Eclipsys anticipates continued consolidation in both the information technology and healthcare industries and large integrated technology companies may become more active in Eclipsys markets, both through acquisition and internal investment. There is a finite number of hospitals and other healthcare providers in Eclipsys target market. As costs fall, technology improves, and market factors continue to compel investment by healthcare organizations in software and services like Eclipsys , market saturation may change the competitive landscape in favor of larger competitors with greater scale.

Clients that use Eclipsys legacy software are vulnerable to sales efforts of Eclipsys competitors.

A significant part of Eclipsys revenue comes from relatively high-margin legacy software that was installed by its clients many years ago. As the marketplace becomes more saturated and technology advances, there will be increased competition to retain existing clients, particularly those using older generation products, and loss of this business would adversely affect Eclipsys results of operations. Eclipsys attempts to convert clients using legacy software to its newer generation software, but such conversions may require significant investments of time and resources by clients.

The healthcare industry faces financial constraints that could adversely affect the demand for Eclipsys software and services.

Acquisition and implementation of Eclipsys software often involves a significant financial commitment by Eclipsys clients. Eclipsys ability to grow its business is largely dependent on its clients information technology budgets, which in part depend on Eclipsys clients cash generation and access to other sources of liquidity. Recent financial market disruptions have adversely affected the availability of external financing, and led to tighter lending standards and interest rate concerns. In addition, the healthcare industry faces significant financial constraints specific to the industry. Managed healthcare puts pressure on healthcare organizations to reduce costs, and regulatory changes and payor requirements have reduced reimbursements to healthcare organizations. For

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example, the Inpatient Prospective Payment System rules, published by the Centers for Medicare & Medicaid in the U.S., identified several hospital-acquired conditions for which treatment will no longer be reimbursed by Medicare. Federal, state and local governments and private payors are imposing other requirements that may have the effect of reducing payments to healthcare organizations.

These factors can reduce access to cash for Eclipsys clients and potential clients. In addition, many of Eclipsys clients budgets rely in part on investment earnings, which decrease when portfolio investment values decline. Economic factors are causing many clients to take a conservative approach to investments, including the purchase of systems like those Eclipsys sells, and to seek pricing and financing concessions from vendors like Eclipsys. If health information technology spending declines or increases more slowly than Eclipsys anticipates, or if Eclipsys is not able to offer competitive pricing or financing terms, demand for Eclipsys software could be adversely affected and Eclipsys revenue could fall short of its expectations. Challenging economic conditions also may impair the ability of Eclipsys clients to pay for its software and services for which they have contracted. As a result, reserves for doubtful accounts and write-offs of accounts receivable may increase, resulting in increased bad debt expense.

Healthcare industry consolidation could put pressure on Eclipsys software prices, reduce its potential client base and reduce demand for its software.

Many healthcare organizations have consolidated to create larger healthcare enterprises. If this consolidation trend continues, it could reduce Eclipsys potential client base and give the resulting enterprises greater bargaining power, each of which may lead to erosion of the prices for Eclipsys software. In addition, when healthcare organizations combine they often consolidate infrastructure including IT systems, and acquisitions of Eclipsys clients could erode its revenue base.

Changes in standards applicable to Eclipsys software could require it to incur substantial additional development costs.

Integration and interoperability of the software and systems provided by various vendors are important issues in the healthcare industry. Market forces, regulatory authorities and industry organizations are causing the emergence of standards for software features and performance that are applicable to Eclipsys products. Healthcare standards and ultimately the functionality demands of the electronic health record, or electronic health record, are now expanding to support community health, public health, public policy and population health initiatives. In addition, interoperability and health information exchange features that support emerging and enabling technologies are becoming increasingly important to Eclipsys clients and require Eclipsys to undertake large scale product enhancements and redesign.

For example, the Certification Commission for Health Information Technology, or CCHIT, maintains comprehensive and growing sets of criteria for the functionality, interoperability, and security of healthcare software in the U.S. Achieving CCHIT certification is evolving as a de facto competitive requirement, resulting in increased research and development expense to conform to these requirements. Similar dynamics are evolving in international markets. CCHIT requirements may diverge from Eclipsys software s characteristics and Eclipsys development direction. Eclipsys may choose not to apply for CCHIT certification of certain modules of its software or to delay applying for certification. The CCHIT application process requires conformity with 100% of all criteria applicable to each module in order to achieve certification and there is no assurance that Eclipsys will receive or retain certification for any particular module notwithstanding application. Certification for a software module lasts for two years and must then be re-secured, and certification requirements evolve, so even certifications Eclipsys receives may be lost. In addition, U.S. government initiatives, such as HITECH described below, and related industry trends are resulting in comprehensive and evolving standards related to interoperability, privacy, and other features that are becoming mandatory for systems purchased by governmental healthcare providers and other providers receiving governmental payments, including Medicare and Medicaid reimbursement. Various state and foreign governments are also developing similar standards, which may be different and even more demanding.

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Eclipsys software does not conform to all of these standards, and conforming to these standards is expected to consume a substantial and increasing portion of Eclipsys development resources. If Eclipsys software is not consistent with emerging standards, Eclipsys market position and sales could be impaired and Eclipsys will have to upgrade its software to remain competitive in the market. Eclipsys expects compliance with these kinds of standards to become increasingly important to clients and therefore to Eclipsys ability to sell its software. If Eclipsys makes the wrong decisions about compliance with these standards, or is late in conforming its software to these standards, or if despite its efforts its software fails standards compliance testing, Eclipsys offerings will be at a disadvantage in the market to the offerings of competitors who have complied.

HITECH is resulting in new business imperatives, and failure to provide Eclipsys clients with health information technology systems that are certified under HITECH could result in breach of some client obligations and put Eclipsys at a competitive disadvantage.

HITECH, which is a part of the American Recovery and Reinvestment Act of 2009, provides financial incentives for hospitals and doctors that are meaningful electronic health record users, and mandates use of health information technology systems that are certified according to technical standards developed under the supervision of the Secretary of Health and Human Services. HITECH also imposes certain requirements upon governmental agencies to use, and require health care providers, health plans, and insurers contracting with such agencies to use, systems that are certified according to such standards. This has at least four important implications for Eclipsys. First, Eclipsys has invested and continues to invest in conforming its applicable clinical software to these standards and further significant investment will be required as certification standards evolve. Second, recently signed customers and new client prospects are requiring Eclipsys to agree that its software will be certified according to applicable HITECH technical standards so that, assuming clients properly use the electronic health record software and satisfy the meaningful use and other requirements of HITECH, they will qualify for available incentive payments. Eclipsys plans to meet these requirements as part of its normal software maintenance obligations, and failure to comply could result in costly contract breach and jeopardize Eclipsys relationships with clients who are relying upon it to provide certified software. Third, if for some reason Eclipsys is not able to comply with these HITECH standards in a timely fashion after their issuance, Eclipsys offerings will be at a severe competitive disadvantage in the market to the offerings of other electronic health record vendors who have complied. Fourth, if for some reason Eclipsys is not able to comply with these standards in a timely fashion after their issuance, its offerings will be at a severe competitive disadvantage in the market to the offerings of vendors who have complied.

If Eclipsys fails to attract, motivate and retain highly qualified technical, marketing, sales and management personnel, Eclipsys ability to execute its business strategy could be impaired.

Eclipsys success depends, in significant part, upon the continued services of its key technical, marketing, sales and management personnel, and on Eclipsys ability to continue to attract, motivate and retain highly qualified employees. Competition for employees with experience in Eclipsys industry can be intense and Eclipsys maintains at-will employment terms with its employees. In addition, the process of recruiting personnel with the combination of skills and attributes required to execute Eclipsys business strategy can be difficult, time-consuming and expensive. Eclipsys believes that its ability to implement its strategic goals depends to a considerable degree on its senior management team. The loss of any member of that team could hurt Eclipsys business.

Risks Related to Eclipsys International Business Strategy

Eclipsys growing operations in India expose it to risks that could have an adverse effect on its results of operations.

Eclipsys has a significant workforce employed in India engaged in a broad range of development, support and corporate infrastructure activities that are integral to Eclipsys business and critical to its profitability. Further, while there are certain cost advantages to operating in India, significant growth in the technology sector in India has increased competition to attract and retain skilled employees with commensurate increases in compensation costs. In the future, Eclipsys may not be able to hire and retain such personnel at compensation levels consistent with its existing compensation and salary structure. Many of the companies with which Eclipsys competes for hiring experienced employees have greater resources than Eclipsys has and may be able to offer more attractive terms of employment. In addition, Eclipsys operations in India require ongoing capital investments and expose it to foreign currency fluctuations, which may significantly reduce or negate any cost benefit anticipated from such expansion.

In addition, Eclipsys reliance on a workforce in India exposes it to disruptions in the business, political and economic environment in that region. Maintenance of a stable political environment is important to Eclipsys operations, and terrorist attacks and acts of violence or war may directly affect Eclipsys physical facilities and workforce or contribute to general instability. Eclipsys operations in India may also be affected by trade restrictions, such as tariffs or other trade controls, as well as other factors that may adversely affect its operations.

Eclipsys business strategy includes expansion into markets outside North America, which will require increased expenditures, and if Eclipsys international operations are not successfully implemented, such expansion may cause its operating results and reputation to suffer.

Eclipsys is working to expand operations in markets outside North America. There is no assurance that these efforts will be successful. Eclipsys has limited experience in marketing, selling, implementing and supporting its software abroad. Expansion of Eclipsys international sales and operations will require a significant amount of attention from Eclipsys management, establishment of service delivery and support capabilities to handle that business and commensurate financial resources, and will subject Eclipsys to risks and challenges that it would not face if it conducted its business only in the United States. Eclipsys may not generate sufficient revenues from international business to cover these expenses.

The risks and challenges associated with operations outside the United States may include: the need to modify Eclipsys software to satisfy local requirements and standards, including associated expenses and time delays; laws and business practices favoring local competitors; compliance with multiple, conflicting and changing governmental laws and regulations, including healthcare, employment, tax, privacy, health information technology, and data and intellectual property protection laws and regulations; laws regulating exports of technology products from the United States; fluctuations in foreign currency exchange rates; difficulties in setting up foreign operations, including recruiting staff and management; and longer accounts receivable payment cycles and other collection difficulties. One or more of these requirements and risks may preclude Eclipsys from operating in some markets.

Foreign operations subject Eclipsys to numerous stringent U.S. and foreign laws, including the Foreign Corrupt Practices Act, or FCPA, and comparable foreign laws and regulations that prohibit improper payments or offers of payments to foreign governments and their officials and political parties by U.S. and other business entities for the purpose of obtaining or retaining business. As Eclipsys expands its international operations, there is some risk of unauthorized payments or offers of payments by one of its employees, consultants, sales agents or distributors, which could constitute a violation by Eclipsys of various laws including the FCPA, even though such parties are not always subject to Eclipsys control. Safeguards Eclipsys implements to discourage these practices may prove to be less than effective and violations of the FCPA and other laws may result in severe criminal or civil sanctions, or other liabilities or proceedings against Eclipsys, including class action law suits and enforcement actions from the SEC, Department of Justice and overseas regulators.

Risks Related to Eclipsys Operating Results, Accounting Controls and Finances

Eclipsys operating results may fluctuate significantly depending upon periodic software revenues and other factors.

Eclipsys has experienced significant variations in revenues and operating results from quarter to quarter. Eclipsys operating results may continue to fluctuate due to a number of factors, including:

- The performance of its software and its ability to promptly and efficiently address software performance shortcomings or warranty issues;

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The cost, timeliness and outcomes of its software development and implementation efforts, including expansion of its presence in India;

The timing, size and complexity of its software sales and implementations;

Healthcare industry conditions and the overall demand for health information technology;

Variations in periodic software license revenues (as discussed more fully below);

The financial condition of its clients and potential clients;

Market acceptance of new services, software and software enhancements introduced by Eclipsys or its competitors;

Client decisions regarding renewal or termination of their contracts;

Software and price competition;

Investment required to support Eclipsys international expansion efforts;

Personnel changes and other organizational changes and related expenses;

Significant judgments and estimates made by management in the application of generally accepted accounting principles;

Healthcare reform measures and healthcare regulation in general;

Lower investment returns due to disruptions in U.S. and international financial markets;

Fluctuations in costs related to litigation, strategic initiatives, and acquisitions; and

Fluctuations in general economic and financial market conditions, including interest rates.

It is difficult to predict the timing of revenues that Eclipsys receives from software sales, because the sales cycle can vary depending upon several factors. These include the size and terms of the transaction, the changing business plans of the client, the effectiveness of the client s management, general economic conditions and the regulatory environment. The periodic software revenues Eclipsys recognizes in any financial reporting period include traditional license fees associated with sales made in that period, as well as revenues from contract backlog that had not previously been recognized pending contract performance that occurred or was completed during the period, and certain other activities during the period associated with existing client relationships. Although these periodic software revenues represent a relatively small portion of Eclipsys overall revenue in any period, they generally have high margins and are therefore an important element of Eclipsys earnings. The type and amount of these periodic revenues can fluctuate significantly from period to period for various reasons including economic conditions, market factors, and client-specific situations. These variations make it difficult to predict the nature and amount of these periodic revenues. Eclipsys offers clients a subscription pricing model that allows them to pay software license fees over time, and Eclipsys believes economic conditions and cash conservation by clients, attempts by clients to match their software costs more closely to funds they anticipate receiving in the future under HITECH, and other factors are likely to motivate many clients in 2010 to prefer subscription pricing. While this is beneficial to Eclipsys backlog and long-term revenue visibility, it may adversely affect Eclipsys periodic software revenues in 2010, which will adversely affect earnings if Eclipsys is not able to compensate through other revenue sources or expense controls.

Because a significant percentage of Eclipsys expenses are relatively fixed, variation in the timing of sales and implementations could cause significant variations in operating results and resulting stock price volatility from quarter to quarter. Eclipsys believes that period-to-period comparisons of its historical results of operations are not necessarily meaningful. Investors should not rely on these comparisons as indicators of future performance.

In addition, prices for Eclipsys common stock may be influenced by investor perception of Eclipsys and its industry in general, research analyst recommendations, and Eclipsys ability to meet or exceed quarterly performance expectations of investors or analysts.

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Early termination of client contracts or contract penalties could adversely affect Eclipsys results of operations.

Client contracts can change or terminate early for a variety of reasons. Change of control, financial issues, declining general economic conditions or other changes in client circumstances may cause Eclipsys or the client to seek to modify or terminate a contract. Further, either Eclipsys or the client may generally terminate a contract for material uncured breach by the other. If Eclipsys breaches a contract or fails to perform in accordance with contractual service levels, Eclipsys may be required to refund money previously paid to it by the client, or to pay penalties or other damages. Even if Eclipsys has not breached, it may deal with various situations from time to time for the reasons described above which may result in the amendment or termination of a contract. These steps can result in significant current period charges and/or reductions in current or future revenue.

Because in many cases Eclipsys recognizes revenues for its software monthly over the term of a client contract, downturns or upturns in sales may not be fully reflected in Eclipsys operating results until future periods.

Eclipsys recognizes a significant portion of its revenues from clients monthly over the terms of their agreements, which are generally for periods of 5 to 7 years and can be up to 10 years. As a result, much of the revenue that Eclipsys reports each quarter is attributable to agreements executed during prior quarters. Consequently, a decline in sales, client renewals, or market acceptance of Eclipsys software in one quarter may negatively affect its revenues and profitability in future quarters. In addition, Eclipsys may be unable to rapidly adjust its cost structure to compensate for reduced revenues. This monthly revenue recognition also makes it more difficult for Eclipsys to rapidly increase its revenues through additional sales in any period, as a significant portion of revenues from new clients or new sales may be recognized over the applicable agreement term.

Loss of revenue from large clients could have significant negative impact on Eclipsys results of operations and overall financial condition.

During the fiscal year ended December 31, 2009, approximately 42% of Eclipsys revenues were attributable to its 20 largest clients and one client represented 13.2% of its revenues. In addition, approximately 49% of Eclipsys accounts receivable as of December 31, 2009 were attributable to 20 clients. Loss of revenue from significant clients or failure to collect accounts receivable, whether as a result of client payment default, contract termination, or other factors could have a significant negative impact on Eclipsys results of operation and overall financial condition.

Impairment of intangible assets could increase Eclipsys expenses.

A significant portion of Eclipsys assets consists of intangible assets, including capitalized software development costs and goodwill and other intangibles acquired in connection with acquisitions. Current accounting standards require Eclipsys to evaluate goodwill on an annual basis and other intangibles if certain triggering events occur, and adjust the carrying value of these assets to net realizable value when such testing reveals impairment of the assets. Various factors, including regulatory or competitive changes, could affect the value of Eclipsys intangible assets. If Eclipsys is required to write-down the value of its intangible assets due to impairment, its reported expenses will increase, resulting in a corresponding decrease in its reported profit.

Failure to maintain effective internal controls could cause Eclipsys investors to lose confidence and adversely affect the market price of its common stock.

Section 404 of the Sarbanes-Oxley Act of 2002 requires that Eclipsys maintain internal control over financial reporting that meets applicable standards. Eclipsys may err in the design or operation of its controls, and all internal control systems, no matter how well designed and operated, can provide only reasonable assurance that the objectives of the control system are met. Because there are inherent limitations in all control systems, there can be no absolute assurance that all control issues have been or will be detected. If Eclipsys is

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unable, or is perceived as unable, to produce reliable financial reports due to internal control deficiencies, investors could lose confidence in its reported financial information and operating results, which could result in a negative market reaction.

Funds invested in auction rate securities may not be liquid or accessible for in excess of 12 months, and Eclipsys auction rate securities may experience further fair value adjustments or other-than-temporary declines in value, which would adversely affect its financial condition, cash flow and reported earnings.

Eclipsys long-term investment portfolio is invested in auction rate securities, or ARS. Beginning in February 2008, negative conditions in the credit and capital markets resulted in failed auctions of Eclipsys ARS. The ratings on some of the ARS in Eclipsys portfolio have been downgraded, and there may be further deterioration in creditworthiness in the future. Eclipsys reevaluates the fair value of these securities on a quarterly basis. See Note E Long-Term Investments in Notes to the Consolidated Financial Statements of Eclipsys for further information. If uncertainties in the credit and capital markets continue, these markets deteriorate further or Eclipsys experiences further deterioration in creditworthiness on any investments in its portfolio, funds associated with these securities may not be liquid or available to fund current operations for in excess of 12 months. This could result in further fair value adjustments or other-than-temporary impairments in the carrying value of Eclipsys investments, which would negatively affect Eclipsys financial condition, cash flow and reported earnings.

Eclipsys commercial credit facility subjects it to operating restrictions and risks of default.

On August 26, 2008, Eclipsys entered into a credit agreement with certain lenders and Wachovia Bank, as Administrative Agent, providing for a senior secured revolving credit facility in the aggregate principal amount of $125 million. This credit facility is subject to certain financial ratio and other covenants that could restrict Eclipsys ability to conduct business as Eclipsys might otherwise deem to be in its best interests, and breach of these covenants could cause the debt to become immediately due. Depending on borrowing levels, Eclipsys liquid assets might not be sufficient to repay in full the debt outstanding under the credit facility. Such an acceleration also would expose Eclipsys to the risk of liquidation of collateral assets at unfavorable prices.

Inability to obtain other financing could limit Eclipsys ability to conduct necessary development activities and make strategic investments.

Although Eclipsys believes at this time that its available cash and cash equivalents, the cash it anticipates generating from operations, and its available line of credit under its credit facility will be adequate to meet its foreseeable needs, it could incur significant expenses or shortfalls in anticipated cash generated as a result of unanticipated events in its business or competitive, regulatory, or other changes in its market. As a result, Eclipsys may in the future need to obtain other financing. The availability of such financing may be limited by the tightening of the global credit markets. In addition, the commitment under Eclipsys credit facility expires on August 26, 2011. Eclipsys ability to renew such credit facility or to enter into a new credit facility to replace the existing facility could be impaired if market conditions experienced in 2008 and 2009 continue or worsen. In addition, if credit is available, lenders may seek more restrictive lending provisions and higher interest rates that may reduce Eclipsys borrowing capacity and increase its costs.

If other financing is not available on acceptable terms, or at all, Eclipsys may not be able to respond adequately to these changes or maintain its business, which could adversely affect its operating results and the market price of its common stock. Alternatively, it may be forced to obtain additional financing by selling equity, and this could be dilutive to Eclipsys existing stockholders.

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Risks of Liability to Third Parties

Eclipsys software and content are used by clinicians in the course of treating patients. If Eclipsys software fails to provide accurate and timely information or is associated with faulty clinical decisions or treatment, clients, clinicians or their patients could assert claims against Eclipsys that could result in substantial cost to Eclipsys, harm its reputation in the industry and cause demand for its software to decline.

Eclipsys provides software and content that provides information and tools for use in clinical decision-making, provides access to patient medical histories and assists in creating patient treatment plans. If Eclipsys software fails to provide accurate and timely information, or if Eclipsys content or any other element of its software is associated with faulty clinical decisions or treatment, Eclipsys could have exposure to claims by clients, clinicians or their patients. The assertion of such claims, whether or not valid, and ensuing litigation, regardless of its outcome, could result in substantial cost to Eclipsys, divert management s attention from operations and decrease market acceptance of Eclipsys software. Eclipsys attempts to limit by contract its liability for damages and to require that its clients assume responsibility for medical care and approve all system rules and protocols. Despite these precautions, the allocations of responsibility and limitations of liability set forth in Eclipsys contracts may not be enforceable, may not be binding upon Eclipsys client s patients, or may not otherwise protect Eclipsys from liability for damages. Eclipsys maintains general liability and errors and omissions insurance coverage, but this coverage may not continue to be available on acceptable terms or may not be available in sufficient amounts to cover one or more large claims against Eclipsys. In addition, the insurer might disclaim coverage as to any future claim. One or more large claims could exceed Eclipsys available insurance coverage.

Complex software such as Eclipsys may contain errors or failures that are not detected until after the software is introduced or updates and new versions are released. It is challenging for Eclipsys to envision and test its software for all potential problems because it is difficult to simulate the wide variety of computing environments, medical circumstances or treatment methodologies that its clients may deploy or rely upon. Despite extensive testing by Eclipsys and clients, from time to time Eclipsys has discovered defects or errors in its software, and additional defects or errors can be expected to appear in the future.

Defects and errors that are not timely detected and remedied could expose Eclipsys to risk of liability to clients, clinicians and their patients and cause delays in software introductions and shipments, result in increased costs and diversion of development resources, require design modifications or decrease market acceptance or client satisfaction with Eclipsys software.

Eclipsys software and software provided by third parties that Eclipsys includes in its offering could infringe third-party intellectual property rights, exposing Eclipsys to costs that could be significant.

Infringement or invalidity claims or claims for indemnification resulting from infringement claims could be asserted or prosecuted against Eclipsys based upon design or use of software Eclipsys provides to clients, including software it develops as well as software provided to it by third parties. Regardless of the validity of any claims, defending against these claims could result in significant costs and diversion of Eclipsys resources, and vendor indemnity might not be available. The assertion of infringement claims could result in injunctions preventing Eclipsys from distributing its software, or require it to obtain a license to the disputed intellectual property rights, which might not be available on reasonable terms or at all. Eclipsys might also be required to indemnify its clients at significant expense.

Risks Related to Eclipsys Strategic Relationships and Initiatives

Eclipsys software strategy is dependent on the continued development and support by Microsoft of its .NET Framework and other technologies.

Eclipsys software strategy is substantially dependent upon Microsoft s .NET Framework and other Microsoft technologies. If Microsoft were to cease actively supporting .NET or other technologies that Eclipsys

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uses, fail to update and enhance them to keep pace with changing industry standards, encounter technical difficulties in the continuing development of these technologies or make them unavailable to Eclipsys, Eclipsys could be required to invest significant resources in re-engineering its software. This could lead to lost or delayed sales, loss of functionality, increased client costs associated with platform changes, and unanticipated development expenses.

Eclipsys depends on licenses from third parties for rights to some of the technology it uses, and if it is unable to continue these relationships and maintain its rights to this technology, its business could suffer.

Eclipsys depends upon licenses for some of the technology used in its software from a number of third-party vendors. Most of these licenses expire within one to five years, can be renewed only by mutual consent and may be terminated if Eclipsys breaches the terms of the license and fails to cure the breach within a specified period of time. Eclipsys may not be able to continue using the technology made available to it under these licenses on commercially reasonable terms or at all. As a result, Eclipsys may have to discontinue, delay or reduce software sales until it obtains equivalent technology, which could hurt its business. Most of its third-party licenses are non-exclusive. Its competitors may obtain the right to use any of the technology covered by these licenses and use the technology to compete directly with Eclipsys. In addition, if Eclipsys vendors choose to discontinue support of the licensed technology in the future or are unsuccessful in their continued research and development efforts, particularly with regard to Microsoft, Eclipsys may not be able to modify or adapt its own software.

Eclipsys software offering often includes modules provided by third parties, and if these third parties do not meet their commitments, Eclipsys relationships with its clients could be impaired.

Some of the software modules Eclipsys offers to clients are provided by third parties. Eclipsys often relies upon these third parties to produce software that meets its clients needs and to implement and maintain that software. If these third parties are unable or unwilling to fulfill their responsibilities, Eclipsys relationships with affected clients could be impaired, and Eclipsys could be responsible to clients for the failures. Eclipsys might not be able to recover from these third parties for any or all of the costs it incurs as a result of their failures.

Any acquisitions Eclipsys undertakes may be disruptive to its business and could have an adverse effect on its future operations and the market price of its common stock.

An important element of Eclipsys business strategy has been expansion through acquisitions and while there is no assurance that Eclipsys will identify and complete any future acquisitions, any acquisitions would involve a number of risks, including the following:

The anticipated benefits from the acquisition may not be achieved, including as a result of loss of customers or personnel of the target.

The identification, acquisition and integration of acquired businesses require substantial attention from management. The diversion of management s attention and any difficulties encountered in the transition process could hurt Eclipsys business.

The identification, acquisition and integration of acquired businesses requires significant investment, including to harmonize product and service offerings, expand management capabilities and market presence, and improve or increase development efforts and software features and functions.

In future acquisitions, Eclipsys could issue additional shares of its common stock, incur additional indebtedness or pay consideration in excess of book value, which could dilute future earnings.

Acquisitions also expose Eclipsys to the risk of assumed known and unknown liabilities.

New business acquisitions generate significant intangible assets that result in substantial related amortization charges and possible impairments.

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Risks Related to Industry Regulation

Potential regulation by the U.S. Food and Drug Administration of Eclipsys software and content as medical devices could impose increased costs, delay the introduction of new software and hurt Eclipsys business.

The U.S. Food and Drug Administration, or FDA, may become increasingly active in regulating computer software or content intended for use in the healthcare setting. The FDA has increasingly focused on the regulation of computer software and computer-assisted products as medical devices under the Food, Drug, and Cosmetic Act, or the FDC Act. If the FDA chooses to regulate any of Eclipsys software, or third party software that Eclipsys resells, as medical devices, it could impose extensive requirements upon Eclipsys, including requiring it to:

- Seek FDA clearance of pre-market notification submission demonstrating substantial equivalence to a device already legally marketed, or to obtain FDA approval of a pre-market approval application establishing the safety and effectiveness of the software;
- Comply with rigorous regulations governing the pre-clinical and clinical testing, manufacture, distribution, labeling and promotion of medical devices; and/or
- Comply with the FDC Act regarding general controls, including establishment registration, device listing, compliance with good manufacturing practices, reporting of specified device malfunctions and adverse device events.

Other countries in which Eclipsys does business have agencies similar to the FDA that may also impose regulations affecting Eclipsys software. If Eclipsys fails to comply with applicable requirements, the FDA or foreign agencies could respond by imposing fines, injunctions or civil penalties, requiring recalls or software corrections, suspending production, refusing to grant pre-market clearance or approval of software, withdrawing clearances and approvals, and initiating criminal prosecution. Any FDA or foreign agency policy governing computer products or content may increase the cost and time to market of new or existing software or may prevent Eclipsys from marketing its software.

Changes in federal and state regulations relating to patient data could increase Eclipsys compliance costs, depress the demand for its software and impose significant software redesign costs on Eclipsys.

Clients use Eclipsys systems to store and transmit highly confidential patient health information and data. State and federal laws and regulations and their foreign equivalents govern the collection, security, use, transmission and other disclosures of health information. These laws and regulations may change rapidly and may be unclear, or difficult or costly to apply.

Federal regulations under the Health Insurance Portability and Accountability Act of 1996, or HIPAA, and related laws and regulations, impose national health data standards on healthcare providers that conduct electronic health transactions, healthcare clearinghouses that convert health data between HIPAA-compliant and non-compliant formats, and health plans and entities providing certain services to these organizations. The American Recovery and Reinvestment Act of 2009, or ARRA, includes provisions specifying additional HIPAA requirements for such organizations, including more detailed penalty and enforcement provisions and provisions specifying additional data restrictions, and disclosure and reporting requirements. The HIPAA standards, as modified by ARRA, require, among other things, transaction formats and code sets for electronic health transactions; protect individual privacy by limiting the uses and disclosures of individually identifiable health information; require covered entities to implement administrative, physical and technological safeguards to ensure the confidentiality, integrity, availability and security of individually identifiable health information in electronic form; and require notification to individuals in the event of a security breach with respect to unsecured protected health information. Most of Eclipsys clients are covered by these regulations and require that Eclipsys software and services adhere to HIPAA standards. In addition, ARRA includes provisions that apply several of HIPAA s security and privacy requirements to Eclipsys in its role as a business associate to certain of the organizations mentioned above, and business associates will now also be subject to certain penalties and

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enforcement proceedings for violations of applicable HIPAA standards. Any failure or perception of failure of Eclipsys software or services to meet HIPAA standards and related regulations could expose it to certain notification, penalty and/or enforcement risks and could adversely affect demand for Eclipsys software and services and force it to expend significant capital, research and development and other resources to modify its software or services to address the privacy and security requirements of its clients.

States and foreign jurisdictions in which Eclipsys or its clients operate have adopted, or may adopt, privacy standards that are similar to or more stringent than the federal HIPAA privacy standards. This may lead to different restrictions for handling individually identifiable health information. As a result, Eclipsys clients may demand, and Eclipsys may be required to provide information technology solutions and services that are adaptable to reflect different and changing regulatory requirements, which could increase Eclipsys development costs. In the future, federal, state or foreign governmental or regulatory authorities or industry bodies may impose new data security standards or additional restrictions on the collection, use, transmission and other disclosures of health information. Eclipsys cannot predict the potential impact that these future rules may have on its business. However, the demand for its software and services may decrease if it is not able to develop and offer software and services that can address the regulatory challenges and compliance obligations facing Eclipsys and Eclipsys clients.

Risks Related to Eclipsys Equity Structure

Provisions of Eclipsys charter documents and Delaware law may inhibit potential acquisition bids that stockholders may believe are desirable, and the market price of Eclipsys common stock may be lower as a result.

Eclipsys board of directors has the authority to issue up to 5,000,000 shares of preferred stock. Eclipsys board of directors can fix the price, rights, preferences, privileges and restrictions of the preferred stock without any further vote or action by Eclipsys stockholders. The issuance of shares of preferred stock may discourage, delay or prevent a merger or acquisition of Eclipsys. The issuance of preferred stock may result in the loss of voting control to other stockholders. Eclipsys has no current plans to issue any shares of preferred stock but in the future it could implement a stockholder rights plan or make other uses of preferred stock that could inhibit a potential acquisition of the company.

Eclipsys charter documents contain additional anti-takeover devices, including:

- only one of the three classes of directors is elected each year;
- the ability of Eclipsys stockholders to remove directors without cause is limited;
- Eclipsys stockholders are not allowed to act by written consent;
- Eclipsys stockholders are not allowed to call a special meeting of stockholders; and
- advance notice must be given to nominate directors or submit proposals for consideration at stockholders meetings.

Eclipsys is also subject to provisions of Section 203 of the DGCL, which prohibits Eclipsys from engaging in any business combination with an interested stockholder for a period of three years from the date the person became an interested stockholder, unless certain conditions are met. These provisions make it more difficult for stockholders or potential acquirers to acquire Eclipsys without negotiation and may apply even if some of Eclipsys stockholders consider the proposed transaction beneficial to them. For example, these provisions might discourage a potential acquisition proposal or tender offer, even if the acquisition proposal or tender offer is at a premium over the then current market price for Eclipsys common stock. These provisions could also limit the price that investors are willing to pay in the future for shares of Eclipsys common stock.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This joint proxy statement/prospectus/information statement includes forward-looking statements within the meaning of Section 27A of the Securities Act, and Section 21E of the Exchange Act. Such statements may include, but are not limited to, statements about the benefits of the proposed merger and related transactions, including future financial and operating results, the combined company s plans, objectives, expectations and intentions. These statements are subject to a number of risks, uncertainties and other factors that could cause Allscripts and Eclipsys actual results, performance, prospects or opportunities, as well as those of the markets they serve or intend to serve, to differ materially from those expressed in, or implied by, these statements. You can identify these statements by the fact that they do not relate to matters of a strictly factual or historical nature and generally discuss or relate to forecasts, estimates or other expectations regarding future events. Generally, the words believe, expect, anticipate, intend, contemplate, seek, plan, estimate, project, may, can, could, might, wil identify forward-looking statements, including statements related to expected operating and performing results, planned transactions, planned objectives of management, future developments or conditions in the industries in which Allscripts and Eclipsys participate and other trends, developments and uncertainties that may affect Allscripts and Eclipsys business in the future.

Such risks, uncertainties and other factors include, among other things:

- the ability to obtain governmental approvals of the merger on the proposed terms and schedule contemplated by the parties;
- the failure of Eclipsys stockholders to adopt the Merger Agreement;
- the failure of Allscripts stockholders to approve the issuance of shares to Eclipsys stockholders pursuant to the Merger Agreement;
- the failure of Misys shareholders to approve the Coniston Transactions;
- the possibility that the proposed transaction does not close, including due to the failure to satisfy the closing conditions;
- the possibility that the proposed transactions do not close due to the failure to close the Coniston Transactions, including by reason of the failure of the Secondary Offering to be completed or the failure to secure the debt financing contemplated by the Debt Commitment Letter;
- the risk that Allscripts and Eclipsys will not achieve the strategic benefits of the proposed merger;
- the possibility that the expected synergies and cost savings of the proposed transaction will not be realized, or will not be realized within the expected time period;
- the risk that the Allscripts and Eclipsys businesses will not be integrated successfully;
- disruption from the proposed merger and related transactions making it more difficult to maintain business relationships with customers, partners and others;
- competition within the industries in which Allscripts and Eclipsys operate;

failure to achieve certification under the Health Information Technology for Economic and Clinical Health Act, which could result in increased development costs, a breach of some customer obligations and could put Allscripts and Eclipsys at a competitive disadvantage in the marketplace;

unexpected requirements to achieve interoperability certification pursuant to The Certification Commission for Health Information Technology, which could result in increased development and other costs for Allscripts and Eclipsys;

the volume and timing of systems sales and installations, the length of sales cycles and the installation process and the possibility that Allscripts and Eclipsys combined products will not achieve or sustain market acceptance;

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- the timing, cost and success or failure of new product and service introductions, development and product upgrade releases;
- competitive pressures including product offerings, pricing and promotional activities;
- Allscripts and Eclipsys ability to establish and maintain strategic relationships;
- undetected errors or similar problems in Allscripts and Eclipsys software products;
- the outcome of any legal proceeding that has been or may be instituted against Allscripts, Misys or Eclipsys, and others;
- compliance with existing laws, regulations and industry initiatives and future changes in laws or regulations in the healthcare industry, including possible regulation of Allscripts and Eclipsys software by the U.S. Food and Drug Administration;
- the possibility of product-related liabilities;
- Allscripts and Eclipsys ability to attract and retain qualified personnel;
- the implementation and speed of acceptance of the electronic record provisions of the American Recovery and Reinvestment Act of 2009;
- maintaining Allscripts and Eclipsys intellectual property rights and litigation involving intellectual property rights;
- legislative, regulatory and economic developments;
- risks related to third-party suppliers and Allscripts and Eclipsys ability to obtain, use or successfully integrate third-party licensed technology; and
- breach of Allscripts or Eclipsys security by third parties.

Additional risks, uncertainties and other factors include those discussed under Risk Factors and in documents incorporated by reference in this joint proxy statement/prospectus/information statement. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this joint proxy statement/prospectus/information statement or, in the case of documents incorporated by reference, as of the date of those documents. Allscripts and Eclipsys disclaim any intent or obligation to update any forward-looking statements contained herein.

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THE SPECIAL MEETING OF ALLSCRIPTS STOCKHOLDERS

Allscripts is furnishing this joint proxy statement/prospectus/information statement to Allscripts stockholders in connection with the solicitation of proxies by the Allscripts board of directors for use at the special meeting of Allscripts stockholders, including any adjournment or postponement of the Allscripts special meeting. This document is first being mailed to Allscripts stockholders on or about July 15, 2010.

Date, Time and Place of the Allscripts Special Meeting

The special meeting of Allscripts stockholders will be held on August 13, 2010, at the offices of Sidley Austin LLP, located at One South Dearborn, Chicago, Illinois 60603 commencing at 9:00 a.m. local time.

Purpose of the Allscripts Special Meeting

The Allscripts special meeting is being called for the following purposes:

1. To consider and vote upon a proposal to approve the issuance of Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement.

2. To consider and vote upon a proposal to adjourn the Allscripts special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of proposal 1.

3. To transact such other business as may properly come before the Allscripts special meeting or any adjournments or postponements thereof.

Recommendation of the Allscripts Audit Committee and the Allscripts Board of Directors

After careful consideration, the Allscripts audit committee, which is composed of independent members of the Allscripts board of directors, has determined that the Merger Agreement and the transactions contemplated thereby are advisable, substantively and procedurally fair to, and in the best interests of, Allscripts and Allscripts stockholders (other than Misys and affiliates of Misys), and recommends that Allscripts stockholders vote **FOR** the proposal to approve the issuance of the Allscripts common stock pursuant to the Merger Agreement.

After carefully considering the Allscripts audit committee s recommendation, the Allscripts board of directors has determined that the proposed merger is advisable and in the best interests of Allscripts and its stockholders, and recommends that Allscripts stockholders vote **FOR** the proposal to approve the issuance of the Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement and **FOR** the proposal to adjourn the Allscripts special meeting, if necessary, to solicit additional proxies. See The Merger Recommendation of the Allscripts Audit Committee and the Allscripts Board of Directors and Their Reasons for the Merger and the Coniston Transactions.

Record Date; Shares Outstanding; Shares Entitled to Vote

Only holders of record of Allscripts common stock at the close of business on the record date, July 13, 2010, are entitled to notice of, and to vote at, the Allscripts special meeting. As of July 13, 2010, there were 146,518,961 shares of Allscripts common stock outstanding and entitled to vote at the special meeting, held by 432 holders of record. Each holder of Allscripts common stock is entitled to one vote for each share of Allscripts common stock owned as of the Allscripts record date.

A complete list of the Allscripts stockholders entitled to vote at the Allscripts special meeting will be available for review at the Allscripts special meeting and at the executive offices of Allscripts during regular business hours for a period of ten days prior to the Allscripts special meeting.

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Quorum and Vote Required

At least one-third of the shares of Allscripts common stock issued and outstanding and entitled to vote as of the Allscripts record date must be present in person or represented by proxy at the Allscripts special meeting to constitute a quorum. A quorum must be present before a vote can be taken on the proposal to approve the issuance of Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement or any other matter except adjournment or postponement of the Allscripts special meeting due to the absence of a quorum. Abstentions, if any, will be counted as present for purposes of determining the presence of a quorum at the Allscripts special meeting and will have the same effect as voting against the proposals. Broker non-votes will not be counted as voting power present and therefore will have no effect on whether the proposals are approved. If a quorum is not present or if there are not sufficient votes in favor of the proposal to approve the issuance of the Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement, Allscripts expects that the special meeting will be adjourned to solicit additional proxies, subject to approval of the proposal to adjourn the Allscripts special meeting by the affirmative vote of the holders of a majority in voting power present in person or represented by proxy at the Allscripts special meeting. At any subsequent reconvening of the Allscripts special meeting, all proxies will be voted in the same manner as the proxies would have been voted at the original convening of the Allscripts special meeting, except for any proxies that have been effectively revoked or withdrawn prior to the subsequent meeting.

In accordance with NASDAQ listing requirements, the proposal to approve the issuance of the Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement must be approved by the affirmative vote of the holders of a majority in voting power present in person or represented by proxy (provided that a quorum is present in person or by proxy). The proposal to adjourn the Allscripts special meeting, if necessary, to solicit additional proxies, requires the affirmative vote of the holders of a majority in voting power present in person or represented by proxy at the Allscripts special meeting.

Voting by Allscripts Directors and Executive Officers

As of July 13, 2010, the record date for the Allscripts special meeting, the directors and executive officers of Allscripts as a group owned and were entitled to vote 2,933,424 shares of Allscripts common stock, or approximately 2.00% of the outstanding shares of Allscripts on that date. In connection with the execution of the Merger Agreement, certain directors of Allscripts entered into voting agreements with Eclipsys, pursuant to which such directors agreed to vote their shares of Allscripts common stock (approximately 0.97% of the outstanding Allscripts common stock as of July 13, 2010) in favor of the proposal to issue shares of Allscripts common stock to stockholders of Eclipsys pursuant to the Merger Agreement and the proposal to adjourn the Allscripts special meeting, if necessary. Based solely on its discussions with its board of directors and executive officers, Allscripts expects that all of Allscripts directors that have not entered into voting agreements with Eclipsys and all of Allscripts executive officers entitled to vote at the Allscripts special meeting will vote their shares of Allscripts common stock in favor of these proposals.

Voting by Misys

In connection with the execution of the Merger Agreement, Allscripts and Eclipsys entered into a voting agreement with Misys and certain of Misys subsidiaries, which we refer to as the Misys Voting Agreement, pursuant to which Misys and certain of its subsidiaries agreed to cause 15.5 million shares of Allscripts common stock owned or held by such Misys subsidiaries in the aggregate (approximately 10.58% of the outstanding Allscripts common stock as of July 13, 2010) to be present at the Allscripts special meeting and voted in favor of the proposal to issue shares of Allscripts common stock to stockholders of Eclipsys pursuant to the Merger Agreement and other matters to be approved by the stockholders of Allscripts to facilitate that issuance. Further, Misys and certain of its subsidiaries agreed to cause their other remaining shares of Allscripts common stock not to appear or be present or otherwise counted as present for the purpose of establishing a quorum at the Allscripts special meeting, except to the extent that at least 35% of the outstanding shares of Allscripts common stock would not be present at the Allscripts special meeting, Misys and certain of its subsidiaries agreed under the Misys Voting Agreement to cause an additional number of Allscripts common stock owned or held by such Misys subsidiaries to be present at the Allscripts special meeting in order to cause 35% of the outstanding shares of Allscripts common stock to be present at such meeting. The Misys Voting Agreement provides that such additional shares of Allscripts common stock are to be voted for and against, abstained from voting or not voted, with respect to the proposal to issue shares of Allscripts common stock to stockholders of Eclipsys pursuant to the Merger Agreement, and other matters to be approved by the stockholders of Allscripts to facilitate that share issuance, in the same proportion as the shares of Allscripts common stock not held by Misys and its affiliates are voted for and against, abstained from voting or not voted, respectively. Additionally, Misys has made covenants in the Misys Voting Agreement to not (i) solicit or knowingly encourage inquiries or proposals relating to any transaction that is an alternative to the merger or the Coniston Transactions, (ii) enter into any agreement, discussions or negotiations with respect to any transaction that is an alternative to the merger or the Coniston Transactions, (iii) approve or recommend any transaction that is an alternative to the merger or the Coniston Transactions or (iv) provide any non-public information in connection with any transaction that is an alternative to the merger or the Coniston Transactions, subject to certain exceptions. The Misys Voting Agreement is attached as Annex C to this joint proxy statement/prospectus/information statement, and we encourage you to read it carefully and in its entirety.

How to Vote

Allscripts stockholders can vote in person by completing a ballot at the Allscripts special meeting, or Allscripts stockholders can transmit their voting instructions before the Allscripts special meeting by proxy. Even if Allscripts stockholders plan to attend the special meeting, Allscripts encourages its stockholders to transmit their voting instructions as soon as possible by proxy. Allscripts stockholders can transmit their voting instructions by proxy using the Internet, by telephone, or by mail, as discussed below.

Submit a Proxy by Internet: Allscripts stockholders can submit their proxy using the Internet. With the enclosed proxy card in hand, go to the web site indicated on the proxy card and follow the instructions. Internet voting is available twenty-four hours a day, seven days a week until 11:59 p.m. Eastern time on August 12, 2010. Allscripts stockholders will be given the opportunity to confirm that their instructions have been properly recorded. If Allscripts stockholders transmit their voting instructions on the Internet, they do NOT need to return the proxy card.

Submit a Proxy by Telephone: Allscripts stockholders can submit their proxy by telephone if they have a touch-tone telephone. With the enclosed proxy card in hand, call the toll-free number shown on the proxy card and follow the instructions. Telephone voting is available twenty-four hours a day, seven days a week until 11:59 p.m. Eastern time on August 12, 2010. Easy-to-follow voice prompts allow Allscripts stockholders to have their shares voted and confirm that their instructions have been properly recorded. If Allscripts stockholders transmit their voting instructions by telephone, they do NOT need to return their proxy card.

Submit a Proxy by Mail: If Allscripts stockholders prefer to submit their proxy by mail, mark the proxy card, date and sign it, and return it in the postage-paid envelope provided. If Allscripts stockholders sign the proxy card but do not specify how they want their shares to be voted, their shares will be voted in accordance with the directors recommendation on the proposals. All properly executed proxy cards received before the polls are closed at the Allscripts annual meeting, and not revoked or superseded, will be voted at the Allscripts annual meeting in accordance with the instructions indicated by those proxy cards.

Registered Owners: If an Allscripts stockholder s shares of common stock are registered directly in his or her name with Allscripts transfer agent, BNY Mellon, the Allscripts stockholder is considered a registered stockholder with respect to those shares. If this is the case, the proxy materials have been sent or provided directly to the Allscripts stockholder by Allscripts.

Beneficial Owners: If Allscripts stockholders hold shares of Allscripts common stock in street name through a broker, bank or other nominee, the proxy materials have been forwarded to the Allscripts stockholders by their brokerage firm, bank or other nominee, or their agent which is considered the stockholder of record with respect to these shares. As the beneficial holder, Allscripts stockholders have the right to direct their broker, bank or other nominee as to how to vote their shares by using the voting instruction form or proxy card included in the proxy materials, or by transmitting their voting instructions via the Internet or by telephone, but the scope of their rights depends upon the voting processes of the broker, bank or other nominee. Please follow the voting instructions provided by the brokerage firm, bank or other nominee, or their agent carefully.

If Allscripts stockholders sign their proxy card without indicating their vote, their shares will be voted **FOR** the proposal to approve the issuance of Allscripts common stock pursuant to the Merger Agreement and **FOR** the proposal to adjourn the Allscripts special meeting, if necessary, to solicit additional proxies, and in accordance with the recommendations of the Allscripts board of directors on any other matters properly brought before the special meeting for a vote or any adjourned or postponed session of the special meeting.

Revocation of Proxies

An Allscripts stockholder may revoke his or her proxy at any time before it is voted at the Allscripts special meeting by taking any of the following actions:

- delivering to the corporate secretary of Allscripts a signed written notice of revocation, bearing a date later than the date of the proxy, stating that the proxy is revoked;

- delivering a valid, later-dated proxy by mail relating to the same shares and bearing a later date;

- submitting another proxy by telephone or on the Internet (your latest telephone or Internet voting instructions will be followed); or

- attending the Allscripts special meeting and voting in person, although attendance at the special meeting will not, by itself, revoke a proxy.

If an Allscripts stockholder s shares are held in street name, he or she may change his or her vote by submitting new voting instructions to his or her broker, bank or other nominee. Allscripts stockholders must contact their broker, bank or other nominee to find out how to do so.

Written notices of revocation and other communications with respect to the revocation of Allscripts proxies should be addressed to:

Allscripts-Misys Healthcare Solutions, Inc.

222 Merchandise Mart Plaza, Suite 2024

Chicago, Illinois 60654

Attn.: Corporate Secretary

Abstentions and Broker Non-Votes

For purposes of the proposal to approve the issuance of the Allscripts common stock pursuant to the Merger Agreement and the proposal to adjourn the special meeting, if necessary, to solicit additional proxies, broker non-votes will not be counted as voting power present and therefore will have no effect on whether the proposals are approved and abstentions will have the same effect as voting against the proposals. Brokers, banks and other nominees will not have discretionary authority to vote shares in the absence of specific voting instructions from the beneficial owners of those shares.

Proxy Solicitation

Allscripts is soliciting proxies for the Allscripts special meeting from Allscripts stockholders. Allscripts will bear the entire cost of soliciting proxies from Allscripts stockholders, except that Allscripts and Eclipsys have each agreed to share equally all expenses incurred in connection with the printing of this joint proxy statement/prospectus/information statement and related proxy materials. In addition to the solicitation of proxies by mail,

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Allscripts will request that brokers, banks and other nominees send proxies and proxy materials to the beneficial owners of Allscripts common stock held by them and secure their voting instructions, if necessary. Allscripts will reimburse those record holders for their reasonable expenses. Allscripts has also made arrangements with D. F. King & Co., Inc. to assist it in soliciting proxies, and has agreed to pay a fee estimated at $15,000, plus expenses for those services. Allscripts also may use several of its regular employees, who will not be specially compensated, to solicit proxies from Allscripts stockholders, either personally or by telephone or electronic mail.

Other Matters

Allscripts does not expect that any matter other than the proposals presented in this joint proxy statement/prospectus/information statement will be brought before the Allscripts special meeting. However, if other matters incident to the conduct of the special meeting are properly presented at the special meeting, the persons named as proxies will vote in accordance with their best judgment with respect to those matters. An adjournment may be made from time to time by approval of the holders of shares representing a majority of the votes present in person or by proxy at the special meeting, whether or not a quorum exists, without further notice other than by an announcement made at the special meeting.

Stockholders Sharing an Address

Allscripts stockholders sharing an address with another stockholder may receive only one set of proxy materials at that address unless they have provided contrary instructions. Any such stockholder who wishes to receive a separate set of proxy materials now or in the future may write or call Allscripts to request a separate copy of these materials in writing or by telephone at the following address:

Allscripts-Misys Healthcare Solutions, Inc.

222 Merchandise Mart Plaza, Suite 2024

Chicago, Illinois 60654

Attn.: Corporate Secretary

(312) 506-1201

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THE ACTIONS BY WRITTEN CONSENT OF MISYS

This joint proxy statement/prospectus/information statement is first being mailed to Allscripts stockholders on or about July 15, 2010.

Purpose of the Written Consent and Reasons for Amendments to the Certificate of Incorporation of Allscripts

Pursuant to the terms of the Framework Agreement and in order to complete the transactions contemplated by the Framework Agreement and the Merger Agreement, Misys approved on July 13, 2010, by written consent, an amendment to Allscripts Second Amended and Restated Certificate of Incorporation, which we refer to as the Allscripts Charter, which will become effective as of August 2, 2010 and which will increase the total number of shares of stock of all classes that Allscripts is authorized to issue from 200,000,000 to 350,000,000 and make certain additional incidental or clarifying amendments, which we refer to as the Initial Amendment, and approve the issuance of the Exchange Shares to certain subsidiaries of Misys pursuant to the Framework Agreement in exchange for 100% of the issued and outstanding shares of an indirect subsidiary of Misys. The form of the Third Amended and Restated Certificate of Incorporation of Allscripts, which reflects the Initial Amendment, is attached as Annex I to this joint proxy statement/prospectus/information statement, and we encourage you to read it carefully and in its entirety.

In addition, pursuant to the Framework Agreement, Misys approved on July 13, 2010, by written consent, certain additional amendments to the Allscripts Charter that will be effective only upon the closing of the Coniston Transactions, which would:

- change the name of Allscripts from Allscripts-Misys Healthcare Solutions, Inc. to Allscripts Healthcare Solutions, Inc. ,
- eliminate the ability of Allscripts stockholders to act by written consent,
- elect that Allscripts be governed by Section 203 of the DGCL,
- establish certain committee structures to implement certain agreements in the Amended and Restated Relationship Agreement related to the Allscripts board of directors,
- upon the closing of the merger, establish certain committee structures (described below) to implement certain agreements in the Merger Agreement related to the directors of Allscripts, and
- implement certain other additional incidental or clarifying amendments.

We refer to the amendment implementing these changes as the Additional Amendment. The form of the Fourth Amended and Restated Certificate of Incorporation of Allscripts, which reflects the Additional Amendment, is attached as Annex J to this joint proxy statement/prospectus/information statement, and we encourage you to read it carefully and in its entirety.

The committee structure set forth in the Additional Amendment includes:

- upon the closing of the Coniston Transactions, a Misys Nominating Committee that has the sole authority to nominate up to two directors in accordance with the Amended and Restated Relationship Agreement until the Misys Nominating Committee no longer has the ability to nominate directors in accordance with the Amended and Restated Relationship Agreement, upon the closing of the merger, an Eclipsys Nominating Committee that has the sole authority to nominate up to three directors in accordance with the Merger Agreement until the 2011 annual meeting of the Allscripts stockholders, and

upon the closing of the merger, an Allscripts Nominating Committee that has the sole authority to nominate up to four directors in accordance with the Merger Agreement until the 2011 annual meeting of the Allscripts stockholders.

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In addition, the Additional Amendment provides that the number of directors of Allscripts shall be fixed from time to time exclusively by the affirmative vote of a majority of the members of the Allscripts board of directors, except that for the three-year period commencing on the completion of the merger, the number of directors of Allscripts shall be fixed during such three-year period solely by the affirmative vote of no less than a two-thirds majority of the entire Allscripts board of directors unless during such three-year period, the number of directors that Misys has the authority to nominate in accordance with the Amended and Restated Relationship Agreement is permanently reduced to one or zero, then the number of directors of Allscripts shall be fixed at nine during such three-year period unless a different number is approved by a two-thirds majority of the entire Allscripts board of directors.

Notice of Actions Taken

On July 13, 2010, Allscripts received completed and executed actions by written consent from stockholders holding 79,811,511 shares of Allscripts common stock.

Record Date

The Allscripts board of directors has fixed the close of business on July 13, 2010 as the record date for the determination of stockholders entitled to receive notice of the actions taken by written consent. As of July 13, there were issued and outstanding 146,518,961 shares of Allscripts common stock.

Approval of the Allscripts Board Of Directors

The Allscripts board of directors has determined that each of the actions to be taken by written consent is advisable and in the best interests of the Allscripts stockholders.

Action by Written Consent; No Vote Required

No consent is required from you and such consent is not being solicited in connection with the actions to be taken by written consent. Pursuant to Section 228(a) of the DGCL, unless otherwise provided in a corporation s certificate of incorporation, any action required to be taken at any annual or special meeting of stockholders of a corporation, or any action which may be taken at any annual or special meeting of stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and properly delivered to the corporation. On July 13, 2010, Misys, Allscripts majority stockholder, acted by written consent and authorized each of the actions to be taken by written consent. Accordingly, the action by written consent of Allscripts majority stockholder is sufficient, without the concurring consent of any of our other stockholders, to approve and adopt each of the actions to be taken by written consent.

Notice of Action by Written Consent

Pursuant to Section 228(e) of the DGCL, Allscripts is required to provide prompt notice of the taking of corporate action without a meeting by less than unanimous written consent to those stockholders who have not consented in writing to such action. This information statement serves as the notice required by Section 228(e) of the DGCL.

Dissenter s Rights of Appraisal

The DGCL does not provide for dissenters rights of appraisal in connection with any of the actions to be taken by written consent.

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THE SPECIAL MEETING OF ECLIPSYS STOCKHOLDERS

Eclipsys is furnishing this joint proxy statement/prospectus/information statement to Eclipsys stockholders in connection with the solicitation of proxies by the Eclipsys board of directors for use at the special meeting of Eclipsys stockholders, including any adjournment or postponement of the special meeting. This document is first being mailed to Eclipsys stockholders on or about July 15, 2010.

Date, Time and Place of the Eclipsys Special Meeting

The special meeting of Eclipsys stockholders will be held on August 13, 2010, at the Eclipsys headquarters, located at Three Ravinia Drive, Atlanta, Georgia 30346 commencing at 10:00 am local time.

Purpose of the Eclipsys Special Meeting

The purpose of the Eclipsys special meeting is to consider and vote on the following proposals:

1. To adopt the Merger Agreement, pursuant to which Arsenal Merger Corp. will merge with and into Eclipsys, with Eclipsys surviving the merger and continuing as a wholly owned subsidiary of Allscripts.

2. To approve a proposal to adjourn the Eclipsys special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the Eclipsys special meeting in favor of the proposal to adopt the Merger Agreement.

3. To transact such other business as may properly come before the Eclipsys special meeting or any adjournments or postponements thereof.

Recommendation of the Eclipsys Board of Directors

After careful consideration, the Eclipsys board of directors has determined that the proposed merger is advisable and in the best interests of Eclipsys and its stockholders, and recommends that Eclipsys stockholders vote **FOR** the proposal to adopt the Merger Agreement and **FOR** the proposal to adjourn the Eclipsys special meeting, if necessary. See The Merger Recommendation of the Eclipsys Board of Directors and Its Reasons for the Merger.

Record Date; Shares Outstanding; Shares Entitled to Vote

Only holders of record of Eclipsys common stock at the close of business on the record date, July 13, 2010, are entitled to notice of, and to vote at, the Eclipsys special meeting. As of the Eclipsys record date, there were 57,662,451 shares of Eclipsys common stock outstanding and entitled to vote at the special meeting, held by 362 holders of record. Each holder of Eclipsys common stock is entitled to one vote for each share of Eclipsys common stock owned as of the Eclipsys record date.

A complete list of the Eclipsys stockholders entitled to vote at the special meeting will be available for review at the Eclipsys special meeting and at the executive offices of Eclipsys during regular business hours for a period of ten days prior to the Eclipsys special meeting.

Quorum and Vote Required

A majority of the shares of Eclipsys common stock issued and outstanding and entitled to vote as of the Eclipsys record date must be present in person or represented by proxy at the Eclipsys special meeting to constitute a quorum. A quorum must be present before a vote can be taken on the proposal to adopt the Merger Agreement or any other matter except adjournment or postponement of the Eclipsys special meeting due to the absence of a quorum. Abstentions, if any, will be counted as present for purposes of determining the presence of a quorum at the Eclipsys special meeting. Broker non-votes will not be counted as for purposes of determining

the presence of a quorum at the Eclipsys special meeting. If a quorum is not present or if there are not sufficient votes in favor of the proposal to adopt the Merger Agreement, Eclipsys expects that the special meeting will be adjourned to solicit additional proxies, subject to approval of the proposal to adjourn the Eclipsys special meeting, if necessary, to solicit additional proxies by the affirmative vote of Eclipsys stockholders representing a majority of the outstanding shares of Eclipsys common stock present and entitled to vote at the Eclipsys special meeting, represented in person or by proxy. At any subsequent reconvening of the Eclipsys special meeting, all proxies will be voted in the same manner as the proxies would have been voted at the original convening of the Eclipsys special meeting, except for any proxies that have been effectively revoked or withdrawn prior to the subsequent meeting.

In accordance with the DGCL, approval of the proposal to adopt the Merger Agreement requires the affirmative vote of the holders of a majority of the outstanding shares of Eclipsys common stock entitled to vote on this proposal at the Eclipsys special meeting, present in person or by proxy.

In accordance with the DGCL and Eclipsys by-laws, approval of the proposal to adjourn the Eclipsys special meeting, if necessary, to solicit additional proxies requires the affirmative vote of Eclipsys stockholders representing a majority of the outstanding shares of Eclipsys common stock present and entitled to vote at the Eclipsys special meeting, represented in person or by proxy.

Voting by Eclipsys Directors and Executive Officers

As of the Eclipsys record date for the special meeting, the directors and executive officers of Eclipsys as a group owned and were entitled to vote 581,393 shares of Eclipsys common stock, or approximately 1.01% of the outstanding shares of Eclipsys common stock on that date. In connection with the execution of the Merger Agreement, certain directors of Eclipsys entered into voting agreements with Allscripts, pursuant to which such directors agreed to vote their shares of Eclipsys common stock (approximately 0.45% of the outstanding Eclipsys common stock as of July 13, 2010) in favor of the adoption of the Merger Agreement and the proposal to adjourn the Eclipsys special meeting, if necessary. Based solely on its discussions with its board of directors and executive officers, Eclipsys expects that all of Eclipsys directors that have not entered into voting agreements with Allscripts and all of Eclipsys executive officers entitled to vote at the Eclipsys special meeting will vote their shares of Eclipsys common stock in favor of these proposals.

How to Vote

Eclipsys stockholders can vote in person by completing a ballot at the Eclipsys special meeting, or Eclipsys stockholders can transmit their voting instructions before the Eclipsys special meeting by proxy. Even if Eclipsys stockholders plan to attend the special meeting, Eclipsys encourages its stockholders to transmit their voting instructions as soon as possible by proxy. Eclipsys stockholders can transmit their voting instructions by proxy using the Internet, by telephone, or by mail, as discussed below.

Submit a Proxy by Internet: Eclipsys stockholders can submit their proxy using the Internet. With the enclosed proxy card in hand, go to the web site indicated on the proxy card and follow the instructions. Internet voting is available twenty-four hours a day, seven days a week until 11:59 p.m. Eastern time on August 12, 2010. Eclipsys stockholders will be given the opportunity to confirm that their instructions have been properly recorded. If Eclipsys stockholders transmit their voting instructions on the Internet, they do NOT need to return the proxy card.

Submit a Proxy by Telephone: Eclipsys stockholders can submit their proxy by telephone if they have a touch-tone telephone. With the enclosed proxy card in hand, call the toll-free number shown on the proxy card and follow the instructions. Telephone voting is available twenty-four hours a day, seven days a week until 11:59 p.m. Eastern time on August 12, 2010. Easy-to-follow voice prompts allow Eclipsys stockholders to have their shares voted and confirm that their instructions have been properly recorded. If Eclipsys stockholders transmit their voting instructions by telephone, they do NOT need to return their proxy card.

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Submit a Proxy by Mail: If Eclipsys stockholders prefer to submit their proxy by mail, mark the proxy card, date and sign it, and return it in the postage-paid envelope provided. If Eclipsys stockholders sign the proxy card but do not specify how they want their shares to be voted, their shares will be voted in accordance with the directors recommendation on the proposals. All properly executed proxy cards received before the polls are closed at the Eclipsys annual meeting, and not revoked or superseded, will be voted at the Eclipsys annual meeting in accordance with the instructions indicated by those proxy cards.

Registered Owners: If an Eclipsys stockholder s shares of common stock are registered directly in his or her name with Eclipsys transfer agent, Computershare Trust Company, N.A., the Eclipsys stockholder is considered a registered stockholder with respect to those shares. If this is the case, the proxy materials have been sent or provided directly to the Eclipsys stockholder by Eclipsys.

Beneficial Owners: If Eclipsys stockholders hold shares of Eclipsys common stock in street name through a broker, bank or other nominee, the proxy materials have been forwarded to the Eclipsys stockholders by their brokerage firm, bank or other nominee, or their agent which is considered the stockholder of record with respect to these shares. As the beneficial holder, Eclipsys stockholders have the right to direct their broker, bank or other nominee as to how to vote their shares by using the voting instruction form or proxy card included in the proxy materials, or by transmitting their voting instructions via the Internet or by telephone, but the scope of their rights depends upon the voting processes of the broker, bank or other nominee. Please follow the voting instructions provided by the brokerage firm, bank, or other nominee, or their agent carefully.

If Eclipsys stockholders sign their proxy card without indicating their vote, their shares will be voted **FOR** the approval of the merger and **FOR** the proposal to approve the adjournment of the annual meeting, if necessary, to solicit additional proxies, and in accordance with the recommendations of the Eclipsys board of directors on any other matters properly brought before the special meeting for a vote or any adjourned or postponed session of the special meeting.

Revocation of Proxies

An Eclipsys stockholder may revoke his or her proxy at any time before it is voted at the Eclipsys special meeting by taking any of the following actions:

- delivering to the corporate secretary of Eclipsys a signed written notice of revocation, bearing a date later than the date of the proxy, stating that the proxy is revoked;

- signing and delivering a new proxy, relating to the same shares and bearing a later date;

- submitting another proxy by telephone or on the Internet (the latest telephone or Internet voting instructions are followed); or

- attending the Eclipsys special meeting and voting in person, although attendance at the special meeting will not, by itself, revoke a proxy.

If an Eclipsys stockholder s shares are held in street name, he or she may change his or her vote by submitting new voting instructions to his or her broker, bank or other nominee. Eclipsys stockholders must contact their broker, bank or other nominee to find out how to do so.

Written notices of revocation and other communications with respect to the revocation of Eclipsys proxies should be addressed to:

Eclipsys Corporation

Three Ravinia Drive

Atlanta, GA 30346

Attn.: Corporate Secretary

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Abstentions and Broker Non-Votes

For purposes of the proposal to adopt the Merger Agreement and the proposal to adjourn the Eclipsys special meeting, if necessary, to solicit additional proxies, an abstention will have the same effect as voting against these proposals. Broker non-votes will have the same effect as voting against the proposal to adopt the Merger Agreement but will have no effect on the proposal to adjourn the Eclipsys special meeting, if necessary, to solicit additional proxies. Brokers, banks and other nominees will not have discretionary authority to vote shares in the absence of specific voting instructions from the beneficial owners of those shares.

Proxy Solicitation

Eclipsys is soliciting proxies for the Eclipsys special meeting from Eclipsys stockholders. Eclipsys will bear the entire cost of soliciting proxies from Eclipsys stockholders, except that Allscripts and Eclipsys have each agreed to share equally all expenses incurred in connection with the printing of this joint proxy statement/prospectus/information statement and related proxy materials. In addition to the solicitation of proxies by mail, Eclipsys will request that brokers, banks and other nominees send proxies and proxy materials to the beneficial owners of Eclipsys common stock held by them and secure their voting instructions, if necessary. Eclipsys will reimburse those record holders for their reasonable expenses. Eclipsys has also made arrangements with Innisfree M&A Incorporated to assist it in soliciting proxies, and has agreed to pay a fee not to exceed $50,000 plus expenses for those services. Eclipsys also may use several of its regular employees, who will not be specially compensated, to solicit proxies from Eclipsys stockholders, either personally or by telephone or electronic mail.

Other Matters

Eclipsys does not expect that any matter other than the proposals presented in this joint proxy statement/prospectus/information statement will be brought before the Eclipsys special meeting. However, if other matters incident to the conduct of the special meeting are properly presented at the special meeting, the persons named as proxies will vote in accordance with their best judgment with respect to those matters. An adjournment may be made from time to time by approval of the holders of shares representing a majority of the votes present in person or by proxy at the special meeting, whether or not a quorum exists, without further notice other than by an announcement made at the special meeting.

Stockholders Sharing an Address

Eclipsys stockholders sharing an address with another stockholder may receive only one set of proxy materials at that address unless they have provided contrary instructions. Any such stockholder who wishes to receive a separate set of proxy materials now or in the future may write or call Eclipsys to request a separate copy of these materials in writing or by telephone at the following address:

Eclipsys Corporation

Three Ravinia Drive

Atlanta, GA 30346

Attn.: Corporate Secretary

(404) 847-5000

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THE MERGER

Background of the Merger

Allscripts and Eclipsys and their respective boards of directors regularly consider strategic alternatives in order to enhance value for their respective stockholders. As part of these considerations, Allscripts and Eclipsys recognize the importance of innovation as a driver of competitive differentiation in the evolving health information technology industry and the ability to enhance innovative capabilities through increased scale and meaningful participation in additional health information technology market segments.

During 2008, Eclipsys began to focus more closely on its competitive position in the ambulatory segment of the health information technology industry market. At meetings of the Eclipsys board of directors on February 6 and March 5, 2008, the board discussed, among other things, that, although the acute and ambulatory segments had been largely distinct in the past, these segments were now quickly converging as a result of regulatory, market and technological changes. The board further noted that, as a result of this convergence, it believed that health care providers had begun to be increasingly focused on an integrated, single platform, health information technology offering that would cover both acute and ambulatory elements. The board also noted that it believed that this focus, as had been exhibited by demands of certain Eclipsys customers, could lead Eclipsys current and potential customers to perceive competitors acute and ambulatory solutions as being more functionally integrated and therefore more desirable. The board discussed Eclipsys project to develop an enhanced ambulatory solution for its customers and strategic alternatives that it believed could (i) increase the scale of Eclipsys so that it could compete more effectively on a global basis, (ii) position Eclipsys to benefit from the market trends toward a functionally integrated solution for acute and ambulatory electronic medical records segments, and (iii) better position Eclipsys to deliver longer-term sustainable value to its stockholders in a consolidating market. As part of exploring potential strategic alternatives to address these and other issues, the board authorized Eclipsys management to engage a financial advisor to advise Eclipsys and the board, and Eclipsys began working with Perella Weinberg on an informal basis.

In late February 2008, Eclipsys management decided to approach Allscripts regarding a possible business combination. At that time, Allscripts was in negotiations with Misys relating to Allscripts acquisition of Misys Healthcare Systems LLC, which we refer to as MHS. Eclipsys contacted Goldman, Sachs & Co., Allscripts financial advisor in connection with the Misys transaction, and expressed Eclipsys interest in exploring the possibility of a business combination transaction with Allscripts. Eclipsys entered into a confidentiality agreement with Allscripts on February 26, 2008, and formally engaged Perella Weinberg to assist Eclipsys in connection with a potential transaction with Allscripts.

On March 5, 2008, Eclipsys management, with the approval of the Eclipsys board of directors, sent to Allscripts a non-binding indication of interest expressing interest in acquiring Allscripts for an unspecified combination of cash and stock for an enterprise valuation of between $1.07 billion and $1.20 billion. From March 7 to March 13, 2008, the respective managements of Eclipsys and Allscripts discussed a possible business combination transaction, and Eclipsys conducted due diligence on Allscripts, including reviewing legal, financial and operational information made available by Allscripts and engaging in related discussions with Allscripts personnel. Based upon this review and these discussions, Eclipsys management, in consultation with the members of the Eclipsys board of directors, decided not to pursue a business combination transaction with Allscripts at that time, and to continue focusing on further development of Eclipsys own ambulatory solutions.

On March 17, 2008, Allscripts entered into a definitive agreement with Misys which provided for the acquisition by Allscripts of MHS for shares of Allscripts common stock and the concurrent sale of additional shares of Allscripts common stock to Misys. In approving the agreement with Misys, the Allscripts board of directors considered that the anticipated per share value of the Misys transaction to Allscripts stockholders represented a significant premium over the closing price of Allscripts common stock on the day prior to the announcement of the transaction and over Allscripts 30-day average share price prior to announcement.

In October 2008, Allscripts completed the transactions contemplated by its agreement with Misys, including the acquisition of MHS from Misys in exchange for shares of Allscripts common stock and the sale of additional shares of Allscripts common stock to Misys for $330 million in cash. This $330 million cash payment from Misys was distributed as a special dividend to Allscripts stockholders (other than Misys). As a result of the transactions, Misys became the owner of more than 55% of Allscripts outstanding common stock. Misys also acquired the right to nominate six of the ten directors on the Allscripts board of directors, including the chairman. The acquisition of MHS by Allscripts created an industry leader in both electronic health records and practice management systems categories for physician offices.

During 2008 and early 2009, the Eclipsys board of directors continued to discuss strategic matters, including the ambulatory market and Eclipsys competitive position in the ambulatory segment and the health information technology segment generally, and directed management to continue with development of enhancements to Eclipsys ambulatory solutions as part of Eclipsys software development program. On May 13, 2009, the Eclipsys board discussed Eclipsys strategic and operational plans and the current execution of those plans. On May 14, 2009, Philip M. Pead became the President and Chief Executive Officer of Eclipsys.

On May 22, 2009, Glen Tullman, Chief Executive Officer of Allscripts, Lee Shapiro, President of Allscripts, and Mr. Pead discussed the possibility of Allscripts and Eclipsys collaborating on joint bids to customers that would involve both Eclipsys solutions for hospital customers and Allscripts solutions for affiliated and non-affiliated physician offices.

On May 27, 2009, Mr. Pead had a discussion with Eugene Fife, chairman of the Eclipsys board of directors. Mr. Pead expressed the view that, based on Eclipsys internal and external view of the state of the health information technology market, the trend toward convergence of the inpatient and ambulatory segments and the growing interest of Eclipsys customers in a functionally integrated, single platform, health information technology offering that would cover both acute and ambulatory solutions, he believed that Eclipsys should have a discussion with Allscripts about the potential strategic benefits of combining the two companies. Mr. Fife agreed that Mr. Pead should engage in preliminary discussions with Mr. Tullman regarding a possible business combination transaction and then report to the Eclipsys board of directors on the discussions.

On June 10, 2009, Messrs. Tullman, Shapiro and Pead met in Chicago and discussed the potential strategic benefits of a proposed business combination of Allscripts and Eclipsys. Following this discussion, Mr. Tullman briefed Mike Lawrie, Executive Chairman of Allscripts, on this discussion and Mr. Pead briefed Mr. Fife. Messrs. Tullman and Lawrie engaged in additional discussions about the potential strategic benefits of a business combination transaction between Allscripts and Eclipsys. Following these conversations, Messrs. Lawrie and Tullman agreed that Allscripts should continue to discuss the possibility of a business combination between Allscripts and Eclipsys.

On June 17, 2009 Messrs. Pead and Fife had a teleconference with representatives of Perella Weinberg during which they discussed the potential strategic and financial benefits of a combination transaction between Allscripts and Eclipsys. At the end of this conversation, Messrs. Fife and Pead agreed that Eclipsys should continue to talk to Allscripts about a possible business combination transaction.

On June 24, 2009, Messrs. Pead and Lawrie had a telephone conference during which they discussed the potential strategic benefits of a business combination transaction between Allscripts and Eclipsys. In this conversation, Mr. Lawrie indicated that he doubted that, at that time, Misys would have any interest in a business combination transaction between Allscripts and Eclipsys, but that he was open to discuss the issue further.

On June 25, 2009, the Eclipsys board of directors held a telephonic meeting during which the board discussed the potential strategic benefits of a business combination transaction with Allscripts. Mr. Pead reviewed his conversations with Messrs. Tullman and Lawrie regarding the strategic benefits of combining the

Allscripts and Eclipsys businesses. Representatives of Perella Weinberg discussed the potential strategic and financial value of combining Eclipsys customer base and product suite focused primarily on hospitals with Allscripts customer base and product suite focused primarily on physician practices, and also discussed Perella Weinberg s preliminary perspectives of pricing and premium with regard to a business combination with Allscripts based on various precedent transactions. Following discussion of Mr. Pead s conversations with Messrs. Tullman and Lawrie, the board determined that Eclipsys should continue to develop its own enhanced ambulatory solution but also authorized Mr. Pead to continue to engage in preliminary discussions with Allscripts and Misys regarding a possible business combination transaction between Allscripts and Eclipsys.

On July 8, 2009, Messrs. Pead and Lawrie again discussed the potential strategic benefits of a business combination transaction between Allscripts and Eclipsys, including the potential complications for a combination transaction created by the size of Misys ownership interest in Allscripts. During the remainder of July 2009, Messrs. Tullman and Lawrie further discussed the potential strategic benefits of a business combination transaction between Allscripts and Eclipsys.

On July 17, 2009, the Allscripts board of directors held a regularly scheduled meeting at which the board discussed strategic alternatives to enhance stockholder value, including a high-level review of the potential strategic benefits from a business combination transaction with Eclipsys. Following this meeting, Messrs. Tullman and Lawrie continued to discuss the strategic rationale for a business combination transaction between Allscripts and Eclipsys and agreed that it would be beneficial to receive third-party advice regarding the strategic merits of such a business combination. In August 2009, Misys engaged McKinsey & Company to assess the strategic benefits, opportunities and risks of Allscripts operating in the acute care segment, including through a possible transaction with Eclipsys. Allscripts engaged the consulting firm of Oliver Wyman to perform a similar assessment.

On August 3 and August 4, 2009, the Eclipsys board of directors held a regularly scheduled meeting at Eclipsys corporate office in Atlanta. Mr. Pead reported that conversations with Allscripts and Misys regarding a possible business combination transaction between Allscripts and Eclipsys were continuing. The board discussed strategic matters, including the ambulatory segment and Eclipsys competitive position in the ambulatory market and the health information technology segment generally.

Following the August 4, 2009 Eclipsys board meeting, Mr. Pead had a conversation with Mr. Lawrie in which they continued to discuss the strategic benefits of a business combination between Eclipsys and Allscripts. Following this conversation, Mr. Lawrie requested that Mr. Pead meet with the Misys board of directors and make a presentation on the business of Eclipsys and the potential strategic benefits of a business combination transaction between Allscripts and Eclipsys.

On September 21, 2009, the Misys board of directors held a regularly scheduled meeting in London at which Mr. Pead discussed with the board the business of Eclipsys and the potential strategic benefits of a business combination transaction between Eclipsys and Allscripts.

On September 25, 2009, the Allscripts board of directors held a regularly scheduled meeting at which the Allscripts board, among other things, discussed the potential strategic benefits of a business combination with Eclipsys. At the meeting, each of Oliver Wyman and McKinsey & Company made presentations demonstrating the potential strategic value in combining Eclipsys customer base and product suite focused primarily on hospitals with Allscripts customer base and product suite focused primarily on physician offices. At the request of Mr. Lawrie, as the Executive Chairman of Allscripts, Mr. Pead attended the meeting and made a presentation to the Allscripts board of directors on the business of Eclipsys and the potential strategic benefits of a business combination between Allscripts and Eclipsys. Following this presentation, the Allscripts board of directors authorized Allscripts management to develop a process for Allscripts to begin due diligence discussions with Eclipsys.

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Shortly after the September 25, 2009 meeting of the Allscripts board of directors, representatives of Allscripts and representatives of Misys discussed the process for beginning a due diligence investigation of Eclipsys in a manner that satisfied regulatory requirements applicable to Misys and that adequately protected against the possibility that a transaction might be structured that could result in a conflict between Allscripts and Misys. The Allscripts audit committee was aware that relevant UK listing regulations required Misys to hold at least a majority of the outstanding shares of Allscripts common stock for as long as its stake in Allscripts represented the majority by value of Misys assets. The Allscripts audit committee expressed concern about Misys willingness to exercise its preemptive rights in connection with a large stock-for-stock acquisition by Allscripts in order to maintain Misys majority stake and whether as a result Misys might vote its shares of Allscripts common stock against a large stock-for-stock acquisition.

On September 30, 2009, the Eclipsys board of directors held a telephonic meeting. Mr. Pead briefed the board on his discussions with Messrs. Tullman and Lawrie and his presentations to the respective boards of Allscripts and Misys regarding the business of Eclipsys and the potential strategic benefits of a business combination transaction between Eclipsys and Allscripts. Mr. Pead also discussed with the board strategic matters, including Eclipsys competitive position in the ambulatory segment and the health information technology market generally. Perella Weinberg reviewed with the board again the potential strategic value in combining Eclipsys customer base and product suite focused primarily on hospitals with Allscripts customer base and product suite focused primarily on physician offices. After discussion, the board authorized management to initiate high-level financial due diligence discussions with Allscripts and to permit Allscripts to begin preliminary due diligence of Eclipsys. The board authorized management to continue to discuss a possible business combination between Allscripts and Eclipsys. Following this meeting, Mr. Pead advised Messrs. Tullman and Lawrie that Eclipsys was prepared to begin mutual preliminary financial due diligence with Allscripts.

On October 8, 2009, Mr. Tullman and Mr. Lawrie, who is also the Chief Executive Officer of Misys, met in Chicago with Mr. Lawrie acting on behalf of Misys at that meeting. During their discussions, Mr. Lawrie indicated that he found a transaction with Eclipsys strategically compelling. Mr. Lawrie stated that he was prepared to discuss with and recommend to the Misys board of directors a transaction with Eclipsys and would be interested in pursuing a structure for the potential transaction that would enable Misys to retain its ownership of a majority stake in Allscripts and which would avoid a conflict between Allscripts and Misys.

In October 2009, the Allscripts audit committee, which under the Allscripts certificate of incorporation is the body responsible for negotiating the terms of any agreements between Misys and Allscripts, retained Winston & Strawn LLP to serve as special counsel to the Allscripts audit committee in connection with its consideration of a possible transaction with Eclipsys in light of the possible divergence of interests between Misys and the minority stockholders of Allscripts.

On October 19, 2009, members of the Allscripts audit committee, Phil Green, Michael Kluger and Gus Gamache, all of whom are independent directors and are unaffiliated with Misys, and Mr. Shapiro participated in a conference call with Winston & Strawn to discuss whether to request that the Allscripts audit committee or a special committee of the Allscripts board of directors negotiate the terms of any transaction between Allscripts and Eclipsys. They also discussed whether to request that any such committee engage its own financial advisor to determine, among other things, an appropriate structure that would be in the best interests of Allscripts stockholders and would take into account Misys regulatory requirements.

On October 21, 2009, the members of the Allscripts audit committee participated in a conference call with Winston & Strawn and discussed again whether to request that the audit committee or a special committee of the Allscripts board of directors negotiate a possible transaction with Eclipsys. The members of the Allscripts audit committee determined that, given the potential for divergence in interests between Misys and the other Allscripts stockholders in connection with a possible transaction with Eclipsys, it was appropriate at this time to request that the Allscripts board of directors delegate responsibility for such negotiations to such a committee and that such committee should have the ability to engage its own financial advisor.

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On October 22, 25 and 27, 2009, the members of the Allscripts audit committee participated in conference calls with Mr. Tullman, Mr. Shapiro and representatives of Sidley Austin LLP, counsel to Allscripts, and Winston & Strawn to discuss the Allscripts audit committee s request that the Allscripts board of directors delegate to the audit committee or a special committee of the Allscripts board of directors authority to negotiate the terms of any transaction between Allscripts and Eclipsys. The parties also discussed Misys view that it was not necessary to empower such a committee at that time as the terms of Allscripts existing constituent documents already provided that the Allscripts audit committee needed to approve any transaction involving Misys. Following the parties discussion, the Allscripts audit committee confirmed its determination to request that the Allscripts board of directors delegate to a committee authority to negotiate the terms of any transaction between Eclipsys and Allscripts. The Allscripts audit committee determined to raise this issue at the regularly scheduled meeting of the Allscripts board of directors on November 3, 2009.

On October 24, 2009, Mr. Pead, Chris Perkins, Chief Financial Officer of Eclipsys, and Messrs. Tullman and Lawrie discussed the process by which Allscripts and Eclipsys would engage in high-level financial due diligence of one another. Messrs. Tullman and Lawrie informed Messrs. Pead and Perkins that the due diligence process would not begin until Allscripts and Misys resolved governance issues that existed between the two companies.

At the meeting of the Allscripts board of directors on November 3, 2009, the Allscripts audit committee recommended that the Allscripts board of directors form a special committee to review, evaluate and negotiate the proposed Eclipsys transaction. The Allscripts board of directors declined to form a special committee because no conflict of interest necessarily would exist relating to a possible transaction with Eclipsys and because the provisions of the Allscripts certificate of incorporation and bylaws already required audit committee approval of any transaction involving Misys. Instead the board implemented a process for structuring, reviewing and evaluating the proposed business combination transaction between Allscripts and Eclipsys that would be jointly managed by Mr. Lawrie and Mr. Tullman. Following this meeting, Mr. Kluger telephoned Mr. Lawrie and informed him that, in light of the potential divergence in interests between Misys and the Allscripts minority stockholders with respect to the Eclipsys transaction or other strategic alternatives that could be in the best interests of Allscripts stockholders, the Allscripts audit committee had formed the preliminary view that a strategic separation of Allscripts and Misys might be beneficial and would, accordingly, be exercising its authority under the audit committee charter to retain its own financial advisor to provide advice regarding these strategic alternatives. Mr. Kluger contacted Blackstone to provide financial advice to the Allscripts audit committee in connection with its consideration of a possible strategic separation with Misys.

On November 7, 2009, Messrs. Lawrie and Tullman had a teleconference with Mr. Pead during which the parties continued their discussions regarding the strategic benefits of a business combination transaction between Allscripts and Eclipsys and discussed the process by which Allscripts and Eclipsys would initiate preliminary financial due diligence.

On November 11, 2009, the Eclipsys board of directors held a regularly scheduled meeting at Eclipsys corporate office in Atlanta. Members of Eclipsys management presented Eclipsys strategic plan with respect to increasing its competitive position in the ambulatory segment and the health information technology market generally. Mr. Pead briefed the board on his most recent discussions with Messrs. Tullman and Lawrie regarding a potential business combination transaction between Eclipsys and Allscripts and the plan for the parties to engage in preliminary financial due diligence. At the end of the meeting, the Eclipsys board authorized management to continue its discussions with Allscripts and Misys while continuing Eclipsys own ambulatory development activities.

On November 12, 2009, Allscripts, Misys and Eclipsys entered into a confidentiality agreement with respect to a possible business combination between Allscripts and Eclipsys. At this time, Allscripts engaged the Chicago office of PricewaterhouseCoopers LLP to assist in performing financial due diligence with respect to Eclipsys.

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On November 12, 2009, the Allscripts audit committee participated in a conference call with representatives of Blackstone and Winston & Strawn to discuss potential issues that the Allscripts audit committee would have to consider in connection with a review of strategic alternatives that would be in the best interests of Allscripts stockholders. After considering the advice of its advisors, the Allscripts audit committee recognized that strategic opportunities for Allscripts could be constrained by the existence of Misys as majority stockholder and that a potential separation transaction between Allscripts and Misys could be in the best interests of Allscripts stockholders. Among other things, the parties discussed the existing governance arrangements between Allscripts and Misys, the potential tax and approval issues associated with a strategic separation of Allscripts and Misys and the possibility that Allscripts would have to incur additional debt in order to effect a strategic separation.

On November 13, 2009, Eclipsys retained King & Spalding LLP to represent Eclipsys in connection with its consideration of a possible business combination transaction with Allscripts.

On November 15, 2009, the Allscripts audit committee entered into an engagement letter with Blackstone providing for Blackstone to act as a financial advisor to the Allscripts audit committee in connection with its consideration of a separation transaction with Misys.

On November 17, 2009, the Allscripts audit committee held a telephonic meeting to consider the issues associated with a potential separation transaction between Allscripts and Misys. Representatives of Blackstone and Winston & Strawn also participated in the meeting. At the meeting, the parties discussed various alternatives available to Allscripts, including a potential strategic separation of Allscripts and Misys.

On November 20, 2009, the Allscripts audit committee held a meeting at Blackstone s offices in New York City with representatives of Blackstone and Winston & Strawn participating. At the meeting, the parties discussed the possibility that Allscripts current ownership and governance structure, with Misys maintaining a majority interest in Allscripts, was potentially restricting Allscripts ability to maximize value for all of its stockholders. In particular, the parties discussed that because the value of Allscripts business had increased so significantly since the time of the initial investment by Misys, the Misys majority equity ownership in Allscripts created structural issues that might limit Allscripts ability to take advantage of strategic opportunities. In that regard, the Allscripts audit committee understood that UK regulations applicable to Misys required that Misys control a majority by value of its assets. In addition, it was recognized that Misys might be unable or unwilling to exercise its preemptive rights in connection with a large stock-for-stock acquisition by Allscripts in order to maintain Misys majority equity ownership in Allscripts. As a result, Misys might decide to vote its shares of Allscripts common stock against certain strategic opportunities (including acquisitions) that were in the long-term interests of Allscripts, including the possible business combination transaction between Allscripts and Eclipsys.

At the meeting of the Allscripts audit committee on November 20, 2009, the parties discussed potential alternatives available to Allscripts, including:

- maintaining the status quo;
- seeking an offer from Misys to purchase the remaining outstanding shares of Allscripts common stock;
- a sale of Allscripts;
- an acquisition of Misys by Allscripts;
- a sale by Misys of its equity interest in Allscripts;
- a strategic separation of Misys from Allscripts either by means of a distribution by Misys to its shareholders of Misys equity ownership in Allscripts or a spin-off by Misys to its shareholders of Misys other businesses, excluding the Allscripts shares; or

a renegotiation of Allscripts governance agreements with Misys.

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On November 23, 2009, the Allscripts audit committee held a telephonic meeting with representatives of Winston & Strawn participating. The Allscripts audit committee reviewed the alternative transaction structures discussed at the Allscripts audit committee meeting on November 20, 2009. The Allscripts audit committee concluded that a strategic separation of Allscripts from Misys was the transaction alternative that was most likely to maximize the value of Allscripts for all of its stockholders. The Allscripts audit committee further concluded that the other alternatives available to Allscripts and Misys did not appear to be advisable due to execution risks, the risk of negative impact on Allscripts business or tax and regulatory considerations. The Allscripts audit committee determined to recommend to the Allscripts board of directors that Allscripts pursue a strategic separation with Misys in order to maximize value for all of Allscripts stockholders. Given the approximately $30 billion in federal funding for hospital and physician adoption of electronic health records provided by the American Recovery and Reinvestment Act, the Allscripts audit committee determined that the separation transaction with Misys was necessary, among other reasons, to allow Allscripts to take advantage of current strategic opportunities in the health information technology sector, including the possible business combination transaction with Eclipsys. These opportunities were constrained by Misys need to maintain its London Stock Exchange (LSE) listing and, as a result, control the majority of its assets and accordingly hold either an ownership interest of 50% or more of the outstanding shares of Allscripts common stock or else a much lower amount, below 15% based on the then current value of the Allscripts common stock.

On November 24 and 25, 2009, members of the Allscripts management team interviewed prospective investment banks to represent Allscripts in the possible business combination transaction with Eclipsys.

On November 30, 2009, the Allscripts Nominating and Governance Committee appointed Stephen Wilson, an officer of Misys, to serve as an Allscripts director, filling a vacancy that had existed since January 2009.

At a meeting of the Allscripts board of directors on December 4, 2009 in Chicago, representatives of Blackstone presented their assessment and recommendation regarding a possible separation transaction between Allscripts and Misys, which would be designed to result in the Misys shareholders (rather than Misys) directly owning the shares of Allscripts common stock then held by Misys. At this meeting, Allscripts management also presented preliminary due diligence findings regarding Eclipsys, which focused primarily on financial matters.

On December 8, 2009, Messrs. Lawrie and Kluger had a telephonic conversation during which Mr. Lawrie indicated that the Misys board of directors, at its meeting on December 5, 2009, had determined that a distribution of Misys shares of Allscripts common stock to the shareholders of Misys would not be in the best interests of Misys or its shareholders and that Misys would not support the proposed Eclipsys transaction while discussions continued between Allscripts and Misys.

Later in the day on December 8, 2009, the Allscripts audit committee held a telephonic meeting with representatives of Blackstone and Winston & Strawn participating to discuss the determination by the Misys board of directors and potential alternatives to the recommendation of the Allscripts audit committee regarding a distribution of Misys shares of Allscripts common stock to the shareholders of Misys.

On December 9, 2009, Messrs. Pead, Tullman and Lawrie held a telephonic meeting during which Mr. Lawrie stated that, in order to give effect to the resolutions of the Misys board of directors, all further due diligence between Allscripts and Eclipsys would have to cease until the respective boards of directors of Misys and Allscripts resolved governance issues that existed between the two companies.

On December 10, 2009, the Eclipsys board of directors held a regularly scheduled meeting at Eclipsys corporate office in Atlanta. At the meeting, Mr. Pead briefed the board on his recent discussions with Messrs. Tullman and Lawrie regarding a potential business combination transaction between Eclipsys and Allscripts and advised the board that the due diligence process had been suspended until the respective boards of directors of Misys and Allscripts resolved key issues related to the proposed separation transaction. Mr. Pead also briefed the board on his understanding of the status of the discussions between Allscripts and Misys with respect to the proposed separation transaction. Finally, Mr. Pead discussed with the board strategic matters, including Eclipsys competitive position in the ambulatory segment and the health information technology market generally.

On December 14, 2009, the members of the Allscripts audit committee, representatives of Misys, and representatives of Blackstone and Credit Suisse, financial advisor to Misys, met in New York City to further discuss a potential strategic separation of Allscripts and Misys. In the meeting, representatives of Misys confirmed that a strategic separation of Allscripts and Misys, as outlined in the November 23, 2009 recommendation of the Allscripts audit committee, was unacceptable to the Misys board of directors, but indicated that the Misys board of directors might consider a transaction in which: (1) Allscripts would borrow funds in order to repurchase some of the shares of Allscripts common stock that Misys held; (2) Misys would sell additional shares of Allscripts common stock that Misys held through block sales to third-parties and/or a marketed offering; and (3) Misys would retain a certain number of shares of Allscripts common stock and certain governance rights. Misys provided a summary example indicating a transaction that Misys might consider acceptable, which consisted of:

- Allscripts incurring $672 million of debt;
- Allscripts repurchasing from Misys 24.9 million shares of its Allscripts common stock at a price of $27.00 per share, for a 32% premium to Allscripts one-month volume weighted average price per share;
- Misys selling an additional 40.4 million shares of its Allscripts common stock in the market at an assumed price of $18.46 per share, for total proceeds of $716 million; and
- Misys retaining 14.5 million shares of Allscripts common stock.

At the meeting, Misys indicated that it would not consider any proposal that did not require Allscripts to pay Misys a control premium in connection with any repurchase of its shares of Allscripts common stock. Misys also stated it would not be willing to consider a transaction that would be conditioned on the approval of a majority of the minority stockholders of Allscripts due to the uncertainty resulting from such a condition. Misys also indicated that Misys intended to continue to exercise its governance rights over Allscripts, including over future managerial decisions, in the absence of a separation transaction proposed by the Allscripts audit committee that the Misys board of directors found acceptable.

Later in the day on December 14, 2009, the Allscripts audit committee held a telephonic meeting at which representatives of Blackstone and Winston & Strawn participated to discuss the meeting that had occurred earlier in the day between the Allscripts audit committee and representatives of Misys. Among other things, the Allscripts audit committee discussed the price per share and the amount of control premium that Misys might expect to receive in connection with the repurchase from Misys of a portion of its shares of Allscripts common stock and the resulting amount of debt that Allscripts would have to incur to effect such a transaction.

On December 15, 2009, representatives of Winston & Strawn and Sidley Austin had a telephonic conversation with representatives of Allen & Overy LLP, counsel to Misys, and Tom Kilroy, General Counsel of Misys, to discuss various legal issues arising in connection with the parties consideration of a potential separation transaction between Allscripts and Misys.

On December 16, 2009, Messrs. Tullman, Shapiro and Bill Davis, Chief Financial Officer of Allscripts, had a telephonic conversation with representatives of Blackstone, Winston & Strawn and Sidley Austin to discuss the feasibility of Allscripts undertaking a separation transaction of the type discussed at the meeting on December 14, 2009 between Allscripts and Misys. The parties discussed, among other things, the process and timing for effecting a separation transaction, structure and valuation issues, the amount of any premium, the financing of the transaction and appropriate debt levels for Allscripts, the secondary offering of shares of Allscripts common stock by Misys and the impact of the potential Eclipsys business combination transaction on a separation transaction with Misys.

On December 21, 2009, the Allscripts audit committee held a telephonic meeting at which representatives of Blackstone and Winston & Strawn participated to discuss the details of a potential separation transaction that the

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Allscripts audit committee would be willing to recommend in the context of the parameters Misys had indicated it might be willing to consider. In the context of that discussion, the Allscripts audit committee discussed the number of shares of Allscripts common stock that Allscripts might repurchase from Misys, as well as the price per share of any repurchased shares. The parties discussed:

- the impact of various transaction scenarios, adjusted to reflect differing levels of debt incurred and shares repurchased by Allscripts;
- potential investor and customer reaction to the incurrence of debt;
- the timing and mechanics for effecting a transaction with Misys;
- the impact of simultaneously completing the potential Eclipsys business combination transaction and a transaction with Misys; and
- the amount of premiums paid in precedent transactions.

On December 22, 2009, representatives of Blackstone, Credit Suisse, Winston & Strawn and Sidley Austin, among others, had a telephonic conversation with PricewaterhouseCoopers LLP, tax advisor to Misys, to discuss initial potential tax issues related to the structuring of a strategic separation of Allscripts and Misys.

On December 23, 2009, the Allscripts audit committee held a telephonic meeting at which representatives of Blackstone, Winston & Strawn and Messrs. Tullman, Shapiro and Davis participated to discuss the terms of a potential revised proposal to Misys regarding a strategic separation of Allscripts and Misys. In connection with the discussions, the parties discussed the importance of pursuing the Eclipsys transaction as a part of an overall transaction with Misys. The parties believed that the potential Eclipsys transaction was the type of strategic transaction that required the separation from Misys and that, in light of the rapidly changing health information technology sector, it was critical to pursue this strategic business combination as soon as possible. In order to create the flexibility for Allscripts to pursue this type of strategic transaction, the parties also agreed that it was necessary to proceed with the separation transaction with Misys. Following the discussion, the Allscripts audit committee agreed upon the terms of a revised proposal for delivery to Misys and authorized Blackstone to deliver to Misys the revised proposal.

On December 24, 2009, Blackstone delivered to Misys a revised proposal of the Allscripts audit committee. The revised proposal included the following:

- subject to due diligence and negotiation of acceptable terms by Allscripts and Eclipsys, Allscripts would enter into a definitive merger agreement with Eclipsys and publicly announce the transaction simultaneously with the announcement of the Misys strategic separation;
- the strategic separation of Allscripts and Misys and the proposed merger with Eclipsys would be cross-conditional and subject to the approval of the Misys and Eclipsys stockholders, as well as a majority of the minority vote of Allscripts stockholders;
- Allscripts would repurchase from Misys 17.65 million shares of its Allscripts common stock at the ten-day volume weighted average price prior to signing of the definitive separation agreement, which we refer to as the VWAP, subject to the VWAP being between \$19.50 and \$21.50 at the time of signing;
- in connection with the share repurchase, Allscripts would pay Misys additional cash consideration of \$50 million as a control premium;

Allscripts would work with Misys to effect a secondary share offering by Misys of 40.4 million of its shares of Allscripts common stock, with ValueAct Capital, a significant shareholder of Misys, agreeing to purchase $150 million of the shares in that secondary offering; and

Misys would retain 21.77 million shares of Allscripts common stock following the transaction and have the right to designate two members of the Allscripts board of directors.

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Following receipt of the revised proposal and prior to December 28, 2009, representatives of Credit Suisse communicated to representatives of Blackstone that the Misys board of directors held an unfavorable view as to the revised proposal of the Allscripts audit committee. From the perspective of the Misys board of directors, the proposed economic terms of the transaction were not acceptable. Credit Suisse indicated that the Misys board of directors was of the view that Misys had to receive a control premium of at least $162 million in order to consider proceeding with a transaction. The Misys board of directors also was not receptive to Allscripts pursuing a business combination transaction with Eclipsys in connection with the proposed strategic separation of Allscripts and Misys. The Misys board of directors viewed the Eclipsys transaction as introducing too much risk and uncertainty into the process, and delaying the ability of the parties to complete the strategic separation.

On December 28, 2009, the Allscripts audit committee held a telephonic meeting at which representatives of Blackstone, Winston & Strawn and Abrams & Bayliss LLP, Delaware counsel to the Allscripts audit committee, also participated. The Allscripts audit committee discussed with its advisors the response of Misys to the revised proposal of the Allscripts audit committee.

On December 30, 2009, the Allscripts audit committee held a telephonic meeting at which representatives of Blackstone, Winston & Strawn and Messrs. Tullman and Shapiro also participated. The parties discussed potential responses to Misys following Misys rejection of the revised proposal of the Allscripts audit committee.

On January 3, 2010, the Allscripts audit committee held a telephonic meeting at which representatives of Blackstone, Winston & Strawn and Abrams & Bayliss LLP also participated. The parties discussed the status of the discussions with Misys, including the proposed meeting the following day between Messrs. Tullman and Lawrie.

On January 4, 2010, Messrs. Tullman and Lawrie met in New York City. During the meeting, Mr. Lawrie indicated that Misys might be willing to consider a strategic separation of Allscripts and Misys, but that the terms the Allscripts audit committee had proposed were not acceptable to Misys. In particular, Mr. Lawrie focused on the unwillingness of the Misys board of directors to consider a separation transaction, unless the Allscripts audit committee proposed terms that met certain key parameters, including the need to increase the amount of the control premium that Misys would receive in a separation transaction. Mr. Lawrie further indicated that Misys might be agreeable to Allscripts pursuing a business combination transaction with Eclipsys, provided that the closing of the strategic separation of Allscripts and Misys was a pre-condition to the closing of the Eclipsys transaction.

On January 4, 2010, the Allscripts audit committee held a telephonic meeting at which representatives of Blackstone, Winston & Strawn, Abrams & Bayliss LLP, Sidley Austin and Messrs. Tullman, Shapiro and Davis also participated. The Allscripts audit committee discussed with the parties the terms of a further revised proposal to Misys.

On January 5, 2010, representatives of Blackstone sent to Misys a further revised proposal of the Allscripts audit committee. The revised proposal included the following:

- subject to due diligence and negotiation of acceptable terms by Allscripts and Eclipsys, Allscripts would enter into a definitive merger agreement with Eclipsys and publicly announce the proposed merger transaction simultaneously with the announcement of the Misys strategic separation;

- the closing of the Eclipsys merger would not be a condition to the closing of the strategic separation;

- Allscripts would purchase from Misys 20 million shares of its Allscripts common stock at the VWAP and pay Misys a control premium of $100 million at the closing of the strategic separation;

- Misys would continue to hold 19.5 million shares of Allscripts after the closing of the strategic separation; and

- Misys would have the right to designate two members of the Allscripts board of directors.

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On January 7, 2010, Misys sent a letter to the Allscripts audit committee rejecting the revised proposal of the Allscripts audit committee.

On January 8, 2010, the Allscripts audit committee held a telephonic meeting at which representatives of Blackstone, Winston & Strawn, Sidley Austin and Messrs. Tullman, Shapiro and Davis also participated. The parties discussed Misys rejection of the revised proposal of the Allscripts audit committee and potential responses to the rejection.

On January 15 and 17, 2010, the Allscripts audit committee held telephonic meetings at which representatives of Blackstone, Winston & Strawn, Sidley Austin and Messrs. Tullman, Shapiro and Davis also participated. Among other things, the Allscripts audit committee considered the amount of debt it would be willing to recommend that Allscripts incur in a transaction with Misys, and the resulting amount of cash Allscripts would have available to fund the repurchase of shares of Allscripts common stock from Misys, as well as any related premium. The committee also considered the amount of the payment Allscripts could make to repurchase additional shares of its common stock from Misys following the closing of the Eclipsys merger. The parties discussed Misys unwillingness to consider a proposal in which it would receive gross proceeds of less than $590 million from Allscripts in any transaction and Misys view that the most recent proposal from the Allscripts audit committee provided only $510 million of value.

On January 18, 2010, representatives of Blackstone and Winston & Strawn as well as Mr. Kluger, on behalf of the audit committee, and representatives of Credit Suisse and Allen & Overy as well as Messrs. Kilroy, Lawrie and Wilson, on behalf of Misys, met in New York City to discuss the terms of a potential strategic separation of Allscripts and Misys that might be proposed by the Allscripts audit committee. Messrs. Tullman and Davis as well as representatives of Sidley Austin also attended the meeting on behalf of Allscripts.

On January 19, 2010, the Allscripts audit committee held two separate telephonic meetings at which representatives of Blackstone, Winston & Strawn and Messrs. Tullman, Shapiro and Davis also participated. The parties discussed the terms of a revised proposal to Misys in response to the discussions that had occurred in New York City the prior day.

On January 20, 2010, representatives of Blackstone sent Misys a revised proposal from the Allscripts audit committee. The revised proposal included the following:

- a $620 million payment to Misys to repurchase a certain number of shares of Allscripts common stock held by Misys, consisting of a $510 million payment at closing of the strategic separation, based on the VWAP, and a $110 million premium, with $50 million of the premium payable at the closing of the strategic separation and the remaining $60 million payable six months after the closing of the strategic separation;

- no additional payment to Misys upon the closing of the Eclipsys merger;

- the closing of the Eclipsys merger would not be a condition to closing the strategic separation, although Allscripts would concurrently announce both transactions;

- Misys would retain no less than 16.5 million shares of Allscripts common stock (unless the underwriters exercise their over-allotment option) and no more than 20 million shares of Allscripts common stock; and

- Misys would have the right to designate two members of the Allscripts board of directors.

During the course of the next few days, representatives of Allscripts and Misys and their respective advisors had numerous conversations regarding the terms of a proposed strategic separation of Allscripts and Misys.

On January 22, 2010, the Eclipsys board of directors held a telephonic meeting during which Mr. Pead reported that he understood that Allscripts and Misys were continuing their discussions regarding the potential separation transaction between Allscripts and Misys.

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On January 24, 2010, Misys asked Blackstone to confirm the terms of the Allscripts audit committee proposal and provided a draft deal structure term sheet that outlined the terms and conditions that Misys understood to have been proposed by the Allscripts audit committee. Later on January 24, 2010, representatives of Blackstone sent Misys a revised proposal from the Allscripts audit committee in response to discussions between the representatives of Allscripts and Misys. The revised proposal included the following:

- a $570 million payment to Misys to repurchase shares of Allscripts common stock held by Misys, consisting of a $460 million payment at closing of the strategic separation, based on the VWAP, and a $110 million control premium payable at closing of the strategic separation; and

- a payment of $100 million to repurchase from Misys additional shares of its Allscripts common stock, based on the VWAP prior to the signing of the definitive agreements, contingent upon the closing of the proposed Eclipsys merger.

On January 27, 2010, Misys sent the Allscripts audit committee a letter in which Misys indicated that the Misys board of directors had approved the underlying economics of the proposed separation transaction as reflected in the January 24th revised proposal of the Allscripts audit committee but had not otherwise approved the terms proposed by the Allscripts audit committee on January 24, 2010 because a number of remaining material issues required resolution.

Between January 27, 2010 and February 8, 2010, members of the Allscripts audit committee, representatives of Allscripts and Misys as well as their respective financial and legal advisors engaged in extensive discussions and negotiations in an effort to prepare a non-binding term sheet that would form the basis for the parties to commence negotiating definitive transaction documents for the strategic separation. The terms of the final non-binding term sheet included the following:

- Allscripts and Misys would announce the execution of a definitive agreement providing for the strategic separation simultaneously with Allscripts announcement of the execution of a definitive agreement providing for a merger with Eclipsys, subject to due diligence and negotiation of acceptable terms with Eclipsys;

- the closing of the Eclipsys merger would not be a condition to the closing of the strategic separation, but the closing of the strategic separation would be a condition to the closing of the Eclipsys merger;

- at the closing of the strategic separation, Allscripts would (a) purchase $460 million of Misys shares of Allscripts common stock and pay Misys approximately $110 million as a fixed control premium, with the share repurchase price equal to the VWAP of Allscripts common stock for the ten trading days immediately prior to the execution of the definitive agreement (subject to a signing condition that the 10-day VWAP be between $19.50 and $21.50), and (b) facilitate a secondary sale by Misys of a number of its shares of Allscripts common stock sufficient to result in Misys owning not less than 15.5 million shares of Allscripts common stock (subject to Misys achieving an offering price of $16.50 per share), with Allscripts having the right of first refusal on the over-allotment option if exercise of the option by Misys would result in Misys owning less than 15.5 million shares of Allscripts common stock;

- if the Eclipsys transaction closed, Misys would have the right to require Allscripts to purchase from Misys an additional $100 million of shares of its Allscripts common stock, at the same 10-day VWAP;

- Misys and Allscripts would enter into a voting agreement relating to the proposed transactions;

- Misys would enter into a five-year standstill agreement with Allscripts;

Misys would have the right to designate two members of the Allscripts board of directors, subject to reduction based on the level of Misys ownership interest in Allscripts; and

Misys and Allscripts would agree upon the person to serve as the non-executive chairman of Allscripts board of directors prior to the closing of the strategic separation.

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On January 29, 2010, the Eclipsys board of directors retained Debevoise & Plimpton LLP to serve as special counsel to the Eclipsys board of directors in connection with its consideration of a business combination transaction with Allscripts. This engagement was subsequently confirmed in writing.

In late January, 2010, Mr. Lawrie advised Mr. Pead that Allscripts and Misys had largely finalized a non-binding term sheet relating to a separation transaction and that Allscripts and Misys were ready to continue discussions with Eclipsys regarding a potential business combination transaction between Allscripts and Eclipsys.

On February 8, 2010, the Allscripts audit committee unanimously approved the commencement of negotiation of definitive agreements for the separation transaction on the basis of the non-binding term sheet and concluded that it would recommend to the Allscripts board of directors that Allscripts pursue and seek to negotiate a strategic separation from Misys on the terms and conditions reflected in the term sheet. On the same day, the Allscripts board of directors, after receiving the recommendation of the Allscripts audit committee, approved the commencement of negotiation of definitive agreements on the basis of the non-binding term sheet. The Allscripts audit committee and the Allscripts board of directors both recognized that the non-binding term sheet was only a starting point and that there were significant contingencies to the proposed separation transaction before the parties could agree on definitive documents. These contingencies included, among others: complex tax issues involving the separation; reaching a mutually acceptable merger agreement with Eclipsys; and the price of Allscripts common stock trading within the range identified in the term sheet.

On February 9, 2010, Allscripts retained UBS Securities LLC, which we refer to as UBS, as Allscripts financial advisor in connection with the consideration of the possible business combination transaction with Eclipsys. This engagement was subsequently confirmed in writing.

On February 9, 2010, the Allscripts audit committee retained William Blair & Company, L.L.C., which we refer to as William Blair, to act as its financial advisor in connection with an evaluation of the fairness, from a financial point of view, to the holders of Allscripts common stock (other than Misys and its affiliates) of the consideration to be paid by Allscripts in (i) the initial repurchase transaction with Misys and (ii) the initial repurchase transaction with Misys, the contingent share repurchase transaction with Misys and the merger transaction with Eclipsys, on an integrated basis. This engagement was subsequently confirmed in writing.

On February 15 and February 16, 2010, the Eclipsys board of directors held a regularly scheduled meeting in Atlanta. Representatives of Perella Weinberg, King & Spalding and Debevoise & Plimpton were present at the meeting. Mr. Pead briefed the board on his most recent discussions with Mr. Tullman regarding a possible business combination transaction between Eclipsys and Allscripts and the potential separation transaction between Allscripts and Misys. Mr. Pead described developments in the health information technology market and communications between Mr. Pead and Eclipsys key customers regarding its product offerings. Mr. Pead updated the board on the status of Eclipsys development of its own enhanced ambulatory solution. Mr. Pead commented on Eclipsys ambulatory solution development relative to the timing of purchasing decisions that were expected to be made by many of Eclipsys key customers and relative to the timing of the closing of a possible business combination transaction with Allscripts. Mr. Pead also discussed with the board the strategic rationale for Eclipsys to pursue a business combination transaction with Allscripts. Perella Weinberg discussed in general terms the current conditions of the health information technology market, reviewed summary valuation information with regard to Eclipsys and Allscripts, and commented on the potential strategic benefits of a possible business combination transaction with Allscripts. King & Spalding reviewed with the board the fiduciary duties of the directors in considering a possible business combination such as the proposed business combination transaction between Allscripts and Eclipsys. The board then discussed, among other things: the completion risk of a business combination transaction with Allscripts if its closing were conditioned upon the completion of the Allscripts and Misys separation transaction; the amount of indebtedness that Allscripts would have to incur to complete the separation transaction with Misys; the pro forma financial effect that the separation transaction would have on the combined Allscripts and Eclipsys if the merger were completed; the respective roles that Messrs. Tullman and Pead would have in the combined company; and whether the respective products and solutions offered by Allscripts and Eclipsys could be integrated successfully and would be accepted by the market. The board also discussed with management the importance of continuing with development of Eclipsys own ambulatory solutions. After these discussions, the board requested that Mr. Pead update Mr. Fife and Messrs. Edward Kangas and Dan Crippen, each an independent director of Eclipsys, on a frequent basis on the status of the discussions with representatives of Allscripts and Misys with respect to a possible business combination transaction between Eclipsys and Allscripts and the potential separation transaction between Allscripts and Misys.

On February 23, 2010, Messrs. Tullman, Davis and representatives from UBS and Sidley met with Messrs. Pead and Perkins and representatives of Perella Weinberg, King & Spalding and Debevoise & Plimpton in Atlanta. At this meeting, Allscripts made a presentation on the key terms of the proposed separation transaction between Allscripts and Misys. In addition, Allscripts provided an overview of the key terms of a possible stock-for-stock merger between Allscripts and Eclipsys. Allscripts and Eclipsys also discussed the outline of a work plan for the parties to negotiate definitive agreements for the proposed merger. At this meeting, the parties agreed to exchange information requests for financial due diligence of one another. Also, on February 23, 2010, Allscripts provided Eclipsys with a list of additional due diligence items to be reviewed by Allscripts in its financial due diligence investigation of Eclipsys.

On February 24, 2010, Messrs. Pead and Perkins and representatives of Perella Weinberg and King & Spalding participated in a telephone conference to review the discussions with Allscripts and Misys on February 23 and to discuss the term sheet between Allscripts and Misys. The parties discussed the execution risk associated with a business combination transaction between Allscripts and Eclipsys that would be contingent upon the completion of the separation transaction between Allscripts and Misys and discussed possible alternative structures with respect to a potential business combination transaction between Allscripts and Eclipsys. Over the next few weeks, Eclipsys and its financial and legal advisors continued to evaluate the proposed separation transaction between Allscripts and Misys, the structure proposed by Allscripts for the business combination transaction with Eclipsys, and possible alternative structures for a transaction between Allscripts and Eclipsys, including the possibility of deferring discussions regarding any possible business combination between Allscripts and Eclipsys until after completion of the Misys separation transaction.

On February 26, 2010, Allen & Overy distributed to Allscripts, Sidley Austin and Winston & Strawn initial drafts of the primary separation transaction documents, which consisted of a framework agreement and an amended and restated relationship agreement.

On March 4 and 5, 2010, representatives of Allscripts, Misys and Eclipsys and their respective financial advisors met in Atlanta to discuss financial due diligence matters.

On March 10, 2010, Sidley Austin, with input from Winston & Strawn, distributed revised drafts of the framework agreement and the amended and restated relationship agreement to Misys and Allen & Overy. Allscripts and Misys continued to discuss issues related to the separation transaction, including the conditions precedent that would need to be satisfied in order for the separation transaction to be completed.

On March 13, 2010, the Allscripts board of directors convened to discuss the preliminary valuation range for Eclipsys and authorized Mr. Tullman to propose a preliminary non-binding valuation range for Eclipsys which would reflect an 18% to 22% premium for Eclipsys. Following this discussion, Mr. Tullman contacted Mr. Pead and proposed a preliminary non-binding valuation range for Eclipsys which would reflect an 18% to 22% premium for Eclipsys common stock.

On March 15, 2010, representatives of Perella Weinberg, UBS, King & Spalding and Sidley Austin held a teleconference to discuss the proposed separation transaction between Allscripts and Misys, including the status and expected timing of the financing for the share buyback by Allscripts from Misys, the proposed secondary share offering of Allscripts common stock by Misys, the Misys shareholder approval for the proposed separation transaction and the Allscripts and Eclipsys stockholder approvals relating to the proposed merger. The parties also discussed the UK regulations applicable to Misys relating to the proposed separation transaction and the size of any termination fee that could be paid under the UK regulations by Misys or Allscripts to Eclipsys in connection with a termination of the merger transaction.

On March 20, 2010, the Eclipsys board of directors held a telephonic meeting. Representatives of King & Spalding, Debevoise & Plimpton and Perella Weinberg participated in the meeting. Mr. Pead updated the board on the discussions with Allscripts and Misys regarding the proposed separation transaction between Allscripts and Misys and the proposed business combination transaction between Allscripts and Eclipsys. Mr. Pead advised the board that Mr. Tullman had proposed a preliminary non-binding valuation range for Eclipsys which would reflect an 18% to 22% premium, but had yet to propose a specific exchange ratio for the proposed merger. King & Spalding provided an overview of the proposed structures of the merger and the separation transaction and the transaction risks associated with both transactions. Perella Weinberg briefed the board on trends in the financial markets, the trading prices of Allscripts and Eclipsys stock, its views of the non-binding valuation range for Eclipsys that Mr. Tullman proposed, and potential alternatives to the proposed business combination between Allscripts and Eclipsys. The board then discussed the proposed business combination transaction with Allscripts. In this discussion, the board addressed the proposed premium offered by Allscripts, the structure and timing of the proposed business combination transaction with Allscripts, alternatives to the proposed structure (including deferring discussions relating to a merger between Eclipsys and Allscripts until after completion of the Allscripts and Misys separation), issues relating to the governance of the combined entity, and the status of Eclipsys development of its own enhanced ambulatory solution. Finally, the board discussed strategic matters, including Eclipsys competitive position in the ambulatory segment and the health information technology market generally.

On March 21, 2010, representatives of Perella Weinberg and UBS discussed the preliminary non-binding valuation range delivered by Mr. Tullman to Mr. Pead on March 13, 2010 in an effort to further clarify Allscripts proposal on price.

On March 23, 2010, Perella Weinberg sent a list of discussion topics to UBS in preparation for a meeting among financial and legal advisors on March 25, 2010 in Chicago. The discussion topics included, among others, valuation methodology, pricing and premia, as well as the current conditions of the financial markets and key issues related to the mechanics of the proposed secondary share offering by Misys and the proposed debt financing by Allscripts to finance the repurchase of its shares of common stock from Misys.

On March 25, 2010, Allscripts retained KPMG LLP as its tax advisor in connection with the proposed separation transaction with Misys. This engagement was subsequently confirmed in writing.

On March 25, 2010, representatives of Perella Weinberg, King & Spalding, UBS and Sidley Austin met in Chicago to continue their discussions on the proposed separation transaction between Allscripts and Misys and the proposed business combination transaction between Allscripts and Eclipsys. Representatives of Blackstone participated by telephone in the portion of the meeting relating to the proposed separation transaction. The parties discussed issues set forth in the list of discussion topics distributed by Perella Weinberg on March 23, 2010 and other features of the proposed separation transactions.

On March 26, 2010, the Eclipsys board of directors held a telephonic meeting. Mr. Tullman joined the meeting at the request of Mr. Pead and Mr. Pead subsequently left the meeting. Mr. Tullman spoke to the Eclipsys board of directors about his background and the background of the other management team members of Allscripts. Mr Tullman also expressed to the board his views on the potential strategic benefits of a business combination transaction between Allscripts and Eclipsys.

Also on March 26, 2010, Eclipsys sent Allscripts its financial and business due diligence request list for due diligence to be performed by Eclipsys on Allscripts, and subsequently sent to Allscripts its legal due diligence request list on April 2, 2010.

On March 29, 2010, King & Spalding delivered to Sidley Austin a proposed standstill agreement to be entered into among Eclipsys, Allscripts and Misys. Over the next week, representatives of King & Spalding, Sidley Austin and Allen & Overy engaged in discussions relating to the terms of the standstill agreement.

Beginning the week of March 29 and continuing through the announcement of the separation transaction and the merger, Allscripts and Eclipsys and their respective advisors engaged in extensive business, financial and legal due diligence reviews, including formal management presentations and a number of in-person due diligence sessions.

On March 30, 2010, Eclipsys engaged the Atlanta office of PricewaterhouseCoopers LLP to assist in performing financial due diligence with respect to Allscripts. PricewaterhouseCoopers participated in the due diligence process with Eclipsys after its engagement.

On March 31, 2010, Allen & Overy distributed to Sidley Austin revised drafts of the framework agreement and the amended and restated relationship agreement.

On March 31 and April 1, 2010, representatives of Allscripts and Eclipsys and their respective advisors met in Atlanta for management presentations by Allscripts and Eclipsys and to discuss and agree on a process for additional due diligence to be performed by Allscripts and Eclipsys in connection with the proposed business combination transaction between Allscripts and Eclipsys.

On April 1, 2010, the Eclipsys board of directors held a telephonic meeting. Mr. Pead updated the board on the status of discussions between Eclipsys and Allscripts of the proposed terms of the merger and reviewed with the board the status of the due diligence investigation of Allscripts. The board and Mr. Pead discussed issues related to the financial terms proposed by Allscripts for the merger and completion risk. The board also discussed the proposed governance structure for the combined company, including the role of Mr. Pead. At the end of this meeting, the Eclipsys board gave management guidance on the issues discussed.

On April 5, 2010, representatives of Perella Weinberg and UBS discussed issues related to the proposed merger between Allscripts and Eclipsys. These issues included, among others, matters relating to the financial terms, deal certainty and management structure/governance issues. That same day, Eclipsys reiterated its request that Allscripts and Misys enter into a standstill agreement.

On April 7, 2010, representatives of Perella Weinberg, UBS, King & Spalding and Sidley Austin participated in a teleconference and continued their discussions on the terms of the proposed separation transaction with Misys and the potential merger between Allscripts and Eclipsys.

On April 10, 2010, representatives of Perella Weinberg and UBS discussed the financial terms being proposed in the potential merger between Allscripts and Eclipsys.

On April 14, 2010, Messrs. Tullman and Fife met and discussed the potential strategic benefits of a proposed business combination of Allscripts and Eclipsys. Messrs. Tullman and Fife also discussed the roles that Mr. Pead and the other current senior management of Eclipsys would have in the combined company. Mr. Fife proposed to Mr. Tullman that Mr. Pead should have a full-time role with the combined company and should be the executive chairman of the combined company s board of directors. Mr. Tullman expressed his views about Mr. Pead s role at the combined company, including the position in the February 8, 2010 term sheet that there would not be an executive chairman. At the end of the meeting, the parties agreed to continue their discussions about these issues.

On April 14, 2010, Sidley Austin distributed an initial draft merger agreement to Eclipsys and King & Spalding. Commencing April 14, Allscripts, Sidley Austin, Winston & Strawn, Misys, Allen & Overy, Eclipsys and King & Spalding negotiated the terms of the merger agreement and other documents related to the proposed separation and merger transactions.

On April 16, 2010, Sidley Austin, with input from Winston & Strawn, distributed revised drafts of the framework agreement and amended and restated relationship agreement to Misys and Allen & Overy. Among other issues, Allscripts continued to propose that a majority of the Allscripts minority stockholders should be required to approve the separation transaction. Moreover, the Misys proposed tax structuring for the separation transaction remained a material open item.

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Over the next week, Eclipsys and its financial and legal advisors continued to evaluate the financial terms being proposed by Allscripts in the potential merger transaction, and issues associated with the structure of the potential merger transaction and the strategic separation transaction.

On April 19, 2010, Messrs. Kangas and Crippen met with Mr. Tullman in Connecticut and discussed the potential strategic benefits of a proposed business combination of Allscripts and Eclipsys. Messrs. Kangas, Crippen and Tullman also discussed the roles that Mr. Pead and the other current senior management of Eclipsys would have in the combined company. At the end of the meeting, the parties agreed to continue their discussions about these issues.

On April 21, 2010, representatives of Sidley Austin, Winston & Strawn, Allen & Overy, King & Spalding, Misys, Allscripts and Eclipsys negotiated open items in the separation transaction documents. While the parties discussed a number of open issues, Misys reiterated that it was unwilling to proceed with the separation transaction unless Allscripts relinquished its proposal that a majority of the minority approve the separation transaction. Additionally, following this negotiation, the tax structuring remained a material open item.

On April 22, 2010, Sidley Austin distributed to King & Spalding drafts of the debt commitment papers related to the debt financing Allscripts was seeking in order to complete the share repurchase from Misys in connection with the separation transaction and provide working capital for the combined company. King & Spalding reviewed with Eclipsys management the debt commitment papers delivered by Sidley Austin with respect to Allscripts financing of the share repurchase from Misys. Over the course of the next six weeks, King & Spalding and Allen & Overy provided Sidley Austin with comments on the terms of the debt commitment papers.

On April 23, 2010, the Eclipsys board of directors held a telephonic meeting. During this meeting, Messrs. Fife, Kangas and Crippen reported on their meetings with Mr. Tullman and Mr. Pead briefed the Eclipsys board on the status of negotiations with Allscripts and Misys. Perella Weinberg briefed the board on trends in the financial markets, the trading prices of Allscripts and Eclipsys stock, its discussions of financial terms and conditions with UBS and the historical market reaction to complex stock-for-stock public merger transactions, secondary share offering transactions and transactions requiring additional leverage. King & Spalding briefed the board on the key issues under discussion with Allscripts and Misys, including issues related to the financial terms and conditions, closing certainty and governance. Eclipsys management reported to the board on due diligence activities with respect to Allscripts. At the end of the meeting, the board gave management and the advisors instructions on the key issues under negotiation and directed management to continue discussions with Allscripts and Misys.

Later in the day on April 23, 2010, King & Spalding distributed a revised draft of the merger agreement to Allscripts, Sidley Austin and Allen & Overy. This revised draft included a number of key issues, including, among others: the exchange ratio; the board composition of the combined company; circumstances under which a termination fee would be payable and, following the closing of the separation transaction, the amount of the termination fee; the scope of Eclipsys remedies for a willful breach by Allscripts of the merger agreement; symmetry in representations and interim operating covenants; and whether third party consents would be required as conditions to Allscripts obligation to close the merger.

On April 27, 2010, the Allscripts board of directors met in Raleigh, North Carolina. At this meeting, at the request of members of the Allscripts audit committee, the members of the Allscripts board of directors received a briefing from Sidley Austin, tax counsel to Allscripts, regarding the alternative tax structures being considered by Misys and Allscripts and engaged in extensive discussion regarding such structures. At this meeting, members of the Allscripts management team also provided a detailed due diligence review of business, financial and legal matters relating to Eclipsys. Outside advisors for Allscripts also provided the Allscripts board of directors with additional due diligence information. Representatives of UBS reviewed and discussed with the Allscripts board of directors the financial terms of a proposed transaction with Eclipsys and certain financial implications of the proposed transaction.

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Following the April 27, 2010 meeting of the Allscripts board of directors, representatives of Allscripts and Misys as well as their respective tax and legal advisors had various conversations regarding the alternative tax structures being considered. Representatives of Misys confirmed that Misys would be unwilling to proceed with the proposed separation transaction unless the parties pursued a tax reorganization structure acceptable to Misys. Representatives of Misys also indicated that its board of directors was growing concerned at the time and expense being taken to reach definitive agreement and were seeking to have negotiations either concluded or abandoned by May 7, 2010. Following extensive discussions between members of Allscripts management and the Allscripts audit committee, representatives of Allscripts notified representatives of Misys that the Allscripts audit committee would be willing to proceed with the tax reorganization structure acceptable to Misys provided that Misys arranged for appropriate financial guarantees to support Misys indemnification obligation for matters arising out of the tax reorganization structure.

On April 28, 2010, Sidley Austin distributed a revised draft of the merger agreement to Eclipsys and King & Spalding. This revised draft included a number of key issues, including, among others: the exchange ratio; the board composition of the combined company; circumstances under which a termination fee would be payable and, following the closing of the separation transaction, the amount of the termination fee; the scope of Eclipsys remedies for a willful breach by Allscripts of the merger agreement; symmetry in representations and interim operating covenants; and whether adverse developments with respect to Eclipsys customers would be taken into account to determine whether a material adverse effect has occurred with respect to Eclipsys.

On April 29, 2010, Mr. Pead held a telephonic meeting with Messrs. Fife, Kangas and Crippen, independent directors of Eclipsys, during which they discussed the status of the negotiations of the potential merger transaction between Allscripts and Eclipsys. Representatives of King & Spalding, Perella Weinberg and Debevoise & Plimpton participated in the meeting. King & Spalding provided an update on the merger and the separation transaction and discussed the risks associated with both transactions. Perella Weinberg discussed the historical market reaction to complex stock-for-stock public merger transactions, secondary share offering transactions and transactions requiring additional leverage.

Also on April 29, 2010, representatives of Perella Weinberg, UBS, King & Spalding, Credit Suisse, Allen & Overy and Sidley Austin held a teleconference to discuss outstanding issues in the proposed separation transaction between Allscripts and Misys, including issues related to the current conditions of the financial markets, the proposed secondary share offering by Misys and Allscripts proposed debt financing to finance the share repurchase from Misys.

On May 3, 2010, Allscripts, Misys and Eclipsys entered into an amendment to the parties confidentiality agreement containing reciprocal standstill provisions. Also on May 3, 2010, Mr. Pead and representatives of King & Spalding participated in a teleconference with Messrs. Lawrie and Kilroy to discuss key issues in the separation transaction documents.

On May 4, 2010, representatives of King & Spalding and Sidley Austin participated in a teleconference to discuss key issues in the most recent draft of the merger agreement distributed by Sidley Austin.

On May 6, 2010, Mr. Tullman proposed to Mr. Pead an exchange ratio of 1.162 shares of Allscripts common stock for each share of Eclipsys common stock. Later that same day, representatives of UBS and Perella Weinberg discussed the proposal by Mr. Tullman. Also on May 6, 2010, Eclipsys engaged Deloitte to assist in Eclipsys due diligence of the tax matters related to the separation transaction between Allscripts and Eclipsys.

On May 6 and May 7, 2010, the Eclipsys board of directors held a regularly scheduled meeting at Eclipsys corporate office in Atlanta. Messrs. Perkins and John Gomez, Executive Vice President and Chief Technology Strategy Officer of Eclipsys, and representatives of Perella Weinberg, King & Spalding and Debevoise & Plimpton participated in the meeting. During the meeting, the board discussed the status of the negotiations of the potential merger transaction between Allscripts and Eclipsys. Mr. Pead briefed the Eclipsys board on the status of the separation negotiations between Allscripts and Misys. Mr. Pead also reviewed with the board his recent discussions with Mr. Tullman regarding the roles that Mr. Pead and the other current senior management of Eclipsys would have in the combined company. Mr. Gomez updated the board on the status of Eclipsys work to develop internally an enhanced ambulatory solution, and discussed Allscripts technology, integration of Eclipsys and Allscripts products, and plans for a combined development organization and product suite. The board discussed, and directed management to continue, Eclipsys own ambulatory development program. King & Spalding discussed with the board its due diligence findings with respect to Allscripts, the proposed structures of the merger and the separation transaction and the risks associated with both transactions. Perella Weinberg then discussed with the board the current conditions of the financial markets as they related to the proposed exchange ratio being offered by Allscripts in the potential merger transaction, and briefed the board on Perella Weinberg s most recent exchange ratio discussions with UBS. King & Spalding then described for the Eclipsys board the key outstanding issues in the draft merger agreement and the separation transaction documents. Eclipsys management reported to the board on its due diligence activities with respect to Allscripts. The board then discussed the proposed merger transaction. At the end of the meeting, the board gave management and the advisors instructions on the key issues under negotiation and directed management to continue discussions with Allscripts and Misys.

On May 7, 2010, representatives of UBS and Perella Weinberg continued their discussions regarding the proposed exchange ratio in the merger transaction between Allscripts and Eclipsys. As authorized by the board of directors of Eclipsys, representatives of Perella Weinberg rejected the proposed exchange ratio of 1.162 and proposed an exchange ratio of 1.232. Later that same day, as authorized by the board of directors of Allscripts, UBS responded to the Eclipsys proposal with a proposed exchange ratio of 1.18.

On May 7, 2010, Sidley Austin distributed a revised draft of the merger agreement to Eclipsys and Allscripts. Also on May 7, 2010, Allen & Overy distributed revised versions of the framework agreement and the amended and restated relationship agreement, which were described by Misys as being in a form Misys management would be willing to recommend to the Misys board of directors. On May 8, 2010, Sidley Austin, with input from Winston & Strawn, sent out revised versions of the documents. On May 9, 2010, Mr. Kilroy sent a communication stating that because of the number of remaining open issues, the Misys board of directors believed that negotiations of the separation transaction with Allscripts should be terminated.

During the week of May 10, 2010, representatives of Allscripts negotiated open issues directly with Eclipsys. Representatives of Misys had several conversations with representatives of Eclipsys during that period. On May 13, 2010, Mr. Gamache proposed a meeting between representatives of the Allscripts audit committee, Allscripts management and Misys as well as their respective legal and financial advisors to try to resolve the remaining open issues on the proposed separation transaction between Allscripts and Misys. On May 14, 2010, representatives of Misys accepted the invitation to restart negotiations and Allen & Overy distributed revised versions of the separation transaction documents.

Also on May 13, 2010, Mr. Perkins, Brian Copple, General Counsel of Eclipsys, and representatives of King & Spalding participated in a teleconference with Mr. Davis, Brian Vandenberg, General Counsel of Allscripts, and representatives of Sidley Austin to negotiate key open issues in the draft merger agreement.

On May 14, 2010, Mr. Pead spoke with Mr. Tullman and indicated a view that the 1.18 exchange ratio proposal would not be acceptable to the Eclipsys board of directors. Mr. Pead confirmed the Eclipsys proposal for a 1.232 exchange ratio.

On May 17, 2010, Messrs. Fife, Kangas, Crippen and Pead held a telephonic meeting during which Mr. Pead gave an update to Messrs. Fife, Kangas and Crippen on the status of the negotiations of the potential merger transaction. A representative of Debevoise & Plimpton participated in the meeting.

On May 17, 2010, representatives of Allscripts and representatives of Misys, as well as their respective legal advisors, met in New York to resolve remaining open issues in the separation documents, including a number of issues relating to Misys indemnification obligations and the related bank guarantees. These in-person negotiations continued in New York from May 19, 2010 through May 21, 2010. Thereafter, representatives of Allscripts and representatives of Misys, as well as their respective legal and tax advisors, held numerous telephonic meetings to continue to work to resolve remaining open issues in the separation documents.

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During this period, representatives of Allscripts and representatives of Eclipsys, as well as their respective legal advisors, continued to discuss open issues in the draft merger agreement. Also during this period, representatives of Eclipsys and Misys also continued to discuss open issues in the separation transaction documents.

On May 19, 2010, the Eclipsys board of directors held a telephonic meeting during which the board discussed the status of the negotiations of the potential merger transaction between Allscripts and Eclipsys. At the meeting, Mr. Pead briefed the Eclipsys board on his most recent discussions with Messrs. Tullman and Lawrie regarding the potential merger transaction. King & Spalding briefed the board on the key open issues in the draft merger agreement and the key open issues under the draft separation transaction documents and received feedback from the board.

On May 21, 2010, Sidley Austin distributed a revised draft merger agreement to Eclipsys and King & Spalding. This revised draft continued to include a number of unresolved key issues, including, among others: the exchange ratio; board composition of the combined company; circumstances under which a termination fee was payable and, following the closing of the separation transaction, the amount of the termination fee; the scope of Eclipsys remedies for a willful breach by Allscripts of the merger agreement; matters related to key customers; and symmetry in interim operating covenants. Later that day, representatives of Sidley Austin and King & Spalding participated in a teleconference to discuss these key issues.

On May 22, 2010, the Eclipsys board of directors held a telephonic meeting, with representatives of King & Spalding and Debevoise & Plimpton, during which the board discussed the status of the negotiations of the potential merger transaction between Allscripts and Eclipsys. At the meeting, Mr. Pead briefed the board on the status of discussions related to the transaction. Mr. Pead informed the board that he planned to meet Messrs. Tullman and Lawrie in New York City to discuss governance issues. King & Spalding briefed the board on the key open issues in the most recent revised drafts of the merger agreement and the separation transaction documents and received feedback from the board. The board also discussed the roles that Mr. Pead and other members of the current senior management would have in the combined company, the composition of the board of directors of the combined company, and gave Mr. Pead directions on how to approach the governance issues in his meeting with Messrs. Tullman and Lawrie.

On May 24, 2010, Mr. Pead met with Mr. Tullman in New York City and discussed the proposed merger transaction. Later that same day, Mr. Pead met with Mr. Lawrie in New York City to discuss the proposed merger transaction. Also on that same day, Messrs. Tullman, Fife, Kangas and Crippen met in New York City and discussed the proposed merger transaction, including governance issues, the role Mr. Pead would have in the combined company and Mr. Tullman s views on integrating the businesses of the two companies.

Also on May 24, 2010, representatives of King & Spalding, Allen & Overy and Misys participated in a telephone conference to discuss the key open issues on the separation transaction documents. Later in the evening on May 24, 2010, King & Spalding distributed a revised draft of the merger agreement to Allscripts, Sidley Austin and Allen & Overy.

On May 25, 2010, Messrs. Fife, Kangas and Crippen met with the members of the Allscripts audit committee in Perella Weinberg s New York office, with Mr. Green participating by videoconference. At this meeting, the participants discussed the composition of the combined company s board of directors and the role that Mr. Pead would have in the combined company, including whether Mr. Pead would have a full-time role with the combined company and whether he would be an executive or non-executive chairman of the combined company s board of directors, and generally discussed the governance principles that would govern the operation of the board of directors of the combined company. Over the next two weeks, Messrs. Fife, Green and Kluger participated in numerous teleconferences to discuss the composition of the combined company s board of directors, the role that Mr. Pead would have in the combined company, the selection process for one independent director of the combined company to be jointly designated by Allscripts and Eclipsys, and other governance issues.

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Prior to May 26, 2010, Mr. Tullman contacted Mr. Pead to propose an exchange ratio of 1.2 shares of Allscripts common stock for each share of Eclipsys common stock.

On May 26, 2010, the Allscripts audit committee held a telephonic meeting at which members of Allscripts management and representatives of Winston & Strawn, Sidley Austin, Blackstone, William Blair, UBS, Barclays Capital and KPMG LLP, tax advisor to Allscripts, also participated. At the meeting, the parties discussed, among other things, the outstanding transaction issues, including those relating to the proposed tax indemnification from Misys and the related bank guarantees to support this indemnification obligation. Also at the meeting, Winston & Strawn and Sidley Austin reviewed with the members of the Allscripts audit committee the material terms of the transaction documents.

On May 26, 2010, representatives of King & Spalding and Debevoise & Plimpton participated in a teleconference during which King & Spalding briefed Debevoise on the open key issues in the draft merger agreement, the draft framework agreement, the draft amended and restated relationship agreement and the draft Misys voting agreement.

Later on May 26, 2010, the Eclipsys board of directors held a telephonic meeting. Representatives from Perella Weinberg, King & Spalding and Debevoise & Plimpton participated in the meeting. Mr. Pead briefed the board on the status of the negotiations with Allscripts and Misys. Messrs. Fife, Crippen and Kangas briefed the board on their meeting in New York City with the Allscripts audit committee and the discussions they had with respect to the composition of the combined company s board of directors, the role that Mr. Pead would have in the combined company and other governance matters. Perella Weinberg discussed with the board the current conditions of the financial markets as they related to the proposed consideration being offered by Allscripts in the proposed merger transaction, the trading prices of Allscripts and Eclipsys stock and other matters related to the exchange ratio being discussed with UBS. King & Spalding briefed the board on the status of the negotiations with respect to the other key open issues in the most recent revised drafts of the merger agreement and the separation transaction documents. The board gave guidance to management on negotiation of the key open issues on the merger agreement and the separation transaction documents. The board also discussed the proposed exchange ratio, the roles that Mr. Pead and other members of the current senior management would have in the combined company and the composition of the board of directors of the combined company.

On May 27, 2010, representatives of King & Spalding, Allen & Overy, Sidley Austin, Potter Anderson & Corroon LLP, Allscripts Delaware counsel, Morris, Nichols, Arsht & Tunnel LLP, Eclipsys Delaware counsel, and Richards, Layton & Finger LLP, Misys Delaware counsel, participated in a telephone conference to discuss the mechanics in the Misys voting agreement related to Misys voting support with respect to Allscripts stockholder approval of the issuance of shares of Allscripts common stock to Eclipsys stockholders pursuant to the merger agreement.

On May 29, 2010, representatives of Sidley Austin, Allscripts, King & Spalding and Eclipsys participated in a teleconference to discuss the open issues in the most recent draft of the merger agreement distributed by King & Spalding.

On May 30, 2010, Messrs. Fife, Kangas, Crippen and Mr. Pead held a telephonic meeting during which Mr. Pead and King & Spalding briefed Messrs. Fife, Kangas and Crippen on the status of negotiations and key open issues with respect to the merger transaction. A representative of Debevoise & Plimpton participated in the meeting.

Later on May 30, 2010, the Eclipsys board of directors held a special telephonic meeting. Representatives from Perella Weinberg, King & Spalding and Debevoise & Plimpton participated in the meeting. Mr. Pead updated the board on the status of the negotiations of the proposed merger. Mr. Fife briefed the board on his most recent discussions with Mr. Green regarding the composition of the combined company s board of directors and the selection process for one independent director of the combined company to be jointly designated by Allscripts and Eclipsys. Perella Weinberg discussed with the board the current conditions of the financial markets as they related to the exchange ratio being proposed by Allscripts, the trading prices of Allscripts and Eclipsys stock and other trends in the financial markets. King & Spalding discussed in detail with the board the key open issues in the most recent revised drafts of the merger agreement and the separation transaction documents. The key open issues under the merger agreement included: (a) the circumstances under which a termination fee was payable by Allscripts; (b) the board composition of the combined company; and (c) matters related to key customers. The board gave management guidance on negotiation of the key open issues under the merger agreement and separation transaction documents.

On May 31, 2010, representatives of King & Spalding, Allen & Overy and Misys participated in a telephone conference to discuss the key open issues on the framework agreement, the amended and restated relationship agreement and the Misys voting agreement. Later that same day, representatives of King & Spalding and Sidley Austin participated in a telephone conference to discuss further the key open issues under the most recent draft of the merger agreement distributed by King & Spalding.

On May 31, 2010, King & Spalding sent to Vedder Price P.C., employment and executive compensation counsel for Allscripts, a draft of a description of the role of Mr. Pead as chairman of the board of the combined company which would be included in the merger agreement, including Mr. Pead s initial duties as an employee of the combined company. Between May 31 and June 3, 2010, King & Spalding and Vedder Price discussed the description of Mr. Pead s role and his initial duties. On June 3, 2010, King & Spalding and Vedder Price sent a revised draft of the description of the role of Mr. Pead and his initial duties to Messrs. Pead and Tullman. That same day, Mr. Pead discussed the description of his role as chairman of the board of the combined company and his initial duties with Mr. Fife, and Eclipsys and Allscripts reached agreement on the role of Mr. Pead as chairman of the board of the combined company and his initial duties as an employee of the combined company.

On June 1, 2010, the Allscripts board of directors and audit committee held a joint special meeting in New York at which members of Allscripts management and representatives of Sidley Austin, Winston & Strawn, Blackstone, William Blair, UBS and Barclays Capital also participated. The legal advisors reviewed the fiduciary duties of the directors and provided an overview of the transaction documents for the separation with Misys and the merger with Eclipsys. The Allscripts audit committee and board of directors discussed the factors described under Recommendation of the Allscripts Audit Committee and the Allscripts Board of Directors and Their Reasons for the Merger. Representatives of each of Blackstone and William Blair discussed the initial repurchase transaction with Misys. Messrs. Lawrie, King and Wilson, each of whom is a director or officer of Misys, abstained from participating in any discussion of the separation transaction and excused themselves during the premium discussions by Blackstone and William Blair. Representatives of UBS reviewed and discussed the financial terms of the proposed Eclipsys transaction and certain financial implications. Representatives of William Blair also discussed the initial repurchase transaction with Misys, the contingent repurchase transaction with Misys and the merger, on an integrated basis. Representatives of Barclays Capital reviewed the secondary offering process and provided an assessment of the equity markets. Later in the date on June 1, 2010, Sidley Austin distributed a revised draft of the merger agreement to Eclipsys and King & Spalding. Over the course of June 3 and June 4, 2010, King & Spalding and Sidley Austin each distributed revised drafts of the merger agreement in an effort to resolve the remaining open issues.

On June 1, 2010, representatives of UBS confirmed to Perella Weinberg on behalf of Allscripts that Allscripts proposed an exchange ratio of 1.2 shares of Allscripts common stock for each share of Eclipsys common stock, an approximate 20% premium to the 20-day average exchange ratio for the two companies. After discussion of the proposal, UBS and Perella Weinberg agreed to speak again when other open merger agreement issues were resolved.

On June 3, 2010, Mr. Pead and Mr. Tullman discussed the exchange ratio being proposed in the potential merger.

On June 3, 2010, King & Spalding sent a draft of Mr. Pead s employment agreement as chairman of the board of directors of the combined company to Mr. Kangas who serves as chairman of the compensation committee of the Eclipsys board of directors. Mr. Kangas sent the draft of the employment agreement to a compensation consultant that the Eclipsys board of directors had engaged. Mr. Kangas also discussed the terms of the employment agreement with Mr. Pead and with other members of the Eclipsys compensation committee during the period between June 3 and June 7, 2010. On June 7, Mr. Kangas instructed King & Spalding to send a draft of the employment agreement to Allscripts and Vedder Price.

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On June 3 and June 4, 2010, representatives of King & Spalding, Sidley Austin and Allen & Overy participated in various telephone conferences to discuss further the key open issues under the most recent draft of the merger agreement distributed by King & Spalding and the most recent drafts of the separation transaction agreements distributed by Allen & Overy.

On June 5, 2010, Messrs. Fife, Kangas, Crippen and Mr. Pead held a telephonic meeting during which Mr. Pead updated them on the status of the negotiations of the potential merger transaction between Allscripts and Eclipsys. Mr. Pead and King & Spalding briefed Messrs. Fife, Kangas and Crippen on the key open issues with respect to the potential merger transaction, including the board composition of the combined company, the proposed retention plans for the companies, the roles that Mr. Pead and the other current senior management of Eclipsys would have in the combined company, the key open issues in the most recent draft of the merger agreement distributed by King & Spalding and the key open issues in the most recent drafts of the separation transaction documents. Mr. Pead briefed Messrs. Fife, Kangas and Crippen on the status of his discussions with Mr. Tullman and representatives of Vedder Price on the description of his proposed role as chairman of the combined company, his initial duties as chairman and his employment agreement. A representative of Debevoise & Plimpton participated in the meeting.

On June 5, 2010, the Eclipsys board of directors held a telephonic meeting. Representatives from Perella Weinberg, King & Spalding and Debevoise & Plimpton participated. Mr. Pead briefed the board on the status of the negotiations of the potential merger transaction, including key open issues. Mr. Pead also briefed the board on the status of his discussions with Mr. Tullman and representatives of Vedder Price on the description of his initial duties as chairman of the combined company and his employment agreement. Mr. Fife briefed the board on his most recent discussions with Mr. Green regarding the composition of the combined company s board of directors. Also during the meeting, Perella Weinberg further updated the board on its discussions with UBS regarding the proposed exchange ratio and the current conditions of the financial markets as they related to the exchange ratio being proposed by Allscripts, the trading prices of Allscripts and Eclipsys stock and other trends in the financial markets. King & Spalding discussed with the board the key open issues in the most recent revised drafts of the merger agreement and the separation transaction documents. The board discussed risks associated with completing the merger and the potential impact on Eclipsys of not completing the merger once the merger is announced.

On June 5, 2010, representatives of UBS and Perella Weinberg discussed further the exchange ratio being proposed in the potential merger in light of the progress of the parties in resolving open issues related to the merger.

Between June 5 and June 7, 2010, representatives of Allscripts, Eclipsys and Misys finalized most of the terms of the merger agreement, the separation transaction documents, the constituent documents for the combined company and other related agreements. Several key issues remained open, including, the exchange ratio, board composition of the combined company, the employment agreement for Mr. Pead as chairman of the combined company, employee retention plans for the companies and customer visits.

On June 6, 2010, representatives of UBS and Perella Weinberg discussed the recent movements in the share prices of both Allscripts and Eclipsys and the subsequent effect on Allscripts proposed exchange ratio of 1.2 and Eclipsys proposed ratio of 1.232. In this meeting, UBS and Perella Weinberg agreed to continue their discussions on the exchange ratio after receiving direction from their respective clients.

On June 7, 2010, Messrs. Pead and Tullman participated in a teleconference with representatives of King & Spalding and Vedder Price. In this call, the parties discussed the open issues on the draft employment agreement. King & Spalding sent a revised draft of the employment agreement to Vedder Price after the call, and Messrs. Pead and Tullman reached preliminary agreement on the terms of the employment agreement on June 8, 2010, subject to approval by the Allscripts compensation committee and the Allscripts board of directors.

On June 7, 2010, the Eclipsys board of directors held a telephonic meeting. Representatives from Perella Weinberg, King & Spalding and Debevoise & Plimpton participated in the meeting. The board discussed the status of the negotiations of the potential merger transaction between Allscripts and Eclipsys. Mr. Fife advised the board that he had reached an agreement with Mr. Green on several governance issues, including the

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composition of the board of directors. Perella Weinberg made a presentation to the board regarding (i) Perella Weinberg s financial analysis of the proposed merger between Allscripts and Eclipsys pursuant to the most recent draft of the merger agreement, (ii) the exchange ratio being offered by Allscripts in the merger, (iii) the current conditions of the financial markets as they relate to the exchange ratio, (iv) the pro forma analysis of the combined company, (v) potential alternative strategic business combination partners for Eclipsys, and (vi) key transaction risks. The board discussed potential benefits and risks of the merger, as well as strategic alternatives. King & Spalding briefed the board on the remaining open issues under the merger agreement and the separation transaction documents. The board gave management instructions on the resolution of the remaining outstanding issues, including the exchange ratio for the merger.

On June 7, 2010, Mr. Tullman had a telephonic discussion with Mr. Lawrie, who was acting on behalf of Misys, in which Mr. Lawrie conveyed the position of the Misys board of directors that because the price of Allscripts common stock (a 10-day VWAP of $18.88) was trading below the $19.50 floor price established in the term sheet dated February 8, 2010, Misys would require additional consideration for the repurchase of its shares of Allscripts common stock in order to compensate Misys for this price differential as a condition to proceeding with the separation transaction. Mr. Lawrie indicated that the Misys board of directors continued to believe that the repurchase price should be based on a VWAP of not less than $19.50 per share.

Later in the day on June 7, 2010, the Allscripts audit committee held a telephonic meeting at which members of Allscripts management and representatives of Winston & Strawn, Sidley Austin, Abrams & Bayliss, Blackstone and William Blair also participated. Among other things, the parties discussed that, given market conditions, it was likely Allscripts would have to agree to an increased premium payment in order to reach final agreement with Misys. The Allscripts audit committee authorized Mr. Tullman, on behalf of the Allscripts audit committee, to negotiate the amount of a revised premium payment to Misys consistent with the concepts presented at the Allscripts audit committee meeting, with the amount of any increased premium payment to be subject to the final approval of the Allscripts audit committee.

On June 8, 2010, representatives of UBS and Perella Weinberg discussed further the proposed exchange ratio with UBS, pursuant to instructions from the Allscripts board of directors, reconfirming Allscripts previous proposal of 1.2 shares of Allscripts common stock for each share of Eclipsys common stock. Perella Weinberg agreed to discuss the proposed exchange ratio with Mr. Pead and the Eclipsys board of directors.

On June 8, 2010, Mr. Tullman met Mr. Lawrie, who was acting on behalf of Misys, to discuss the remaining key transaction issues, including the amount of a possible increased control premium payment to Misys in lieu of Misys abandoning the transaction because the 10-day VWAP was below the $19.50 floor established in the term sheet dated February 8, 2010. Mr. Tullman and Mr. Lawrie discussed the possibility of increasing the control premium payment to Misys from $110 million to $119 million (which additional amount would be spread over both the initial repurchase and the contingent repurchase) to take into account the $19.50 floor price included in the term sheet dated February 8, 2010 and the actual 10-day VWAP of $18.82. Mr. Tullman indicated that any increased premium payment was subject to approval of the Allscripts audit committee.

On June 8, 2010, the Allscripts compensation committee held a special meeting by teleconference at which Mr. Tullman, Diane Adams, Executive Vice President of Human Resources of Allscripts, representatives of Vedder Price and a compensation consultant participated. The Allscripts compensation committee reviewed and approved a retention plan for key employees of Allscripts tied to the Eclipsys transaction and the employment agreement for Mr. Pead, in each case subject to further approval by the Allscripts board of directors.

On June 8, 2010, the Allscripts audit committee held a special meeting by teleconference at which members of Allscripts management and representatives of Winston & Strawn, Sidley Austin, KPMG LLP, Blackstone, William Blair and UBS also participated. The legal advisors provided an update on the status of negotiations since the meeting on June 1, 2010, including the proposed repurchase price of $18.82 based on the 10-day VWAP and the proposed increase in the premium payment to Misys from $110 million to $119 million (which additional amount would be spread over both the initial repurchase and the contingent repurchase). At the meeting, Blackstone delivered its oral opinion, which was confirmed by delivery of a written opinion dated June 8, 2010, that, as of June 8, 2010 and based upon and subject to the assumptions, qualifications and limitations discussed in such opinion, the consideration that Allscripts would pay in the initial repurchase of its shares of common stock that Misys owns pursuant to the framework agreement was fair, from a financial point of view, to holders of Allscripts common stock (other than Misys and its affiliates). William Blair delivered its oral opinions, which were confirmed by delivery of written opinions dated June 8, 2010, as of June 8, 2010 and based upon and subject to the assumptions, qualifications and limitations discussed in such opinions, as to the fairness, from a financial point of view, to the holders of Allscripts common stock (other than Misys and its affiliates) of the consideration that Allscripts would pay in (i) the initial repurchase transaction with Misys and (ii) the initial repurchase transaction with Misys, the contingent repurchase transaction with Misys and the merger, on an integrated basis. UBS reviewed and discussed the financial terms of the proposed Eclipsys transaction and certain financial implications. Additionally, KPMG LLP confirmed that, subject to the assumptions, qualifications and limitations discussed in such opinion, it was delivering an opinion to Allscripts that, among other things, the transactions contemplated by the framework agreement will not result in the recognition of the built-in gain inherent in the Allscripts stock held by an indirect U.S. subsidiary of Misys. The Allscripts audit committee determined that the framework agreement, the merger agreement and the transactions contemplated thereby were advisable, substantively and procedurally fair to, and in the best interests of, Allscripts and Allscripts stockholders (other than Misys and affiliates of Misys) and that it would recommend that the Allscripts board of directors approve the framework agreement, the merger agreement and the transactions contemplated thereby. Mr. Green, an Allscripts audit committee member, abstained from voting on that portion of the transactions relating to Eclipsys since one of the clients of his personal consulting business was currently negotiating a contract with Eclipsys. Mr. Green s abstention was not a conflict resulting from his service on the Allscripts audit committee but rather was a decision that Mr. Green made for business reasons.

On June 8, 2010, the Allscripts board of directors held a special meeting by teleconference at which members of Allscripts management and Allscripts legal and financial advisors also participated. Sidley Austin provided an update on the status of negotiations since the meeting on June 1, 2010, including the proposed repurchase price of $18.82 based on the 10-day VWAP and the proposed increase in the premium payable to Misys. Each of Blackstone and William Blair delivered the same opinions that were delivered to the Allscripts audit committee. Also at this meeting, representatives of UBS reviewed with the Allscripts board of directors UBS financial analysis of the exchange ratio provided for in the merger and delivered to the Allscripts board of directors UBS oral opinion, which opinion was confirmed by delivery of a written opinion dated June 8, 2010, to the effect that, as of that date and based on and subject to the various assumptions, matters considered and limitations described in its opinion, the exchange ratio provided for in the merger was fair, from a financial point of view, to Allscripts. Additionally, KPMG LLP confirmed that, subject to the assumptions, qualifications and limitations discussed in such opinion, it was delivering an opinion to Allscripts that, among other things, the restructuring transactions contemplated by Misys will not result in the recognition of the built-in gain inherent in the Allscripts stock held by an indirect U.S. subsidiary of Misys. The Allscripts audit committee delivered its recommendation that the Allscripts board of directors approve the framework agreement, the merger agreement and the transactions contemplated thereby. The Audit Committee noted that prior to reaching its conclusions, the committee had met formally 28 times and had numerous informal discussions and conference calls. The Allscripts board of directors then approved the framework agreement, the merger agreement and the transactions contemplated thereby. Messrs. Lawrie, King and Wilson abstained from voting on the framework agreement and the related separation transactions, and Mr. Green abstained from voting on that portion of the transactions relating to Eclipsys for the same reason noted above. Upon recommendation of the Allscripts compensation committee, the Allscripts board of directors approved a retention plan for key employees of Allscripts tied to the Eclipsys transaction and the employment agreement with Mr. Pead.

On June 8, 2010, the Eclipsys board of directors held a special telephonic meeting. Representatives from Perella Weinberg, King & Spalding and Debevoise & Plimpton participated in the meeting. Mr. Pead informed the board that Eclipsys and Allscripts had reached an agreement in principle on all issues related to the merger transaction and the separation transaction other than the exchange ratio for the merger. King & Spalding briefed the board on the final terms of the merger agreement and the terms of the transaction documents for the separation transaction. The board also discussed with management Eclipsys operations pending closing of the merger, including continued development of Eclipsys own ambulatory solutions. The board selected Messrs. Fife and Kangas as the Eclipsys designees under the merger agreement to serve, along with Mr. Pead, as directors of the combined company upon the completion of the merger. Perella Weinberg then made a supplemental presentation to the board that updated the financial analysis of the proposed merger between Allscripts and Eclipsys in Perella Weinberg s June 7, 2010 presentation for closing share price data as of June 8, 2010 and responded to questions from the board of directors regarding Allscripts offer of an exchange ratio of 1.2 shares of Allscripts common stock for each share of Eclipsys common stock. After discussion, the Eclipsys board asked Perella Weinberg to deliver its fairness opinion. Perella Weinberg then delivered its oral opinion, subsequently confirmed in writing to the board of directors of Eclipsys that, on June 8, 2010, and based upon and subject to the various assumptions made, procedures followed, matters considered and qualifications and limitations set forth in the opinion, the exchange ratio of 1.2 shares of Allscripts common stock to be received in respect of each share of Eclipsys common stock in the merger was fair, from a financial point of view, to the holders of Eclipsys common stock, other than Allscripts or any of its affiliates, which is summarized below under Opinion of Perella Weinberg, Financial Advisor to the Eclipsys Board of Directors .

The Eclipsys board of directors then considered and discussed, among other things, Perella Weinberg s fairness opinion and the terms of the merger agreement and the other factors set forth below under Recommendation of the Eclipsys Board of Directors and its Reason for the Merger. After further discussion, the board resolved unanimously that the merger agreement and the merger were fair to, advisable and in the best interests of Eclipsys and its stockholders, other than Allscripts and its affiliates, and approved the merger agreement and the transactions contemplated thereby.

Early in the morning on June 9, 2010, Allscripts and Misys executed the framework agreement, Allscripts and Eclipsys executed the merger agreement, and the parties executed a number of additional agreements contemplated by the framework agreement and the merger agreement.

On June 9, 2010, prior to the opening of trading on The NASDAQ Global Select Market, Allscripts and Eclipsys issued a joint press release announcing the execution of the merger agreement and the framework agreement.

On June 28, 2010 and July 7, 2010, a representative of Perella Weinberg was contacted by telephone by a private equity firm, which we refer to as Company A . In the June 28 call, the representative from Company A made an informal preliminary inquiry as to whether Eclipsys would be interested in an all cash transaction at a per share price of between $19.00 and $20.00. In the July 7 call, the representative of Company A asked whether the Eclipsys board had any reaction to the initial inquiry by Company A. Following the June 28 call from Company A, Perella Weinberg promptly informed the Eclipsys board and management of the inquiry made by Company A. After discussion, the Eclipsys board concluded that, in light of the informal and preliminary nature of Company A s inquiry, it was appropriate not to respond. Following the July 7 call from Company A, Mr. Fife and Eclipsys management were promptly informed of Company A s additional inquiry. Neither Eclipsys nor any of its representatives have received any further inquiry or proposal from Company A.

Recommendation of the Allscripts Audit Committee and the Allscripts Board of Directors and Their Reasons for the Merger and the Coniston Transactions

The Allscripts board of directors, acting upon the recommendation of the Allscripts audit committee, has approved the merger, the Merger Agreement and the other transactions contemplated by the Merger Agreement, and has determined the merger, the Merger Agreement and the other transactions contemplated by the Merger Agreement to be advisable and in the best interests of Allscripts and its stockholders. The Allscripts board of directors recommends that you vote FOR the proposal to issue shares of Allscripts common stock to stockholders of Eclipsys pursuant to the Merger Agreement, and FOR the proposal to adjourn the Allscripts special meeting, if necessary. In addition, the Allscripts board of directors, acting upon the recommendation of the Allscripts audit committee, has approved the Coniston Transactions and the

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Contingent Share Repurchase, the Framework Agreement and the other transactions contemplated by the Framework Agreement, and has determined the Coniston Transactions, the Contingent Share Repurchase and the other transactions contemplated by the Framework Agreement to be advisable and in the best interests of Allscripts and its stockholders.

Factors Considered Relating to the Merger

In the course of reaching their determination, the Allscripts audit committee and the Allscripts board of directors considered a variety of factors and potential benefits of the Merger Agreement, including the following material factors, among others.

Strategic Considerations. The Allscripts audit committee and the Allscripts board of directors considered a number of strategic benefits resulting from the merger. The Allscripts audit committee and the Allscripts board of directors believe that the combined company will have greater diversification with increased scale and scope in the industry which would allow for improved service and reliability. The combined company will have a strong financial profile with greater cash flow generating capabilities allowing Allscripts to pay down debt more quickly. In addition to a broader product portfolio together with a stronger financial profile, the combined company will have more flexibility to take advantage of strategic opportunities in the industry. The combined company will have the ability to integrate the technologies of Allscripts and Eclipsys and offer its customers an integrated acute/ambulatory/post-acute electronic health record solution and a broader set of leading capabilities with a total customer base of approximately 1,500 hospitals, 180,000 physician users and 10,000 post-acute providers. These capabilities will further create the opportunity to accelerate the pace of adoption for electronic-prescribing, electronic health records and other health information technology solutions. The Allscripts audit committee and the Allscripts board of directors reviewed with management the increased revenue opportunities into each company s existing customer base along with potential sales to new customers interested in a full service, integrated suite of products. The Allscripts audit committee and the Allscripts board of directors also reviewed the assessment of Oliver Wyman and McKinsey & Company regarding the strategic benefits of the merger.

Synergies. The Allscripts audit committee and the Allscripts board of directors considered that Allscripts management had identified certain estimated cost synergies following completion of the merger, although Allscripts can give no assurance that it can achieve any particular level of cost synergies. The Allscripts audit committee and the Allscripts board of directors have also considered the synergy potential and timing to achieve synergies.

Comparable Business Approach. The Allscripts audit committee and the Allscripts board of directors considered the comparable corporate cultures of the two companies, including their shared commitment to supporting and participating in the competitive electronic health record market.

Impact of the Merger on Customers and Employees. The Allscripts audit committee and the Allscripts board of directors evaluated the expected impact of the merger on Allscripts customers, partners and employees. Specifically, the Allscripts audit committee and the Allscripts board of directors believe the merger will benefit customers and partners by enhancing operations, strengthening reliability and extending connectivity across the continuum of care; and provide more opportunities for employees in a larger, more competitive company.

Stock Prices. The Allscripts audit committee and the Allscripts board of directors considered the current and historic stock prices of Allscripts and Eclipsys, including that the 1.2 Exchange Ratio represented a 19% premium over the closing price of Eclipsys common stock on June 8, 2010.

Financial Considerations and Increased Debt. The Allscripts audit committee and the Allscripts board of directors considered the expected financial impact of the merger on Allscripts. In particular, the Allscripts audit committee and the Allscripts board of directors considered the quantitative analysis of the merger on the combined company s earnings per share prepared by Allscripts management. The Allscripts audit committee and the Allscripts board of directors also considered the historic financial condition, operating results and businesses of Allscripts and Eclipsys, including information with respect to their respective earnings history. In addition, they also considered the impact of the increased debt on Allscripts financial statements, the terms of

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financing this debt and Allscripts ability to repay this debt. The Allscripts board of directors and the Allscripts audit committee further considered the favorable effect of the merger on Allscripts ability to pay down the debt due to increased cash flow. In considering these issues, the Allscripts audit committee and the Allscripts board of directors consulted with management, Blackstone and representatives of William Blair.

Opinion of UBS. The Allscripts audit committee and the Allscripts board of directors considered the opinion of UBS to the board of directors that, as of June 8, 2010 and based upon and subject to the assumptions, qualifications and limitations discussed in such opinion, the Exchange Ratio provided for in the merger was fair, from a financial point of view, to Allscripts. The Allscripts audit committee and the Allscripts board of directors was aware that a large portion of UBS fee is contingent upon the closing of the Merger and that UBS may provide Allscripts with future banking and financial services. The Allscripts audit committee and the Allscripts board of directors concluded that these factors did not materially detract from UBS opinion.

Opinion of William Blair. The Allscripts audit committee and the Allscripts board of directors considered the opinion of William Blair to the Allscripts audit committee and the Allscripts board of directors as of June 8, 2010 and based upon and subject to the assumptions, qualifications and limitations discussed in such opinion as to the fairness, from a financial point of view, to the holders of Allscripts common stock other than Misys and its affiliates of the consideration to be paid by Allscripts in the proposed merger pursuant to the Merger Agreement and in the Share Repurchase and the Contingent Share Repurchase pursuant to the Framework Agreement.

Strategic Alternatives. The Allscripts audit committee and the Allscripts board of directors considered the trends and competitive developments in the industry and possible alternatives available to Allscripts, including the possibility of continuing to operate as a stand-alone entity.

Recommendation of Management. The Allscripts audit committee and the Allscripts board of directors took into account management s recommendation in favor of the merger and the transactions contemplated by the Framework Agreement.

Terms of the Merger Agreement. The Allscripts audit committee and the Allscripts board of directors reviewed the terms of the Merger Agreement, including, among other things, the restrictions on Allscripts interim operations, the conditions to each party s obligation to complete the merger, the instances in which each party is permitted to terminate the Merger Agreement and the related termination fees payable by each party in the event of termination of the Merger Agreement under specified circumstances, the provisions relating to the composition of the Allscripts board of directors and related corporate governance and management matters and the terms of the Allscripts certificate of incorporation and by-laws that will be in effect at the closing of the merger. The Allscripts audit committee and the Allscripts board of directors also considered the course of negotiations of the Merger Agreement.

Management Arrangements. The Allscripts audit committee and the Allscripts board of directors reviewed the employment agreement for Philip M. Pead and the Incentive Retention Plan for certain executive officers and other employees of Allscripts and Eclipsys adopted in connection with the execution of the Merger Agreement.

Due Diligence. The Allscripts audit committee and the Allscripts board of directors considered the scope of the due diligence investigation of Eclipsys that Allscripts management and outside advisors conducted and evaluated the results thereof.

Likelihood of Completion of the Merger. The Allscripts audit committee and the Allscripts board of directors considered the likelihood that the merger will be completed on a timely basis, including the likelihood that all closing conditions with respect to the merger and the transactions contemplated by the Framework Agreement will be satisfied on a timely basis.

Governance. The Allscripts audit committee and the Allscripts board of directors also considered the corporate governance provisions, including the revised corporate governance arrangements under the Framework

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Agreement providing for, among other things, significantly decreased Misys representation on Allscripts board of directors and, after taking into account Eclipsys ability to nominate three directors, two of whom will be independent, to the Allscripts board of directors upon consummation of the merger, that a majority of the directors represented on the Allscripts board of directors will be independent following the merger.

The Allscripts audit committee and the Allscripts board of directors also considered the potential risks of the merger, including the following:

Timing for Closing. The Allscripts audit committee and the Allscripts board of directors considered the significant time between announcement and closing and the need for each party to obtain the approval of its stockholders.

Restrictions on Interim Operations. The Allscripts audit committee and the Allscripts board of directors considered the provisions of the Merger Agreement placing restrictions on Allscripts operations until completion of the merger.

Diversion of Management. The Allscripts audit committee and the Allscripts board of directors considered the possible diversion of management resulting from the substantial time and effort necessary to complete the merger and integrate the operations of Allscripts and Eclipsys following completion of the merger.

Integration. The Allscripts audit committee and the Allscripts board of directors evaluated the challenges inherent in the combination of two business enterprises of the size and scope of Allscripts and Eclipsys, including the possibility of not achieving the anticipated cost synergies and other benefits sought to be obtained from the merger or not achieving the anticipated benefits of integrating the technologies of the two businesses.

Termination Fee. The Allscripts audit committee and the Allscripts board of directors considered the requirement that Allscripts pay Eclipsys under certain circumstances a termination fee if the Merger Agreement is terminated (including if the Framework Agreement is terminated and the transactions contemplated thereby are not consummated, the Allscripts stockholder approval is not obtained or the Allscripts board of directors or Misys board of directors changes their respective recommendations with respect to the transactions) and, in certain limited circumstances, the requirement that Allscripts pay Eclipsys documented fees and expenses up to $5 million (which are credited against the payment of any termination fee).

The Allscripts audit committee and the Allscripts board of directors believe that, overall, the potential benefits of the merger to Allscripts and its stockholders outweighed the potential risks.

Factors Considered Relating to the Coniston Transactions

In the course of reaching their determination, the Allscripts audit committee and the Allscripts board of directors considered a variety of factors and potential benefits of the Framework Agreement, including the following material factors, among others.

Strategic Considerations. The Allscripts audit committee and the Allscripts board of directors considered the current opportunities that exist in the health care information technology sector and believed that completion of the transactions in the Framework Agreement increases Allscripts flexibility to take advantage of those opportunities. The Allscripts audit committee and the Allscripts board of directors considered the unique condition of the sector, where customers are making significant electronic health record buying decisions and are expressing a preference for integrated solutions. The availability of stimulus money from the federal government will further influence buying decisions of customers. These trends may create consolidation opportunities for the sector. The Allscripts audit committee and the Allscripts board of directors further believed that Allscripts is well-positioned through its leading ambulatory offerings and its electronic health record/systems franchise to bolster its offerings through strategic initiatives. Misys current ownership position significantly limits Allscripts ability to use stock in connection with acquisitions or other material strategic transactions. This limitation decreases Allscripts flexibility to take advantage of opportunities to increase stockholder value. The Allscripts audit committee and the Allscripts board of directors discussed these issues with management, Blackstone and representatives of William Blair.

Current Ownership Structure. The Allscripts audit committee and the Allscripts board of directors considered Misys reluctance to dilute its approximately 55% ownership position in Allscripts outstanding shares. They also considered Misys policy of maintaining its listing on the London Stock Exchange. The listing rules of the exchange effectively require Misys to have an ownership interest of 50% or more of Allscripts outstanding shares to continue listing Misys shares on the London Stock Exchange. As a result, Misys s current ownership position significantly limits Allscripts ability to use stock in connection with acquisitions or other material strategic transactions.

Significantly Decreased Misys Ownership. The Allscripts audit committee and the Allscripts board of directors evaluated Misys s significantly decreased ownership in Allscripts after completing the transactions in the Framework Agreement and the merger. Specifically, upon completion of the Coniston Transactions and in the event Misys elects to exercise its right to require Allscripts to repurchase approximately 5.3 million Allscripts shares that Misys and its subsidiaries own after the closing of the merger, Misys would then own approximately 8% of the outstanding shares of Allscripts common stock.

Decreased Misys Board Representation and Revised Corporate Governance. The Allscripts audit committee and the Allscripts board of directors considered the corporate governance arrangements under the Framework Agreement providing for significantly decreased Misys representation on Allscripts board of directors. Currently, under the present corporate governance arrangements, Misys is entitled to nominate six directors to the ten-person Allscripts board of directors, including the Executive Chairman of the Allscripts board of directors. The remaining current members of the Allscripts board of directors are three independent directors and the Chief Executive Officer. Upon completion of the Coniston Transactions, Misys would no longer control the Allscripts board of directors but would have the ability to nominate up to two directors. So long as Misys retains the right to nominate two directors, one of these directors may serve on the Allscripts nominating committee. If Misys ownership falls below 15.5 million shares, then Misys would be entitled to nominate only one director. If Misys s ownership falls below 5% of Allscripts outstanding shares, then Misys would not have the ability to nominate any directors to the Allscripts board of directors. The Framework Agreement also provides for a customary standstill agreement limiting Misys ownership percentage to the lesser of 17% of Allscripts outstanding shares or 2% above Misys s ownership at the time of the consummation of the transactions contemplated by the Framework Agreement and the consummation of the merger, respectively, unless otherwise approved by the Allscripts audit committee.

Increased Ability to Pursue Strategic Acquisitions. The Allscripts audit committee and the Allscripts board of directors believed that a significantly decreased Misys ownership in Allscripts, decreased Misys representation on the Allscripts board of directors and a revised corporate governance structure would provide Allscripts with greater flexibility in pursuing strategic initiatives including the use of its stock as consideration in acquisitions. In that case the management of Allscripts would only need to receive the approval of the Allscripts board of directors, a majority of whom were independent directors. Also, the management of Allscripts and the Allscripts board of directors would no longer have a controlling stockholder whose point of view and strategy could possibly differ on strategic acquisitions. The Allscripts audit committee and the Allscripts board of directors further took into account the view of Allscripts management that the changed structure may have greater appeal to acquisition candidates and provide further opportunities to create stockholder value.

Additional Benefits of Corporate Structural Changes. The Allscripts audit committee and the Allscripts board of directors considered additional benefits of a changed structure. The current corporate structure as described in the previous factors increasingly limited the ability of Allscripts senior management to initiate and complete strategic acquisitions and opportunities. This limitation strained the relationship between senior management and Misys, as the controlling stockholder. As noted above, the Framework Agreement allows the Allscripts more opportunities to create potential value such as the merger. It also allows Allscripts and Misys to separate on an amicable basis without the need to resolve these limitations in a manner that could affect the value of Allscripts. With the corporate structural changes, Allscripts board of directors would have a majority of independent directors that could exercise its judgment on the strategic direction of Allscripts. The Allscripts audit committee and the Allscripts board of directors also considered the impact of the corporate structural changes on eliminating the possibility of potential management perspectives different from those of Misys, minimizing potential conflicts with a controlling stockholder and reducing costs associated with the current Misys relationship.

Possibility of Merger Not Occurring. The Allscripts audit committee and the Allscripts board of directors also considered the possibility that the transactions under the Framework Agreement would close but the merger would not occur.

Stock Price. The Allscripts audit committee and the Allscripts board of directors considered the current and historical stock prices for Allscripts. They believed that Allscripts market valuation reflects expectations for and confidence in Allscripts management and its business model to capitalize on opportunities in Allscripts sector. They further believed that the Framework Agreement provided an increased flexibility to meet those expectations.

Allscripts No Longer Misys Subsidiary. The Allscripts board of directors and the Allscripts audit committee considered the effects of Allscripts no longer trading as a subsidiary of Misys. Allscripts and Misys completed transactions in October 2008 in which Misys became the majority owner of Allscripts outstanding stock. Trading strategies of investors in Misys, as the majority stockholder of Allscripts, as well as investor reaction to corporate developments of Misys may affect the stock price of Allscripts. If Misys holds a significantly reduced stock ownership position in Allscripts, then the Allscripts board of directors and the Allscripts audit committee believe that over the longer term, the effect of such trading strategies and investor reactions may decline.

Financial Considerations and Increased Debt. The Allscripts audit committee and the Allscripts board of directors considered the expected financial impact upon completion of the transactions under the Framework Agreement, including the increased debt on Allscripts financial statements. They also considered the terms of financing this debt and Allscripts ability to repay this debt. The Allscripts audit committee and the Allscripts board of directors further considered the favorable effect of the merger on Allscripts ability to pay down the debt due to increased cash flow. In considering these issues the Allscripts audit committee and the Allscripts board of directors consulted with management, Blackstone and representatives of William Blair.

Opinion of Blackstone. The Allscripts audit committee and the Allscripts board of directors considered the financial presentation of Blackstone and its opinion to the Allscripts audit committee and the Allscripts board of directors that, as of June 8, 2010 and based upon and subject to the assumptions, qualifications and limitations discussed in such opinion, the consideration that Allscripts would pay to repurchase its shares of common stock that Misys and its subsidiaries own pursuant to the Framework Agreement was fair, from a financial point of view, to the minority stockholders of Allscripts. The Allscripts audit committee and the Allscripts board of directors were aware that a large portion of Blackstone s fee is contingent upon the closing of a transaction that results in Misys owning less than 50% of the outstanding shares of Allscripts common stock. They concluded that this factor did not materially detract from Blackstone s opinion.

Opinion of William Blair. The Allscripts audit committee and the Allscripts board of directors considered the opinion of William Blair to the Allscripts audit committee and the Allscripts board of directors as of June 8, 2010 and based upon and subject to the assumptions, qualifications and limitations discussed in such opinion, as to the fairness, from a financial point of view, to the holders of Allscripts common stock other than Misys and its affiliates of the consideration to be paid by Allscripts in the Share Repurchase pursuant to the Framework Agreement.

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Premium Payment. The Allscripts audit committee and board of directors considered that Allscripts (i) initial repurchase of 24.4 million of its shares from Misys for $577.4 million included a premium of $117.4 million and (ii) contingent repurchase of 5.3 million of its shares from Misys for $101.6 million included a premium of $1.6 million. The $117.4 million and $1.6 million premiums, aggregating to a total premium of $119 million to Misys, were calculated relative to the 10-trading day volume weighted average price for shares of Allscripts stock as of June 8, 2010, which was $18.82 per share. The Allscripts audit committee and board of directors also considered that, calculated relative to the one-day pre-announcement closing market price of $18.42 per share, the total premium to Misys was $130.9 million. They also took into account the consideration Misys paid in 2008 in acquiring 56.8% of Allscripts issued and outstanding common stock and other factors referenced in this section. The Allscripts audit committee and board of directors recognized that the total premium to Misys measured relative to both Allscripts shares 10-trading day volume weighted average price and one-day pre-announcement closing market price falls within the range of premium payments observed in each of the four precedent transaction samples that Blackstone and William Blair identified.

Strategic Alternatives. The Allscripts audit committee and the Allscripts board of directors considered the trends and competitive developments in the industry and the range of possible alternatives available to Allscripts, including the possibility of continuing to operate with Misys as a majority stockholder.

Recommendation of Management. The Allscripts audit committee and the Allscripts board of directors took into account management s recommendation in favor of the transactions contemplated by the Framework Agreement.

Terms of the Framework Agreement. The Allscripts audit committee and the Allscripts board of directors reviewed the terms of the Framework Agreement, including, among other things, the conditions to each party s obligation to complete the transactions contemplated by the Framework Agreement and the instances in which each party is permitted to terminate the Framework Agreement. The Allscripts audit committee and the Allscripts board of directors recognized that, in order for Misys to be willing to proceed with the transactions contemplated by the Framework Agreement, there would not be a condition requiring approval of the transactions by a majority of Allscripts minority stockholders and Misys would require that Allscripts acquire Misys U.S. holding company. The Allscripts audit committee and the Allscripts board of directors recognized that Misys requirement that Allscripts acquire Misys U.S. holding company would subject Allscripts to significant contingent tax liabilities, and took into consideration the provisions of the Framework Agreement requiring Misys to indemnify Allscripts for these liabilities and to provide bank guarantees to support this indemnification obligation. The Allscripts audit committee and the Allscripts board of directors also took into consideration the tax opinion delivered to Allscripts by KPMG LLP, its tax advisor, concluding, among other things, that, based on relevant representations and assumptions, the transactions contemplated by the Framework Agreement will not result in the recognition of the built-in gain inherent in the Allscripts stock held by Newco. The Allscripts audit committee and the Allscripts board of directors also considered the course of negotiations of the Framework Agreement.

Diversion of Management. The Allscripts audit committee and the Allscripts board of directors considered the possible diversion of management resulting from the substantial time and effort necessary to complete the transactions contemplated by the Framework Agreement.

The Allscripts audit committee and the Allscripts board of directors also considered a variety of factors, including those discussed below, relating to the procedural safeguards involved in the negotiation of the Framework Agreement.

Procedural Considerations. The Allscripts audit committee consists solely of independent directors, who are directors that are not officers, employees or affiliated in any way with Misys. The Allscripts audit committee and the Allscripts board of directors considered that Allscripts constituent documents require that the audit committee approve the transactions contemplated by the Framework Agreement, as well as the approval of the full board of directors. The Allscripts audit committee and the Allscripts board of directors also considered that in view of Misys s ownership of a majority of Allscripts outstanding shares of common stock, Misys could decline entering into any agreement to change Allscripts capital and governance structure.

Background of the Negotiations. The Allscripts audit committee and the Allscripts board of directors considered the background of the negotiations. The Allscripts audit committee and the Allscripts board of directors believed that the extensive negotiations involving the audit committee and Misys, and the active and direct role of the members of the audit committee in guiding the negotiations with respect to the proposed transactions, resulted in an arm s length process with respect to the terms of the Framework Agreement. Prior to signing the Framework Agreement, the Allscripts audit committee had 28 meetings and the board of directors had 10 meetings and had numerous informal conversations regarding these transactions and the merger.

The foregoing discussion of the factors considered by the Allscripts audit committee and the Allscripts board of directors is not intended to be exhaustive, but rather includes material factors considered. The Allscripts audit committee, in reaching its decision to recommend that the Allscripts board of directors approve the Merger Agreement, and the Allscripts board of directors, in reaching its decision to approve the Merger Agreement, did not quantify or assign any relative weights to the factors considered, and individual directors may have given different weights to different factors. The Allscripts audit committee and the Allscripts board of directors each considered these factors as a whole, including discussions with, and questioning of, Allscripts management, and their respective financial and legal advisors, and overall considered the factors to be favorable to, and to support, their respective determinations.

Recommendation of the Eclipsys Board of Directors and its Reasons for the Merger

The Eclipsys board of directors has approved the merger, the Merger Agreement and the other transactions contemplated by the Merger Agreement, and has declared the merger, the Merger Agreement and the other transactions contemplated by the Merger Agreement advisable and in the best interests of Eclipsys and its stockholders. The Eclipsys board of directors recommends that you vote FOR the adoption of the Merger Agreement, and FOR the proposal to adjourn the Eclipsys special meeting, if necessary.

In the course of reaching their determination, the Eclipsys board of directors considered a variety of factors and potential benefits of the Merger Agreement, including the following material factors, among others.

Strategic Considerations and Addressing Challenges and Opportunities in the Market:

The Eclipsys board of directors believes that market factors have caused clients to accelerate health information technology purchasing decisions that will help shape the market landscape for years to come. These factors include increased competitiveness among hospitals, closer affiliations between hospitals and referring physicians, evolving healthcare industry dynamics such as payor reimbursement rates and requirements, regulatory and certification mandates, federal funding provided by HITECH passed as part of the American Recovery and Reinvestment Act (ARRA), technological advances and the increasing use and capabilities of health information technology, and the anticipated relaxation of The Ethics in Patient Referrals Act (Stark Law). These factors have driven a growing convergence of the acute and ambulatory markets, which have historically been largely distinct but are now quickly consolidating. This consolidation has caused Eclipsys current and prospective clients to focus on seeking broad, functionally integrated single-platform solutions that include market-leading acute care and ambulatory elements.

In addition, various factors including increased market competition among health information technology providers, accelerating technological evolution, greater utilization of health information technology and demands for integration across a growing healthcare spectrum, more challenging regulatory requirements, economic conditions, and investor expectations have combined to result in a more complex and challenging business environment that the Eclipsys board believes can better be managed with greater financial and operational scale.

In evaluating how to adapt to these market factors, the Eclipsys board of directors has considered possible alternatives available to Eclipsys, including the acquisition of one or more companies to pursue various objectives and the increased scale and acceleration of development of Eclipsys integrated acute and ambulatory offering, as well as various other internal development initiatives to address market developments including the convergence of the acute and ambulatory markets, investments from outside sources, and combinations with companies looking to enter the health information technology market. The board believes that the merger will confer various strategic, operational and financial benefits that will likely enable the combined company to address challenges and capitalize upon opportunities more quickly and effectively than Eclipsys alone, and will result in better long-term value prospects for Eclipsys stockholders than other available alternative strategic courses of action. In reaching this conclusion, the Eclipsys board of directors formed the following views:

Scale and Scope. The merger could quickly result in a combined company with significantly greater diversification, scale and scope in the industry than Eclipsys alone, which will enable Eclipsys to increase its addressable market faster than by continuing to build its own capabilities. The combined company will have the ability to integrate the market-leading technologies of Eclipsys and Allscripts and offer its customers an integrated acute/ambulatory/post-acute electronic health record solution and a broader set of leading capabilities with a total customer base of approximately 1,500 hospitals, 180,000 physician users and 10,000 post-acute providers.

Meeting Market Demands. The merger provides the combined company with the ability to join the Allscripts and Eclipsys market-leading acute and ambulatory offerings into a functionally integrated solution that should be compelling to the market. Eclipsys will be able to make this functionally integrated solution available in the market more quickly and efficiently, with more predictable results and at lower costs to clients through the merger than could be accomplished through other available alternative strategic courses of action. Both companies utilize the Microsoft .Net platform (a more modern and flexible platform than alternatives), have experience integrating their respective solutions at various clients already, and share common development and architectural approaches and philosophies. In addition, the market perceives Eclipsys as strong in the acute arena and Allscripts as strong in the ambulatory arena, which will enable the combined company to take advantage of those market perceptions, rather than trying to remake them to suit alternative strategies. Eclipsys plan to meet market demand through the enhancement and marketing of its own ambulatory capabilities is likely to face obstacles such as the costs and challenges of introducing new solutions, the time associated with new development relative to the immediacy of customer purchasing decisions, and market perceptions, and these obstacles can be avoided by combining with Allscripts to take advantage of its expertise, capabilities, reputation and platform in the ambulatory market. For all of these reasons, the merger should give the combined company, with its market leading integrated acute care and ambulatory functionality, the best opportunity to take advantage of current market dynamics to increase market share and position the business favorably for the next several years.

Cost and Revenue Synergies. The combined company will be able to achieve cost synergies through elimination of redundant expenses and leveraging common resources, so as to increase efficiency and operating margins. In addition, the combined company will have increased revenue opportunities from cross selling into each company s existing customer base along with potential sales to new customers interested in a full service, integrated suite of products.

Impact of the Merger on Customers and Employees. The merger will benefit customers by enhancing operations, strengthening reliability and extending connectivity across the continuum of care. The merger will also provide more opportunities for employees in a larger, more competitive company, which will help with recruiting and retention in an increasingly competitive environment.

American Recovery and Reinvestment Act. The combined company will be better positioned to help clients leverage more effectively the federal funding for hospital and physician adoption of Electronic Health Records that is provided by the American Recovery and Reinvestment Act.

Management Arrangements. The combined company will have a rich base of talented and experienced employees in key positions and will be able to draw upon the combined experience of two strong senior management teams, as described in the section entitled The Merger Agreement Management and Board of Directors of Allscripts After the Merger beginning on page 180. Mr. Tullman will continue as Chief Executive Officer of the combined company, Mr. Pead will serve as the Chairman of the board of directors of the combined company, Messrs. Fife and Kangas, who currently serve as members of the board of directors of Eclipsys, will serve on the board of directors of the combined company, and members of the senior management team of Eclipsys will serve as members of the combined company s executive team. This continuity of Eclipsys management will help the combined company with integration and client retention and service, and will facilitate achievement of the anticipated benefits of the merger.

Retained Equity Interest. The fact that the merger consideration consists of Allscripts common stock will permit the Eclipsys stockholders to retain an equity interest in the combined company with the opportunity to share in its future growth.

Stock Trading Considerations. The increased size and market capitalization of the combined company should provide greater stockholder liquidity, make the combined company an attractive investment for a broader range of potential investors, and improve analyst coverage, all of which should help increase stockholder value.

Financial Considerations. The combined company will have a solid financial profile, with greater revenue and cash flow generating capabilities and a stronger capital structure, making the combined company better able to take advantage of strategic opportunities.

Innovation. Innovation is a driver of competitive differentiation in the evolving health information technology market. The advantages of the combined company, including increased scale, access to each company s technology, development resources, and client support, and meaningful participation at each point in the health information technology spectrum, will all contribute to the combined company s innovative capabilities and ability to influence the market and accelerate the pace of adoption for electronic-prescribing, electronic health records and other health information technology solutions.

Terms of Merger Agreement and Related Transactions:

In forming the views described above, the Eclipsys board of directors considered various additional factors, including, among others, the following:

Terms of the Merger Agreement. The Eclipsys board of directors reviewed the terms of the Merger Agreement, including the restrictions on Eclipsys interim operations, the conditions to each party s obligation to complete the merger, the instances in which each party is permitted to terminate the Merger Agreement and the related termination expenses and termination fees payable by each party in the event of termination of the Merger Agreement under specified circumstances. The Eclipsys board of directors also considered the course of negotiations of the Merger Agreement.

Stock Premium. The Eclipsys board of directors evaluated the premium to Eclipsys stockholders implied by the 1.2 Exchange Ratio and the fact that the Exchange Ratio is fixed and will not change based upon any changes in the market price of Allscripts or Eclipsys common stock between the date of the Merger Agreement and the date of the consummation of the merger.

Tax-Free Reorganization. The Eclipsys board of directors considered the intention that the merger will be considered a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986.

Coniston Transactions. The Eclipsys board of directors considered the terms of the agreements relating to the Coniston Transactions, including the commitments by Allscripts and Misys, subject to the terms and conditions of those agreements, to complete the Coniston Transactions, the terms of the restructuring to be completed by Allscripts and Misys in connection with the completion of the Coniston Transactions, and the terms of the relationship between Allscripts and Misys following the completion of the Coniston Transactions, including the board representation rights of Misys and the standstill and noncompete covenants by Misys in favor of Allscripts. The Eclipsys board of directors also considered the fact that, under certain circumstances, Allscripts will be obligated to pay Eclipsys a termination fee if the Coniston Transactions are not completed.

Misys and Allscripts Recommendations. The Eclipsys board of directors considered the recommendation of the Misys board of directors that the Misys stockholders approve the Coniston Transactions at the Misys special meeting, and the recommendation of the Allscripts audit committee and the Allscripts board of directors that the Allscripts stockholders approve the issuance of shares of Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement at the Allscripts special meeting.

Misys Voting Agreement. The Eclipsys board of directors considered the fact that the agreement of Misys and its subsidiaries to vote 15.5 million of their shares of Allscripts common stock in favor of the issuance of shares of Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement, which represented approximately 10.6% of the outstanding shares of Allscripts common stock as of June 7, 2010, will increase the likelihood that the stockholders of Allscripts will approve the issuance of shares of Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement at the Allscripts stockholders meeting, and the fact that, under certain circumstances, Allscripts will be obligated to pay Eclipsys a termination fee if the Allscripts stockholders do not approve the issuance of shares of Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement at the Allscripts stockholders meeting.

ValueAct Voting Agreement. The Eclipsys board of directors considered the fact that the agreement of ValueAct to vote its shares of Misys stock, which represented approximately 25.7% of the outstanding shares of stock of Misys as of June 9, 2010, in favor of the Coniston Transactions, will increase the likelihood that the stockholders of Misys will approve the Coniston Transactions at the Misys shareholders meeting, and the fact that, under certain circumstances, Allscripts will be obligated to pay Eclipsys a termination fee if the Misys stockholders do not approve the Coniston Transactions.

Director Voting Undertakings. The Eclipsys board of directors considered the fact that the voting agreements executed by certain directors of Eclipsys in which the directors agreed to vote their shares of Eclipsys common stock to adopt the Merger Agreement at the Eclipsys stockholders meeting will increase the likelihood that the stockholders of Eclipsys will approve the merger at the Eclipsys stockholders meeting. The Eclipsys board of directors also considered the fact that the voting agreements executed by certain directors of Allscripts in which the directors agreed to vote their shares of Allscripts common stock in favor of the issuance of shares of Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement at the Allscripts stockholders meeting will increase the likelihood that the stockholders of Allscripts will approve the issuance of shares of Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement at the Allscripts stockholders meeting.

Due Diligence. The Eclipsys board of directors considered the scope of the due diligence investigation of Allscripts that Eclipsys management and outside advisors conducted, which included both public and non-public information concerning the financial performance, business, condition, prospects and operations of each of Allscripts and Eclipsys, and evaluated the results thereof.

Background of the Negotiations. The Eclipsys board of directors considered the background of the negotiations related to the merger and related transactions. The Eclipsys board of directors believed that the extensive negotiations involving the Eclipsys board of directors and the Allscripts board of directors and the Allscripts audit committee and the Misys board of directors, and the active and direct role of the members of the Eclipsys board of directors in guiding the negotiations with respect to the proposed merger, resulted in an arm s length process with respect to the terms of the Merger Agreement. Prior to signing the Merger Agreement, the

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Eclipsys board of directors had at least 25 meetings and had numerous informal conversations regarding the merger.

Debt Commitment. The Eclipsys board of directors, with the assistance of its advisors, considered the terms of the Debt Commitment Letter issued by JPMCB, J.P. Morgan Securities Inc., Barclays Bank PLC, Barclays Capital, UBS Securities LLC and UBS Loan Finance LLC to provide the Debt Financing to Allscripts to fund the Share Repurchase and the Contingent Repurchase and to provide working capital for the combined company and the fact that, under certain circumstances, Allscripts will be obligated to pay Eclipsys a termination fee of approximately $17.7 million under certain circumstances if the Coniston Transactions fail to occur, including because the Debt Financing is not completed.

Allscripts Termination Fee and Transaction Expense Reimbursement. The Eclipsys board of directors considered the circumstances under which Allscripts will be obligated to reimburse Eclipsys for its transaction expenses up to $5 million or to pay Eclipsys a termination fee of approximately $17.7 million upon termination of the Merger Agreement and that the termination fee will be $40 million if the Merger Agreement is terminated after the closing of the Coniston Transactions.

Eclipsys Termination Fee and Transaction Expense Reimbursement. The Eclipsys board of directors considered the circumstances under which Eclipsys will be obligated to reimburse Allscripts for its transaction expenses up to $5 million or to pay Allscripts a termination fee of approximately $17.7 million upon termination of the Merger Agreement and that the termination fee will be $40 million if the Merger Agreement is terminated after the closing of the Coniston Transactions, and the view of the Eclipsys board of directors that these provisions should not preclude bona fide alternative proposals from third parties involving Eclipsys.

Additional Monetary Damages. The Eclipsys board of directors considered the right of Eclipsys to elect either to accept a termination fee or seek monetary damages for Eclipsys as a result of a willful breach of the Merger Agreement, the Framework Agreement or the Misys Voting Agreement if the Merger Agreement is terminated before the Coniston Transactions are completed. The Eclipsys board of directors also considered the right of Eclipsys both to accept a termination fee and retain the right to seek monetary damages as a result of a willful breach of the Merger Agreement, the Framework Agreement or the Misys Voting Agreement if the Merger Agreement is terminated after the Coniston Transactions are completed.

Material Adverse Effect. The Eclipsys board of directors considered the fact that certain events and circumstances described under The Merger Agreement Definition of Eclipsys Material Adverse Effect beginning on page 171 will be excluded in the determination of whether or not a material adverse effect with respect to Eclipsys has occurred that could cause a termination of the Merger Agreement. The Eclipsys board of directors also considered that the absence of a material adverse effect with respect to Allscripts is a condition to the merger.

Recommendation of Management. The Eclipsys board of directors took into account the positive recommendation of Eclipsys senior management with respect to the merger.

Opinion of Perella Weinberg. The Eclipsys board of directors considered the oral opinion, subsequently confirmed in writing, rendered by Perella Weinberg to the board of directors of Eclipsys that, on June 8, 2010 and based upon and subject to the various assumptions made, procedures followed, matters considered and qualifications and limitations set forth in such opinion, the exchange ratio of 1.2 shares of Allscripts common stock to be received in respect of each share of Eclipsys common stock in the merger was fair, from a financial point of view, to the holders of Eclipsys common stock, other than Allscripts and its affiliates. The Eclipsys board of directors was aware that a significant portion of Perella Weinberg s fee is contingent upon the consummation of the merger and concluded that this fact did not materially detract from its reliance upon Perella Weinberg s opinion.

The Eclipsys board of directors weighed these advantages and opportunities against a number of other factors identified in its deliberations weighing negatively against the merger, including:

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Stockholder Approval for the Merger. The Eclipsys board of directors considered the fact that the merger is subject to the approval of the stockholders of Eclipsys and that the issuance of shares of Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement is subject to the approval of the stockholders of Allscripts.

Timing and Conditions for Closing. The Eclipsys board of directors considered the significant time between announcement and closing of the merger and the potential impact of the length of this period of time on Eclipsys business.

Stockholder Approval for the Coniston Transactions. The Eclipsys board of directors considered the fact that the Coniston Transactions are subject to the approval of the stockholders of Misys.

Coniston Transactions. The Eclipsys board of directors considered that the merger is subject to the completion of the Coniston Transactions, including the Share Repurchase and the Secondary Offering, that the completion of the Coniston Transactions is subject to closing conditions the satisfaction of which are outside the control of Eclipsys, and that the completion of the Coniston Transactions is not assured, and as a result, the merger may not be completed.

Debt Financing. The Eclipsys board of directors considered that the Share Repurchase is subject to completion of the Debt Financing, that the completion of the Debt Financing is subject to closing conditions the satisfaction of which are outside the control of Eclipsys, and that the completion of the Share Repurchase is not assured, and as a result, the merger may not be completed.

Secondary Offering Floor Price. The Eclipsys board of directors considered that the Secondary Offering is subject to the sale by Misys and its subsidiaries of the required number of shares of Allscripts common stock at a price to the public of not less than $16.50 per share and that if such number of shares of Allscripts common stock cannot be sold at a price to the public at or above the floor price, the merger may not be completed. The Eclipsys board of directors also considered the fact that the timing of the launch of the Secondary Offering could be affected by market conditions and market disruptions and by decisions to delay the launch of the Secondary Offering due to pending earnings announcements or concerns about potential fluctuations in the Allscripts stock price during the offering period.

Eclipsys Material Adverse Effect. The Eclipsys board of directors considered that the absence of a material adverse effect with respect to Eclipsys is a condition to the merger.

Customers and Material Adverse Effect. The Eclipsys board of directors evaluated the fact that customers of Eclipsys may elect to acquire services and products from another provider as a result of the proposed merger and that, subject to certain exceptions, the loss of customers may be taken into account in determining whether or not a material adverse effect has occurred with respect to Eclipsys.

Change of the Recommendation of the Allscripts Board of Directors. The Eclipsys board of directors considered that the Allscripts board of directors may change or withdraw its recommendation in favor of the issuance of shares of Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement if there is an unsolicited acquisition proposal for Allscripts that the Allscripts board of directors considers to be superior to the merger or if the Allscripts board of directors determines that, because of the existence of certain intervening events, the Allscripts board of directors is required by its fiduciary duties to change or withdraw its recommendation to the Allscripts stockholders to approve the issuance of shares of Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement and that any change or withdrawal in the recommendation of the Allscripts board of directors may make it less likely that the Allscripts stockholders will approve the issuance of shares of Allscripts common stock to Eclipsys stockholders pursuant to the Merger Agreement at the Allscripts special meeting.

Change of Recommendation of the Misys Board of Directors. The Eclipsys board of directors considered that the Misys board of directors may change or withdraw its recommendation to the Misys shareholders to approve the Coniston Transactions if there is an unsolicited acquisition proposal for Allscripts that the Misys board of directors considers to be superior to the Coniston Transactions or if the Misys board of directors determines that, because of the existence of certain intervening events, the Misys board of directors is required by its fiduciary duties to change or withdraw its recommendation to the Misys shareholders to approve the Coniston Transactions. The Eclipsys board of directors also considered the fact that if the Misys board of directors change or withdraw such recommendation, ValueAct s obligation under its voting agreement to vote its shares of stock of Misys in favor of the Coniston Transactions will terminate.

Limit on Reimbursement of Transaction Expenses. The Eclipsys board of directors considered the fact that, if the Merger Agreement is terminated prior to the closing of the Coniston Transactions under circumstances requiring that Allscripts reimburse Eclipsys for its transaction expenses, then the reimbursement of Eclipsys transaction expenses by Allscripts is capped at $5 million.

Limit on Termination Fee under Certain Circumstances. The Eclipsys board of directors considered the fact that, if the Merger Agreement is terminated prior to the closing of the Coniston Transactions under circumstances requiring that Allscripts pay a termination fee to Eclipsys, then the termination fee is limited by London Stock Exchange rules to approximately $17.7 million and the effect that this termination fee may have on the interest of third parties in making an unsolicited proposal to acquire Allscripts prior to the Allscripts special meeting.

Limit on Additional Monetary Damages under Certain Circumstances. The Eclipsys board of directors considered the fact that, if the Merger Agreement is terminated prior to the closing of the Coniston Transactions under circumstances requiring that Allscripts pay a termination fee to Eclipsys and Eclipsys accepts a termination fee from Allscripts, then Eclipsys will lose its right to make a claim for monetary damages to Eclipsys resulting from a willful breach of the Merger Agreement, the Framework Agreement or the Misys Voting Agreement.

Difficulty of Integration. The Eclipsys board of directors evaluated the challenges inherent in the combination of two businesses of the size and scope of Allscripts and Eclipsys and the size of the companies relative to each other, including the risk that integration costs may be greater than anticipated and the possible diversion of management attention for an extended period of time.

Realization of Synergies. The Eclipsys board of directors evaluated the risk of not capturing all the anticipated cost savings and operational synergies between Allscripts and Eclipsys and the risk that other anticipated benefits of the merger might not be realized.

Debt Service. The board of directors of Eclipsys considered the ability of the combined company to meet the covenants and repay the indebtedness in respect of the Debt Financing.

Regulatory Approval. The Eclipsys board of directors considered the fact that the merger is subject to the pre-merger notification requirements of HSR and the risk that the FTC or the DOJ may raise objections to the merger in response to the HSR filings by Allscripts and Eclipsys or impose conditions on the merger or delay the closing of the merger as a result of a request for additional information.

Unanticipated Changes. The Eclipsys board of directors evaluated the risk that changes in the regulatory, competitive or technological landscape may adversely affect the ability of the combined company to achieve the benefits anticipated to result from the merger.

Uncertainty Created by a Fixed Exchange Ratio. The Eclipsys board of directors considered the fact that the 1.2 exchange ratio is fixed and will not fluctuate in the event of changes in the market price of Allscripts common stock or Eclipsys common stock, and Eclipsys stockholders will not know the dollar value of the merger consideration to be received in the merger at the time of the Eclipsys special meeting. The board also considered the fact that the exchange ratio is not collared or otherwise structured to adjust the merger consideration in the event of a decline in the Allscripts stock price prior to the merger closing.

Restrictions on Interim Operations. The Eclipsys board of directors considered the restrictions on the conduct of Eclipsys business prior to completion of the merger, which require that Eclipsys conduct its business only in the ordinary course, subject to specific limitations, and which may delay or prevent Eclipsys from undertaking business opportunities that may arise pending completion of the merger.

Outside Date. The Eclipsys board of directors considered the fact that the Merger Agreement can be terminated by Allscripts if the merger has not been completed by December 16, 2010 and that there are numerous factors that are outside the control of Eclipsys that could affect the ability of Allscripts and Eclipsys to complete the merger by this date.

Impact of Non-Completion. The Eclipsys board of directors evaluated the potential adverse impact on Eclipsys and its business, revenues, expenses, customers, partners, employees and prospects if the merger is not completed.

Interests of Eclipsys Directors and Officers in the Merger. The Eclipsys board of directors considered and evaluated the fact that certain of Eclipsys directors and executive officers have interests in connection with the merger that are different from, or in addition to, the interests of Eclipsys stockholders generally. See the section entitled The Merger Interests of Eclipsys Directors and Executive Officers in the Merger beginning on page 153.

Other Risk Factors. The Eclipsys board of directors considered and evaluated the risks of the type and nature described under the section entitled Risk Factors beginning on page 23, and the matters described under the section entitled Cautionary Statement Regarding Forward-Looking Statements beginning on page 64.

The foregoing discussions of information and factors considered by the Eclipsys board of directors are not intended to be exhaustive but are intended to reflect the material factors considered. In light of the wide variety of factors considered, the Eclipsys directors did not find it practical to, and did not, quantify or otherwise assign relative weight to the specific factors considered, and individual directors may have given differing weights to different factors. The Eclipsys board of directors considered these factors in the aggregate, including discussions with, and questioning of, Eclipsys management, and their respective financial and legal advisors, and overall considered the factors to be net favorable to, and to support, their respective determinations.

Opinion of Blackstone, Financial Advisor to the Allscripts Audit Committee

Pursuant to an engagement letter dated November 15, 2009, the Allscripts audit committee retained Blackstone to act as its financial advisor for the purpose of rendering to the Allscripts board of directors and the Allscripts audit committee an opinion as to the fairness, from a financial point of view, to the minority stockholders of Allscripts common stock, which includes all stockholders other than Misys and its direct and indirect subsidiaries, of the aggregate consideration to be paid by Allscripts in the Share Repurchase. At the meeting of the Allscripts board of directors on June 8, 2010, Blackstone rendered its oral opinion, subsequently confirmed in writing, to the Allscripts board of directors and the Allscripts audit committee that, as of that date and based on and subject to various assumptions, matters considered, qualifications and limitations described in the Blackstone opinion, the aggregate consideration to be paid by Allscripts in the Share Repurchase was fair to the minority stockholders of Allscripts from a financial point of view.

The full text of the written opinion of Blackstone, dated June 8, 2010, which sets forth, among other things, the assumptions made, matters considered and limits on the review undertaken by Blackstone in rendering its opinion, is attached as Annex D to this joint proxy statement/prospectus/information statement. Allscripts encourages its stockholders to read the opinion carefully in its entirety. The Blackstone opinion was limited to the fairness, from a financial point of view, to the minority stockholders

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of Allscripts of the aggregate consideration to be paid by Allscripts in the Share Repurchase, and Blackstone expressed no opinion as to the fairness of the Share Repurchase to the holders of any other class of securities, creditors or other constituencies of Allscripts or as to the underlying decision by Allscripts to engage in the Share Repurchase or merger. The Blackstone opinion does not constitute a recommendation to any stockholder as to how such holder should vote with respect to the Share Repurchase, merger or other matter, and should not be relied upon by any stockholder as such. The summary of the Blackstone opinion set forth in this joint proxy statement/prospectus/information statement is qualified in its entirety by reference to the full text of the opinion, which is attached as Annex D to this joint proxy statement/prospectus/information statement.

In arriving at its opinion, Blackstone, among other things:

Reviewed certain publicly available information concerning the business, financial condition, and operations of Allscripts which it believed to be relevant to its inquiry;

Reviewed certain internal information concerning the business, financial condition and operations of Allscripts prepared and furnished to it by the management of Allscripts that it believed to be relevant to its inquiry;

Reviewed certain estimates and forecasts relating to Allscripts prepared and furnished to it by the management of Allscripts;

Discussed the operating and regulatory environment, financial condition, prospects and strategic objectives (including acquisitions as an integral component of Allscripts strategy) of Allscripts, as well as the impact of the Coniston Transactions on such strategic objectives, with members of management and the Allscripts audit committee;

Reviewed factors related to the control of Allscripts by Misys, including Misys s current ownership of approximately 55% of Allscripts equity securities and its ability to nominate six of the Allscripts ten directors;

Compared certain financial information for Allscripts with similar information for certain other publicly traded health information technology companies;

Reviewed the financial terms of certain recent business combinations in the health information technology industry;

Reviewed the historical market prices and trading activity for Allscripts common stock;

Reviewed the financial terms, to the extent publicly available, of certain transactions involving third party acquisitions and recapitalizations with dual-class share structures which it believed to be relevant to its inquiry;

Reviewed an analysis prepared by William Blair, which was not independently verified by Blackstone, with respect to the financial terms, to the extent publicly available, of certain transactions involving other companies stock repurchases and third-party block trades;

Reviewed a draft of the Framework Agreement provided to Blackstone on June 8, 2010;

Reviewed drafts of the Amended and Restated Relationship Agreement, Registration Rights Agreement, and the Misys Voting Agreement; and

Performed such other studies and analyses, and took into account such other matters, as it deemed appropriate.

In preparing its opinion, at the direction of the Allscripts audit committee, Blackstone relied upon the accuracy and completeness of all financial and other information that was available from public sources and all projections and other information provided to it by Allscripts or otherwise discussed with or reviewed by or for Blackstone. In rendering its opinion, Blackstone assumed and relied upon, without independent verification, the accuracy and completeness of all other information examined by or otherwise reviewed or discussed with it for

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purposes of its opinion. The management of Allscripts advised Blackstone and Blackstone assumed that the financial and other projections prepared by Allscripts and the assumptions underlying those projections, including the amounts and the timing of all financial and other performance data, were reasonably prepared in accordance with industry practice and represent management s best estimates and judgments as of the date of their preparation. Blackstone assumed no responsibility for and expressed no opinion as to such analyses or forecasts or the assumptions on which they were based. Blackstone further relied with the consent of the Allscripts audit committee upon the assurances of the management of Allscripts that they were not aware of any facts that would make the information and projections provided by them inaccurate, incomplete or misleading.

Blackstone was not asked to undertake, and Blackstone did not undertake, an independent verification of any information (including the information described in the preceding paragraph), nor was Blackstone furnished with any such verification, and Blackstone did not assume any responsibility or liability for the accuracy or completeness thereof. Blackstone did not perform due diligence on Allscripts physical properties and facilities; sales, marketing, distribution or service organizations; or product markets. Blackstone did not make an independent evaluation or appraisal of the assets or the liabilities (contingent or otherwise) of Allscripts, nor was Blackstone furnished with any such evaluations or appraisals, and Blackstone did not evaluate the solvency of Allscripts under any state or federal laws.

Blackstone s opinion does not reflect any views on the impact that either the public announcement or the completion of the transactions contemplated by the Framework Agreement or the Merger Agreement with Eclipsys referred to below will have on Allscripts, its financial statements, or the trading value of the Allscripts common stock.

The Framework Agreement provides for the simultaneous execution of binding legal agreements and public announcement of a merger with Eclipsys in conjunction with the execution of binding legal agreements and public announcement of the Share Repurchase and other transactions contemplated by the Framework Agreement. The completion of the Share Repurchase is not conditioned on the completion of the merger with Eclipsys. The Allscripts audit committee directed Blackstone to assume for purposes of its opinion that either (i) the merger between Allscripts and Eclipsys is terminated prior to being completed without penalty to Allscripts other than the liability associated with the possibility of a termination fee contemplated by the Merger Agreement or (ii) alternatively, if such merger is completed, such merger is fair to Allscripts and the minority stockholders of Allscripts. Blackstone assumed with the consent of the Allscripts audit committee that the Allscripts board of directors and the Allscripts audit committee will make the determination described in clause (ii) above; Blackstone expressed no opinion as to the fairness of such merger, the Exchange Ratio provided for in such merger or the underlying business decision of Allscripts to engage in such merger.

Blackstone also assumed with the consent of the Allscripts audit committee that the final executed form of the Framework Agreement did not differ in any material respect from the draft provided to Blackstone on June 8, 2010 and the completion of the Coniston Transactions would be effected in accordance with the terms and conditions of the Framework Agreement, without waiver, modification or amendment of any material term, condition or agreement, and that, in the course of obtaining the necessary regulatory or third party consents and approvals (contractual or otherwise) for the Coniston Transactions, no delay, limitation, restriction or condition would be imposed that would have an adverse effect on Allscripts. Blackstone is not a legal, tax or regulatory advisor and relied upon without independent verification the assessment of Allscripts and its legal, tax and regulatory advisors with respect to such matters. In addition, the Allscripts audit committee directed Blackstone to assume for purposes of its opinion that, as a result of certain indemnities from Misys (which indemnities are intended to be supported by certain bank guaranties) provided under the Framework Agreement, Allscripts would not be exposed to any tax liabilities associated with Allscripts acquisition of Newco, a subsidiary of Misys, which subsidiary would be acquired by Allscripts as part of the Coniston Transactions.

In connection with its engagement, Blackstone was not authorized to solicit, and Blackstone did not solicit, interest from any party with respect to an acquisition, business combination or other extraordinary transaction involving Allscripts or its assets. Blackstone did not consider the relative merits of the Coniston Transactions or merger as compared to any other business plan or opportunity that might be available to Allscripts or the effect of any other arrangement in which Allscripts might engage. Blackstone s opinion is limited to the fairness, from a financial point of view, to the minority stockholders of Allscripts of the consideration to be paid in the Share Repurchase, and Blackstone expressed no opinion as to the fairness of the Share Repurchase to the holders of any other class of securities, creditors or other constituencies of Allscripts or as to the underlying decision by Allscripts to engage in the Share Repurchase. Blackstone s opinion does not address any other aspect or implication of the Share Repurchase, the Framework Agreement, or any other agreement or understanding entered into in connection with the transactions or otherwise. Blackstone also expressed no opinion as to the fairness of the amount or nature of any compensation to any of Allscripts officers, directors or employees, or any class of such persons, relative to the compensation paid for the Repurchase Shares. Blackstone s opinion was necessarily based upon economic, market, monetary, regulatory and other conditions as they existed and could be evaluated, and the information made available to Blackstone, as of the date of the opinion. Blackstone did not express any opinion as to the impact of the Coniston Transactions on the solvency or viability of Allscripts or the ability of Allscripts to pay its obligations when they become due; Blackstone noted that the Framework Agreement provided that Allscripts would receive a solvency letter prior to closing the Share Repurchase.

Blackstone s opinion does not constitute a recommendation to any stockholder as to how such holder should vote with respect to any matter and should not be relied upon by any stockholder as such. Blackstone assumed no responsibility for updating or revising its opinion based on circumstances or events occurring after the date of its opinion letter. Blackstone s opinion was approved by a fairness committee of the firm in accordance with established procedures.

As a part of its investment banking business, Blackstone and its affiliates are continually engaged in the valuation of businesses and their securities in connection with mergers and acquisitions, investments for passive and control purposes, negotiated underwritings, secondary distributions of listed and unlisted securities, private placements and valuations for estate, corporate and other purposes. Blackstone was selected as a financial advisor to the Allscripts audit committee with respect to the Share Repurchase on the basis of Blackstone s experience and its familiarity with Allscripts and the industry in which Allscripts operates.

Pursuant to the engagement letter dated November 15, 2009, Allscripts has agreed to pay Blackstone a fee for its services in the amount of $5,250,000, of which $250,000 was paid on the date of execution of the engagement letter, $2,000,000 was paid upon delivery of the Blackstone opinion and the balance of which is payable contingent upon completion of the Share Repurchase. In addition, Allscripts agreed to reimburse Blackstone for out-of-pocket expenses and to indemnify Blackstone for certain liabilities arising out of the performance of such services (including the rendering of its opinion). In the ordinary course of Blackstone s and its affiliates businesses, Blackstone and its affiliates may actively trade or hold the securities of Allscripts or Misys or any of their respective affiliates for Blackstone s or Misys s or Allscripts account or for others and, accordingly, may at any time hold a long or short position in such securities.

Transaction Overview

The Share Repurchase provides for, among other things, the acquisition by Allscripts of 24,442,083 shares of its common stock, par value $0.01 per share, held by indirect, wholly-owned subsidiaries of Misys, for aggregate cash consideration of $577.4 million, equating to a price per Allscripts share of $23.62. The consideration includes a payment in the amount of $4.80 per Allscripts share ($117.4 million in aggregate) for the agreement by Misys to cede control of Allscripts and a payment of $18.82 per share to purchase the underlying shares, which we refer to as the Base Repurchase Price.

Financial Analyses of Blackstone

The following is a summary of the material financial analyses underlying Blackstone s opinion, dated June 8, 2010, delivered to the board of directors in connection with the Share Repurchase. The following

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summary, however, does not purport to be a complete description of the financial analyses performed by Blackstone. The order of analyses described does not represent relative importance or weight given to those analyses by Blackstone. Some of the summaries of the financial analyses include information presented in tabular format. The tables must be read together with the full text of each summary and are alone not a complete description of Blackstone s financial analyses. Except as otherwise noted, the following quantitative information, to the extent that it is based on market data, is based on market data as it existed on or before June 8, 2010, and is not necessarily indicative of current market conditions.

Historical Share Price Analysis. Blackstone noted that the low and high closing prices per share of Allscripts common stock during the 52-week period ending on June 8, 2010 were approximately $13.01 and $22.55, compared to the Base Repurchase Price of $18.82.

Selected Comparable Companies Analysis. Using publicly available information and information provided by Allscripts management, Blackstone compared selected financial data of Allscripts with the corresponding data for the following publicly traded companies:

- HCIT Software
  - athenahealth, Inc.
  - Computer Programs & Systems Inc.
  - Quality Systems Inc.
  - Eclipsys Corporation
  - Cerner Corp.
- HCIT Services
  - MedAssets, Inc.
  - Emdeon Inc.

In its analysis, Blackstone derived and compared multiples for Allscripts and the selected companies, calculated as follows:

- the total enterprise value as a multiple of estimated earnings before interest, taxes, depreciation and amortization, or EBITDA, for calendar year 2010, which is referred to below as 2010E EV/EBITDA ;
- the total enterprise value as a multiple of estimated EBITDA, for calendar year 2011, which is referred to below as 2011E EV/EBITDA ;

the price per share divided by estimated adjusted earnings per share for calendar year 2010, which is referred to below as 2010E P/E ; and

the price per share divided by estimated adjusted earnings per share for calendar year 2011, which is referred to below as 2011E P/E .
This analysis indicated the following:

Selected Comparable Companies:

	HCIT Software		HCIT Services	
Benchmark	**Mean**	**Median**	**Mean**	**Median**
2010E EV/EBITDA	15.8x	14.2x	11.8x	11.8x
2011E EV/EBITDA	11.5x	10.6x	10.4x	10.4x
2010E P/E	42.2x	29.4x	24.4x	24.4x
2011E P/E	28.2x	24.6x	19.4x	19.4x

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Using a reference range of 13.0x to 16.0x Allscripts 2010E EV/EBITDA, 10.0x to 13.0x Allscripts 2011E EV/EBITDA, 28.0x to 33.0x Allscripts 2010E P/E, and 23.0x to 28.0x Allscripts 2011E P/E, Blackstone determined a range of implied equity values. This analysis indicated a range of implied values per share of Allscripts common stock of approximately $15.80 to $19.23 using Allscripts 2010E EV/EBITDA, $14.62 to $18.74 using Allscripts 2011E EV/EBITDA, $17.54 to $20.68 using Allscripts 2010E P/E and $17.62 to $21.45 using Allscripts 2011E P/E.

It should be noted that no company utilized in the analysis above is identical to Allscripts.

Selected Transactions Analysis. Using publicly available information, Blackstone reviewed the following transactions involving companies in the health information technology industry. The transactions considered and the month and year each transaction was announced were as follows:

Acquiror	Target	Announced
Merge Healthcare	AMICAS Inc.	3/5/2010
Lawson Software, Inc.	Healthvision Solutions, Inc. / Quovadx Holdings	1/7/2010
Francisco Partners	Quadramed Corp.	12/8/2009
MedAssets, Inc.	Accuro Healthcare Solutions, Inc.	4/29/2008
Health Care Service Corporation	MEDecision, Inc.	6/17/2008
Apax Partners	TriZetto Group Inc.	4/11/2008
Nuance Communications	eScription, Inc.	4/8/2008
Misys Healthcare Systems	Allscripts Healthcare Solutions	3/17/2008
Royal Philips Electronics	VISICU, Inc.	12/18/2007
Vista Equity Partners	Sunquest Information Systems (Misys plc)	7/22/2007
Bessemer / InSight	Netsmart Technologies	11/20/2006
McKesson Corp.	Per-Se Technologies Inc.	11/6/2006
General Atlantic	Emdeon Business Services	9/26/2006
Trizetto Group	Quality Care Solutions, Inc.	9/13/2006
Sage Group	Emdeon Practice Services	8/25/2006
Allscripts Healthcare Solutions	A4 Health Systems	1/28/2006
GE Healthcare	IDX Systems Corporation	9/29/2005
Per-Se Technologies, Inc.	NDCHealth Corporation (excluding IM business)	8/29/2005
Philips NV	Stentor Inc.	7/6/2005
Agfa-Gevaert	Heartlab, Inc.	4/17/2005
Elekta AB	IMPAC Medical Systems, Inc.	1/19/2005

In its analysis, Blackstone reviewed the transaction enterprise value as a multiple of the target company s latest twelve months EBITDA, or LTM EBITDA, immediately preceding announcement of the transaction, which is referred to below as EV/LTM EBITDA and the transaction enterprise value as a multiple of the target company s latest twelve months earnings before interest and taxes, or LTM EBIT, immediately preceding announcement of the transaction, which is referred to below as EV/LTM EBIT.

This analysis indicated the following:

Benchmark	Mean	Median
EV/LTM EBITDA	18.4x	17.6x
EV/LTM EBIT	25.3x	22.6x

Using a reference range of 16.0x to 20.0x Allscripts LTM EBITDA and 23.0x to 26.0x Allscripts LTM EBIT, Blackstone determined a range of implied equity values. This analysis indicated a range of implied values per share of Allscripts common stock of approximately $17.75 to $21.95 using Allscripts LTM EBITDA and $19.83 to $22.30 using Allscripts LTM EBIT.

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It should be noted that no company utilized in the analysis above is identical to Allscripts and no transaction is identical to the Share Repurchase.

Discounted Cash Flow Analysis. Blackstone conducted a discounted cash flow analysis for the purpose of determining the implied equity value per share for Allscripts common stock on a standalone basis, based on financial forecasts prepared by Allscripts management for the fiscal years 2011 through 2016. Blackstone calculated the unlevered free cash flows that Allscripts is expected to generate and then applied a range of terminal EV/EBITDA multiples from 10.0x to 17.5x (which implied a range of perpetuity growth rates for free cash flows from 5.9% to 8.9%) to 2016E EBITDA. The unlevered free cash flows and the range of terminal values were then discounted to present value using a range of discount rates from 12.0% to 12.5%. The present value of the unlevered free cash flows and the range of terminal values were then adjusted for Allscripts projected cash and total debt balances as of May 31, 2010. This analysis indicated a range of implied values per share of Allscripts common stock of approximately $18.48 to $28.79.

Premium Analysis

To analyze the premium paid to Misys to cede control over Allscripts, Blackstone reviewed the financial terms, to the extent publicly available, of certain transactions involving recapitalizations and third-party acquisitions of companies with dual-class share structures believed to be relevant. Additionally, the Allscripts audit committee asked Blackstone to review and rely upon an analysis prepared by William Blair, which was not independently verified by Blackstone, with respect to the financial terms, to the extent publicly available, of certain transactions involving company stock repurchases and third-party block trades. For a summary of William Blair s analyses of Issuer Share Repurchase Transactions and Block Trade Transactions, see The Merger Opinions of William Blair, Financial Advisor to the Allscripts Audit Committee.

Analysis of Dual-Class Recapitalization Transactions. Blackstone identified 31 U.S. publicly listed companies with dual-class share structures involved in recapitalization transactions since 1995, of which Blackstone analyzed the 14 transactions in which premiums were paid.

Significant Holder(s) Of Greater Than 50% Voting Interest Falling Below 30%

Date Announced	Company	Significant Shareholder
9/8/2005	Sotheby s	Taubman Family
6/7/2005	Kaman	Kaman Family
10/15/2002	The Reader s Digest Association	DeWitt Wallace and Lila Wallace Funds
11/6/2000	Continental Airlines	Northwest Airlines
6/23/1998	Remington Oil and Gas	S-Sixteen Holding Co. (SSHC)
12/19/1997	Forcenergy AB / Forcenergy Inc.	Forss Affiliates

Other Precedents

Date Announced	Company	Significant Shareholder
2/27/2004	Liberty Media	Bob Magness Family (Voting interest held by John Malone)
5/19/2003	Jo-Ann Stores	Rosskamm / Zimmerman Founding Families
4/25/2003	Commonwealth Telephone	Level 3 Communications
8/20/2002	Methode Electronics	McGinley Family
1/13/2000	Bankatlantic Bancorp	N/A
12/7/1999	Dairy Mart Convenience Stores	Robert B. Stein, Jr. and Gregory G. Landry
6/30/1999	Reinsurance Group of America	GenAmerica
5/23/1995	NPC International, Inc.	Gene Bicknell (Chairman and CEO)

Blackstone analyzed the incremental economic premiums paid as a percentage of the total equity market capitalization of the companies listed above. For the transactions involving holder(s) with greater than 50%

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voting interest falling below 30%, the incremental premiums ranged from 2.3% to 7.5% with an average of 4.3%, while transactions involving other precedents ranged from 0.3% to 7.9% with an average of 3.4%. Blackstone noted the incremental economic premium paid by Allscripts to Misys in the Share Repurchase was 4.4%.

Analysis of Third-Party Acquisition Transactions. Blackstone identified 188 U.S. publicly listed companies with dual-class share structures involved in third party acquisitions since 1995, of which Blackstone analyzed the 9 transactions in which premiums were paid.

Precedent Transactions with Significant Holder(s) of Greater than 50% Voting Interest

Date Announced	Target	Acquiror
3/12/2001	Roy F. Weston, Inc.	American Capital Strategies / Weston Management
3/5/1999	Century Communications	Adelphia Communications
8/24/1997	SFX Broadcasting	Capstar Broadcasting (Hicks Muse)
8/26/1996	Home Shopping Network	Silver King Communications

Precedent Transactions with Significant Holder(s) of Less than or Equal to 50% Voting Interest

Date Announced	Target	Acquiror
9/28/2009	ACS	Xerox
10/18/2004	Robert Mondavi	Constellation Brands
2/28/2000	SFX Entertainment Inc.	Clear Channel
6/24/1998	TCI Communications	AT&T
5/19/1998	Giant Food	Royal Ahold

Blackstone analyzed the incremental economic premiums paid as a percentage of the total equity market capitalization of the companies listed above. For the transactions involving holder(s) with greater than 50% voting interest, the incremental premiums ranged from 1.5% to 4.9% with an average of 3.4%, while transactions involving significant holders of less than or equal to 50% voting interest ranged from 1.0% to 5.4% with an average of 3.4%. Blackstone noted the incremental economic premium paid by Allscripts to Misys in the Share Repurchase was 4.4%.

Miscellaneous

The summary set forth above does not purport to be a complete description of the analyses or data utilized by Blackstone. The preparation of a fairness opinion is a complex process and is not necessarily susceptible to partial analysis or summary description. Blackstone believes that the summary set forth above and its analyses must be considered as a whole and that selecting portions thereof, without considering all of its analyses, could create an incomplete view of the processes underlying its analyses and respective opinions. Accordingly, the conclusions reached by Blackstone are based on all analyses and factors taken as a whole and also on the application of Blackstone s own experience and judgment. The other principal assumptions upon which Blackstone based its analyses are set forth above under the description of each analysis. Blackstone s analyses are not necessarily indicative of actual values or actual future results that might be achieved, which values may be higher or lower than those indicated. Moreover, Blackstone s analyses are not and do not purport to be appraisals or otherwise reflective of the prices at which businesses actually could be bought or sold. As described above, Blackstone s opinion was one of many factors taken into consideration by the Allscripts board of directors and the Allscripts audit committee in making their determination to approve the Share Repurchase.

Opinions of William Blair, Financial Advisor to the Allscripts Audit Committee

Pursuant to an engagement letter dated as of February 8, 2010, William Blair was retained to act as a financial advisor to the Allscripts audit committee to render certain investment banking services in connection with a potential business combination of Allscripts with Eclipsys and a business transaction with Misys. In particular, the Allscripts audit committee requested the opinions of William Blair as to the fairness, from a financial point of view, to the holders of the outstanding shares of Allscripts common stock (other than Misys or its affiliates) of (i) the consideration to be paid by Allscripts in the proposed merger, Share Repurchase and Contingent Share Repurchase pursuant to the Merger Agreement and the Framework Agreement and (ii) the consideration to be paid by Allscripts in the Share Repurchase pursuant to the Framework Agreement. On June 8, 2010, William Blair delivered its oral opinions to the Allscripts audit committee and the Allscripts board of directors and subsequently confirmed in writing, dated June 8, 2010, as of that date and based upon and subject to the assumptions, qualifications and limitations stated in its opinions, as to the fairness, from a financial point of view, to the holders of Allscripts common stock (other than Misys or its affiliates) of (i) the consideration to be paid by Allscripts in the proposed merger, Share Repurchase and Contingent Share Repurchase, and (ii) the consideration to be paid by Allscripts in the Share Repurchase pursuant to the Framework Agreement. William Blair was not asked to consider, and its opinions do not address, the allocation of the consideration to be paid in the merger or any other aspect of such transactions among the holders of Allscripts common stock.

William Blair provided the opinions described above for the information and assistance of the Allscripts audit committee and the Allscripts board of directors in connection with their consideration of the proposed merger, Share Repurchase and Contingent Share Repurchase. William Blair s opinions were one of many factors taken into account by the Allscripts board of directors and by the Allscripts audit committee in making its determination to approve the proposed merger, Share Repurchase and Contingent Share Repurchase. The terms of the Merger Agreement and the Framework Agreement and the amount and form of the consideration, however, were determined through negotiations among Allscripts, Eclipsys and Misys and its affiliates, and were approved by the Allscripts audit committee and the Allscripts board of directors. The opinions described above were reviewed and approved by William Blair s fairness opinion committee. William Blair has consented to the inclusion in this joint proxy statement/prospectus/information statement of its opinions and the description of its opinions appearing under this subheading Opinions of William Blair, Financial Advisor to the Allscripts Audit Committee.

The full text of William Blair s written opinions, each dated June 8, 2010, are attached as Annexes E and F to this joint proxy statement/prospectus/information statement and incorporated into this document by reference. You are urged to read each opinion carefully and in its entirety to learn about the assumptions made, procedures followed, matters considered and limits on the scope of the review undertaken by William Blair in rendering its opinions. William Blair s opinions were directed to the Allscripts Audit Committee and the Allscripts board of directors for their benefit and use in evaluating the fairness of the consideration to the holders of Allscripts common stock (other than Misys or its affiliates) and relates only to the fairness, as of the date of the opinions and from a financial point of view, of (i) the consideration to be paid by Allscripts in the proposed merger, Share Repurchase and Contingent Share Purchase pursuant to the Merger Agreement and the Framework Agreement, and (ii) the consideration to be paid by Allscripts in the Share Repurchase pursuant to the Framework Agreement, does not address any other aspect of the merger, the Share Repurchase, the proposed transaction or any related transaction and does not constitute a recommendation to any stockholder as to how that stockholder should vote or act with respect to the Merger Agreement, the Framework Agreement, the merger or any other aspect of the proposed transaction. William Blair did not address the merits of the underlying decision by Allscripts to engage in the proposed transaction, the merger, the Share Repurchase or any other aspect of the proposed transaction. The following summary of William Blair s opinions is qualified in its entirety by reference to the full text of the opinions.

In connection with William Blair s review of the proposed merger, Share Repurchase and Contingent Share Repurchase and the preparation of William Blair s opinions, William Blair, among other things, examined:

- the drafts of the Merger Agreement and the Framework Agreement sent to William Blair on June 8, 2010, which we refer to in this section as the draft Agreements;

the audited historical financial statements of (i) Allscripts for the fiscal years ended May 31, 2007 through May 31, 2009 and (ii) Eclipsys for the fiscal years ended December 31, 2007 through December 31, 2009;

the unaudited financial statements of (i) Allscripts for the nine month period ended February 28, 2010 and (ii) Eclipsys for the three month period ended March 31, 2010;

certain internal business, operating and financial information and forecasts of Allscripts for the fiscal years ending 2010 through 2014 prepared by the senior management of Allscripts, which we refer to as the Allscripts Forecasts;

certain internal business, operating and financial information and forecasts of Eclipsys (i) for the fiscal year ending 2010 prepared by the senior management of Eclipsys as adjusted by the senior management of Allscripts and (ii) for the fiscal years ending 2011 through 2014 prepared by the senior management of Allscripts, which we refer to collectively as the Eclipsys Forecasts, and together with the Allscripts Forecasts, the Forecasts;

information regarding the strategic, financial and operational benefits anticipated from the merger and the prospects of Allscripts (with and without the merger) prepared by senior management of Allscripts and information regarding the amount and timing of cost savings and related expenses and synergies which senior management of Allscripts and Eclipsys expected would result from the merger, which we refer to as the Expected Synergies;

the potential pro forma impact of each of the Share Repurchase and the merger on the earnings per share of Allscripts based on certain pro forma financial information prepared by the senior management of Allscripts;

the relative contributions of Allscripts and Eclipsys to certain financial statistics of the combined company;

information regarding publicly available financial terms of certain other business combinations Williams Blair deemed relevant;

the financial position and operating results of each of Eclipsys and Allscripts, respectively, compared with those of certain other publicly traded companies William Blair deemed relevant;

then current and historical market prices and trading volumes of the Allscripts common stock and the Eclipsys common stock, respectively;

certain publicly available business and financial information relating to each of Allscripts and Eclipsys that William Blair deemed to be relevant, including certain publicly available research analyst estimates with respect to the future financial performance of each of Allscripts and Eclipsys, respectively;

normative factors related to the control of Allscripts by Misys, including without limitation, facts relating to the then current ownership by Misys of approximately 55% of the equity securities of Allscripts and its ability to nominate 6 of the 10 directors of Allscripts, and potential benefits of the proposed merger, Share Repurchase and Contingent Share Repurchase that the Allscripts audit committee and its legal, financial and other advisors outlined and provided to William Blair;

precedent issuer stock purchase transactions and precedent block trades between third parties (i.e., non-issuers) involving the equity of U.S. publicly traded companies;

an analysis prepared by Blackstone, which was not independently verified by William Blair, with respect to the financial terms, to the extent publicly available, of certain third party acquisition transactions and certain recapitalization/unification transactions involving multiple shareholder classes and/or disparate consideration paid to shareholder groups; and

certain other publicly available information on each of Allscripts and Eclipsys, respectively.

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William Blair also held discussions with members of the Allscripts board of directors, which included members of the Allscripts audit committee, and members of the senior management of each of Allscripts and Eclipsys, respectively, to discuss the foregoing, considered other matters which William Blair deemed relevant to its inquiry and took into account such accepted financial and investment banking procedures and considerations as William Blair deemed relevant.

In rendering its opinions, William Blair assumed and relied upon, without independent verification, the accuracy and completeness of all the information examined by or otherwise reviewed or discussed with William Blair for purposes of its opinions, including, without limitation, the Forecasts and the Expected Synergies. William Blair did not make or obtain an independent valuation or appraisal of the assets, liabilities, solvency or viability of Allscripts, Eclipsys or Misys or their ability to pay their respective debts as they become due. William Blair was also not asked to determine, nor did William Blair determine, whether Allscripts had adequate surplus to consummate the proposed merger, Share Repurchase and Contingent Share Repurchase. William Blair noted that the Framework Agreement provided that Allscripts would receive a Solvency Letter (as defined in the Framework Agreement) prior to closing the proposed merger, Share Repurchase and Contingent Share Repurchase. William Blair was advised by the senior management of each of Allscripts and Eclipsys, respectively, that the Forecasts and the Expected Synergies had been reasonably prepared in good faith on bases reflecting the best then currently available estimates and judgments of the senior management of Allscripts and Eclipsys, as the case may be. In that regard, William Blair assumed, with the consent of Allscripts, that: (i) the Forecasts would be achieved and the Expected Synergies would be realized in the amounts and at the times contemplated thereby and (ii) all material assets and liabilities (contingent or otherwise) of each of Allscripts and Eclipsys were as set forth in their respective financial statements or other information made available to William Blair. William Blair expressed no opinion with respect to the Forecasts or Expected Synergies or the estimates and judgments on which they were based. William Blair further relied with the consent of Allscripts upon the assurances of the management of Allscripts that they were not aware of any facts that would make the information and projections provided by them inaccurate, incomplete or misleading. William Blair relied upon and assumed, without independent verification, that there had been no material change in the business, assets, liabilities, financial condition, results of operations, cash flows or prospects of either Allscripts or Eclipsys since the date of their respective most recent financial statements provided to William Blair, and that there was no information or any facts that would make any of the information reviewed by William Blair incomplete or misleading. William Blair did not consider and expressed no opinion as to the amount or nature of the compensation to any of the officers, directors or employees (or any class of such persons) of Allscripts, Eclipsys or Misys relative to the consideration to be paid for the Allscripts common stock. William Blair was not requested to, and did not, participate in the negotiation or structuring of any aspect of the proposed merger, Share Repurchase or Contingent Share Repurchase nor was William Blair asked to consider, and William Blair s opinions did not address, the relative merits of any aspect of the proposed merger, Share Repurchase or Contingent Share Repurchase as compared to any alternative business strategies that might exist for Allscripts or the effect of any other transaction in which Allscripts might engage. William Blair was not requested to, nor did William Blair, seek alternative participants for the proposed merger. William Blair s opinions were based upon economic, market, financial and other conditions existing on, and other information disclosed to William Blair as of, the date of its opinions. It should be understood that, although subsequent developments may affect William Blair s opinions, William Blair does not have any obligation to update, revise or reaffirm its opinions. William Blair relied as to all legal matters on advice of counsel to Allscripts, and assumed that the merger would be consummated on the terms described in the Merger Agreement and the Share Repurchase and the Contingent Share Repurchase would be consummated on the terms described in the Framework Agreement, without any waiver, modification or amendment of any material terms or conditions by Allscripts, and that, in the course of obtaining the necessary regulatory or third party consents and approvals (contractual or otherwise) for the proposed merger, Share Repurchase and Contingent Share Repurchase, no delay, limitation, restriction or condition would be imposed that would have an adverse effect on Allscripts. In addition, William Blair relied upon and assumed that the final forms of each of the draft Agreements would not differ in any material respect from the last drafts of the Merger Agreement and the Framework Agreement sent to William Blair before William Blair rendered its oral opinions. Furthermore, the Allscripts audit committee directed William Blair to

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assume for purposes of its opinions that the merger would be treated as a tax-free transaction and that as a result of certain indemnities from Misys (which indemnities were intended to be supported by certain bank guaranties) provided under the Framework Agreement, Allscripts would not be exposed to any tax liabilities associated with the acquisition by Allscripts of Newco, a subsidiary of Misys, which subsidiary would be acquired by Allscripts as part of the proposed merger, Share Repurchase and Contingent Share Repurchase.

William Blair expressed no opinion as to the price at which the Misys common stock, the Allscripts common stock or the Eclipsys common stock would trade at any future time or as to the effect of any aspect of the proposed merger, Share Repurchase or Contingent Share Repurchase on the trading price of the Misys common stock, the Allscripts common stock or the Eclipsys common stock. Such trading price may be affected by a number of factors, including but not limited to:

- dispositions of Allscripts common stock within a short period of time after the effective times of the proposed merger, Share Repurchase and Contingent Share Repurchase;
- changes in prevailing interest rates and other factors which generally influence the price of securities;
- adverse changes in the then current capital markets;
- the occurrence of adverse changes in the financial condition, business, assets, results of operations or prospects of Allscripts or of Eclipsys or in the market;
- any necessary actions by or restrictions of federal, state or other governmental agencies or regulatory authorities; and
- timely completion of the proposed merger, Share Repurchase and Contingent Share Repurchase on terms and conditions that are acceptable to all parties at interest.

In addition, William Blair did not express an opinion as to whether the Share Repurchase and/or the Contingent Share Repurchase was an appropriate use of cash of Allscripts. For purposes of William Blair s opinions, Allscripts and its subsidiaries were not included in the phrase Misys and its affiliates.

William Blair s investment banking services and its opinions were provided for the use and benefit of the Allscripts board of directors and the Allscripts audit committee (solely in its capacity as such) in connection with their consideration of the proposed merger, Share Repurchase and Contingent Share Repurchase. William Blair s opinions were limited to the fairness, from a financial point of view, to the holders of Allscripts common stock (other than Misys and its affiliates) of the Consideration to be paid by Allscripts in the proposed merger, Share Repurchase and Contingent Share Repurchase pursuant to the draft Agreements, and William Blair did not address the merits of the underlying decision by Allscripts to engage in any aspect of the proposed merger, Share Repurchase or Contingent Share Repurchase and its opinions did not constitute a recommendation to the Allscripts board of directors, the Allscripts audit committee or any stockholder as to how the Allscripts board of directors, the Allscripts audit committee or such stockholder should vote or act with respect to the proposed merger, Share Repurchase or Contingent Share Repurchase. It is understood that William Blair s opinions may not be disclosed or otherwise referred to without William Blair s prior written consent, except that William Blair s opinions may be included in their entirety in any proxy statement, information statement or an offer to purchase mailed to the stockholders by Allscripts with respect to the merger. William Blair s opinions should not be construed as creating any fiduciary duty on William Blair s part to any party. William Blair s opinions were reviewed and approved by William Blair s Fairness Opinion Committee.

The following is a summary of the material financial analyses performed and material factors considered by William Blair to arrive at its opinions. William Blair performed certain procedures, including each of the financial analyses described below, and reviewed with the Allscripts board of directors the assumptions upon which such analyses were based, as well as other factors. Although the summary does not purport to describe all of the analyses performed or factors considered by William Blair in this regard, it does set forth those considered by William Blair to be material in arriving at its opinions. The order of the summaries of analyses described does not represent the relative importance or weight given to those analyses by William Blair.

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Analysis of Eclipsys

Selected Public Company Analysis. William Blair reviewed and compared certain financial information relating to Eclipsys to corresponding financial information, ratios and public market multiples for certain publicly traded companies. William Blair selected these companies because they are the publicly traded companies with general business, operating and financial characteristics that, for purposes of this analysis, may be deemed reasonably comparable to those of Eclipsys. The companies selected by William Blair were:

- Allscripts;
- athenahealth, Inc.;
- Computer Programs and Systems, Inc.;
- Cerner Corporation;
- MedAssets, Inc.; and
- Quality Systems, Inc.

Among the information William Blair considered for Eclipsys was Eclipsys unaudited internal financial estimates of its revenue, earnings before interest, taxes, depreciation and amortization (commonly referred to as EBITDA), and net income on an adjusted basis, reflecting the exclusion of non-recurring charges, for the latest twelve months (commonly referred to as LTM) ended March 31, 2010 and Eclipsys forecast EPS for the fiscal years ending December 31, 2010 and 2011.

William Blair considered the enterprise value of each selected public company, which William Blair defined as the company s market capitalization calculated on a fully-diluted basis as of June 8, 2010 plus preferred equity, minority interest and total debt, less cash and cash equivalents, as a multiple of revenue and EBITDA and equity value as a multiple of net income for each company for the LTM period for which results were publicly available and the stock price of common equity as a multiple of EPS for each company for the respective estimates for 2010 and 2011. The operating results and the corresponding derived multiples for each of the selected public companies were based on each company s most recent available publicly disclosed financial information, closing share prices as of June 8, 2010 and consensus Wall Street analysts EPS estimates for calendar years 2010 and 2011. William Blair similarly adjusted the historical results of the selected public companies, where appropriate and publicly disclosed, to eliminate the impact of non-recurring items included in their financial information. William Blair noted that it did not have access to internal forecasts for any of the selected public companies other than Allscripts.

William Blair then derived the multiples implied for Eclipsys based on the terms of the proposed merger and compared these multiples to the range of trading multiples for the selected public companies. Information regarding the multiples from William Blair s analysis of selected publicly traded companies is set forth in the following table.

Multiple	Exchange Ratio of 1.20x	Selected Public Company Valuation Multiples Mean	Median	Minimum	Maximum
Enterprise Value / LTM Revenue	2.34x	4.11x	3.84x	3.36x	5.37x
Enterprise Value / 2010E Revenue	2.24x	3.59x	3.54x	3.02x	4.26x
Enterprise Value / 2011E Revenue	1.96x	3.07x	3.14x	2.35x	3.59x
Enterprise Value / LTM Adj. EBITDA	13.9x	16.5x	16.6x	12.4x	21.2x
Enterprise Value / 2010E Adj. EBITDA	13.3x	14.4x	14.4x	11.3x	17.5x

Enterprise Value / 2011E Adj. EBITDA	10.6x	11.2x	11.4x	10.0x	11.8x
Equity Value / LTM Net Income	49.0x	34.2x	31.3x	26.2x	54.8x
Equity Value / 2010E Net Income	31.8x	30.0x	27.1x	25.3x	46.1x
Equity Value / 2011E Net Income	24.2x	21.9x	21.7x	18.3x	26.8x

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Although William Blair compared the trading multiples of the selected public companies to those implied for Eclipsys, none of the selected public companies is identical to Eclipsys. Accordingly, any analysis of the selected publicly-traded companies necessarily would involve complex considerations and judgments concerning the differences in financial and operating characteristics and other factors that would necessarily affect the analysis of trading multiples of the selected publicly traded companies.

Selected M&A Transactions Analysis. William Blair performed an analysis of 15 selected recent business combinations consisting of transactions that involved the acquisition of health information technology companies that, for purposes of this analysis, may be deemed similar to Eclipsys. William Blair s analysis was based solely on publicly available information regarding such transactions. The selected transactions were not intended to be representative of the entire range of possible transactions in the health information technology industry. The transactions examined involved targets with equity values greater than $100 million and all closed subsequent to January 1, 2005. The transactions examined were (identified by target / acquirer and month and year of completion):

AMICAS, Inc. / *Merge Healthcare Inc.* (April 2010);

Allscripts / *Misys* (October 2008);

MEDecision, Inc. / *Health Care Service Corp.* (August 2008);

The TriZetto Group, Inc. / *Apax Partners Worldwide LLP* (August 2008);

Accuro Healthcare Solutions, Inc. / *MedAssets Inc.* (June 2008);

eScription, Inc. / *Nuance Communications Inc.* (May 2008);

VISICU, Inc. / *Koninklijke Philips Electronics NV* (February 2008);

Netsmart Technologies, Inc. / *Insight Venture Partners* (April 2007);

Per-Se Technologies Inc. / *McKesson Corp.* (January 2007);

Quality Care Solutions, Inc. / *The TriZetto Group Inc.* (January 2007);

Emdeon Practice Services, Inc. / *Sage Software, Inc.* (September 2006);

NDCHealth Corp. / *Per-Se Technologies Inc.* (January 2006);

IDX Systems, Corp. / *General Electric Co.* (January 2006);

Cedara Software Corp. / *Merge Technologies Inc.* (June 2005); and

IMPAC Medical Systems, Inc. / *Elekta AB* (April 2005).

William Blair reviewed the consideration paid in the selected transactions in terms of the enterprise value of the target in these transactions as a multiple of the revenue and EBITDA of the target for the LTM prior to the announcement of the applicable transaction. William Blair compared the resulting range of transaction multiples of revenue and EBITDA for the selected transactions to the implied transaction multiples for Eclipsys derived using March 31, 2010 LTM revenue and EBITDA based on the proposed Exchange Ratio in the proposed merger. William Blair similarly adjusted the historical results of the acquired companies, where appropriate and publicly disclosed, to eliminate the impact of non-recurring items included in their financial information. Information regarding the multiples from William Blair s analysis of the selected transactions is set forth in the following table:

	Exchange Ratio of	Selected Transaction Valuation Multiples			
Multiple	**1.20x**	**Mean**	**Median**	**Minimum**	**Maximum**
Enterprise Value / LTM Revenue	2.34x	3.73x	2.54x	1.82x	8.51x
Enterprise Value / LTM Adj. EBITDA	13.9x	15.6x	15.1x	11.1x	19.9x

Although William Blair analyzed the multiples implied by the selected transactions and compared them to the implied transaction multiples of Allscripts, none of these transactions or associated companies is identical to

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the merger or Eclipsys. Accordingly, any analysis of the selected transactions necessarily would involve complex considerations and judgments concerning the differences in financial and operating characteristics, parties involved and terms of their transactions and other factors that would necessarily affect the implied value of Eclipsys in the merger versus the values of the companies in the selected transactions.

Premiums Paid Analysis. William Blair reviewed data from 333 acquisitions of publicly traded domestic companies and 34 stock-for-stock public transactions, respectively, in which 100% of the target s equity was acquired, announced since January 1, 2006 and with enterprise values between $500 million and $5 billion. Specifically, William Blair analyzed the acquisition price per share as a premium to the closing share price one day, one week, ten days, one month, 60 days, 90 days and 180 days prior to the announcement of the transaction, for all 333 transactions. William Blair compared the range of resulting per share stock price premiums for the reviewed transactions to the premiums implied by the merger based on Eclipsys common stock price one day, one week, ten days, one month, 60 days, 90 days and 180 days prior to an assumed announcement date of the merger of June 8, 2010. Information regarding the premiums from William Blair s analysis of selected transactions is set forth in the following tables:

Premium Period Before Announcement	Implied Premium at $22.10 per share	Premium Paid Percentage Data by Percentile								
		10th	20th	30th	40th	50th	60th	70th	80th	90th
1 Day	19.4%	4.6%	9.6%	15.0%	18.2%	22.5%	27.6%	34.9%	41.5%	48.7%
1 Week	14.7%	6.0%	12.3%	17.5%	21.1%	25.1%	29.6%	35.1%	41.5%	49.2%
10 Days	15.4%	6.3%	14.0%	17.0%	21.7%	26.1%	30.5%	37.0%	44.0%	53.0%
1 Month	14.4%	9.4%	17.3%	21.9%	25.2%	28.6%	32.9%	37.0%	45.4%	59.0%
60 Days	9.5%	8.5%	15.5%	21.7%	27.2%	30.7%	37.4%	45.9%	52.5%	66.2%
90 Days	7.9%	3.9%	14.6%	22.2%	28.6%	34.8%	39.6%	46.6%	54.3%	75.8%
180 Days	17.8%	2.3%	12.0%	20.1%	29.2%	35.6%	45.2%	52.8%	65.5%	87.1%

Premium Period Before Announcement	Implied Premium at $22.10 per share	Premium Paid Percentage Data by Percentile								
		10th	20th	30th	40th	50th	60th	70th	80th	90th
1 Day	19.4%	0.0%	5.8%	11.5%	21.0%	27.1%	30.2%	36.2%	38.1%	44.4%
1 Week	14.7%	2.7%	8.8%	17.3%	21.7%	30.3%	31.6%	42.0%	47.1%	55.8%
10 Days	15.4%	1.7%	14.0%	21.2%	22.9%	26.6%	31.1%	43.2%	47.4%	65.4%
1 Month	14.4%	-3.9%	2.8%	9.7%	20.5%	23.4%	30.9%	46.7%	55.7%	85.2%
60 Days	9.5%	-5.1%	1.7%	11.7%	14.7%	22.9%	38.7%	50.7%	56.1%	85.6%
90 Days	7.9%	-16.2%	-5.5%	6.9%	9.6%	19.0%	36.6%	49.7%	63.1%	83.2%
180 Days	17.8%	-27.8%	-3.1%	6.5%	12.3%	26.6%	44.3%	48.5%	66.3%	86.2%

Discounted Cash Flow Analysis. William Blair utilized information included in the Eclipsys Forecasts to perform a discounted cash flow analysis of the projected future cash flows of Eclipsys for the period commencing June 30, 2010 and ending December 31, 2014. Using discounted cash flow methodology, William Blair calculated the present values of the projected free cash flows for Eclipsys. In this analysis, William Blair assumed discount rates ranging from 11% to 13% and calculated the terminal value for Eclipsys using assumed 2014 EBITDA exit multiples ranging from 13.0x to 15.0x. William Blair noted that the assumed terminal EBITDA exit multiple range was based on the range of multiples from the selected public company trading analysis and selected transaction analysis shown above. William Blair made its discount rate assumption based on weighted average cost of capital analysis applying the capital asset pricing model. William Blair aggregated (i) the present value of the free cash flows over the applicable forecast period with (ii) the present value of the range of terminal values. The aggregate present value of these items represented the enterprise value range. William Blair then derived a range of fully-diluted equity values per share by adding the cash of Eclipsys to the resulting enterprise value range and by dividing by the total fully-diluted shares of Eclipsys outstanding as of June 8, 2010.

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Earnings Accretion/Dilution Analysis. William Blair analyzed the pro forma impact of the merger, the Share Repurchase and the Contingent Share Repurchase on the projected second half of fiscal year 2010 and projected fiscal year 2011 earnings before interest and taxes (commonly referred to as EBIT) and earnings per share (commonly referred to as EPS) of Allscripts following the merger, the Share Repurchase and the Contingent Share Repurchase, assuming these transactions close on the first day of the respective period, by using the Forecasts. William Blair s analysis included assumptions regarding, among other matters, various structural considerations, the estimated allocation of purchase price to amortizable intangible assets, the period over which such intangibles would be amortized, and the Expected Synergies. William Blair compared the EPS of Allscripts common stock, on a stand-alone basis, to the EPS of the common stock of the combined company on a pro forma basis for the second half of 2010 and for 2011. The results of the pro forma merger analysis suggested that the proposed merger, Share Repurchase and Contingent Share Repurchase would be accretive to Allscripts on an EPS basis in the second half of 2010 and in 2011 assuming achievement of the Expected Synergies and excluding one-time costs associated with the proposed merger, Share Repurchase and Contingent Share Repurchase. The results of William Blair s analysis are not necessarily indicative of future operating results or financial position. The actual results achieved by Allscripts may vary from projected results, and the variations may be material.

Contribution Analysis. William Blair analyzed the relative contributions of Allscripts and Eclipsys to the estimated pro forma total revenues, EBITDA and EBIT of the combined company, based on LTM financial data as well as estimates for calendar years 2010 and 2011, prepared by the managements of Allscripts and Eclipsys. William Blair calculated certain values implied by such relative contributions, including the implied pro forma fully-diluted ownership of Eclipsys stockholders in Allscripts. The following table summarizes the results of this analysis:

	Implied Pro Forma Fully-Diluted Eclipsys Ownership in Allscripts
Enterprise Value	30.9%
Revenue	
LTM actual	43.0%
Calendar Year 2010 estimated	42.0%
Calendar Year 2011 estimated	42.4%
EBITDA	
LTM actual	34.0%
Calendar Year 2010 estimated	33.0%
Calendar Year 2011 estimated	33.4%
EBIT	
LTM actual	36.4%
Calendar Year 2010 estimated	29.5%
Calendar Year 2011 estimated	31.3%

Black-Scholes Option Pricing Analysis. For purposes of valuing the option given to Misys which would require Allscripts to purchase $101.6 million worth of additional Allscripts common stock held by Misys as the Contingent Share Repurchase, William Blair used the Black-Scholes option pricing model to determine the implied value of this option was between $3.8 million and $9.6 million.

Current Put Option Market Prices Analysis. For purposes of valuing the option given to Misys which would require Allscripts to purchase $101.6 million worth of additional Allscripts common stock held by Misys as the Contingent Share Repurchase, William Blair reviewed prices of Allscripts put options available to the public market as of June 8, 2010 to determine the implied value of this option was between $6.0 million and $8.8 million derived by reducing the midpoint of the bid/ask spread of the then currently traded option tranche by the difference between the then current spot price and the quoted strike price.

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Analysis of Allscripts

Selected Public Company Analysis. William Blair reviewed and compared certain financial information relating to Allscripts to corresponding financial information, ratios and public market multiples for certain publicly traded companies. William Blair selected these companies because they are the publicly traded companies with general business, operating and financial characteristics that, for purposes of this analysis, may be deemed reasonably comparable to those of Allscripts. The companies selected by William Blair were:

- athenahealth, Inc.;
- Computer Programs and Systems, Inc.;
- Cerner Corporation;
- Eclipsys;
- MedAssets, Inc.; and
- Quality Systems, Inc.

Among the information William Blair considered for Allscripts was Allscripts unaudited internal financial estimates of its revenue, EBITDA, and net income on an adjusted basis, reflecting the exclusion of non-recurring charges, for the LTM ended March 31, 2010 and Allscripts forecast EPS for the fiscal years ending December 31, 2010 and 2011.

William Blair considered the enterprise value of each selected public company, which William Blair defined as the company s market capitalization calculated on a fully-diluted basis as of June 8, 2010 plus preferred equity, minority interest and total debt, less cash and cash equivalents, as a multiple of revenue and EBITDA and equity value as a multiple of net income for each company for the LTM period for which results were publicly available and the stock price of common equity as a multiple of EPS for each company for the respective estimates for 2010 and 2011. The operating results and the corresponding derived multiples for each of the selected public companies were based on each company s most recent available publicly disclosed financial information, closing share prices as of June 8, 2010 and consensus Wall Street analysts EPS estimates for calendar years 2010 and 2011. William Blair similarly adjusted the historical results of the selected public companies, where appropriate and publicly disclosed, to eliminate the impact of non-recurring items included in their financial information. William Blair noted that it did not have access to internal forecasts for any of the selected public companies other than Eclipsys.

William Blair then derived the multiples implied for Allscripts based on the terms of the proposed merger and compared these multiples to the range of trading multiples for the selected public companies. Information regarding the multiples from William Blair s analysis of selected publicly traded companies is set forth in the following table.

		Selected Public Company Valuation Multiples			
Multiple	**Implied Allscripts**	**Mean**	**Median**	**Minimum**	**Maximum**
Enterprise Value / LTM Revenue	3.95x	3.77x	3.70x	1.91x	5.37x
Enterprise Value / 2010E Revenue	3.63x	3.29x	3.27x	1.83x	4.26x
Enterprise Value / 2011E Revenue	3.22x	2.80x	2.88x	1.60x	3.59x
Enterprise Value / LTM Adj. EBITDA	16.0x	15.7x	15.7x	11.3x	21.2x
Enterprise Value / 2010E Adj. EBITDA	14.7x	13.8x	13.7x	10.9x	17.5x
Enterprise Value / 2011E Adj. EBITDA	11.9x	10.6x	11.1x	8.6x	11.5x

Equity Value / LTM Net Income	26.3x	36.6x	33.0x	28.3x	54.8x
Equity Value / 2010E Net Income	28.8x	29.6x	26.5x	25.3x	46.1x
Equity Value / 2011E Net Income	23.6x	21.3x	20.5x	18.3x	26.8x

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Although William Blair compared the trading multiples of the selected public companies to those implied for Allscripts, none of the selected public companies is identical to Allscripts. Accordingly, any analysis of the selected publicly-traded companies necessarily would involve complex considerations and judgments concerning the differences in financial and operating characteristics and other factors that would necessarily affect the analysis of trading multiples of the selected publicly traded companies.

Discounted Cash Flow Analysis. William Blair utilized information included in the Allscripts Forecasts for a discounted cash flow analysis of Allscripts projected future cash flows for the period commencing June 30, 2010 and ending December 31, 2014. Using discounted cash flow methodology, William Blair calculated the present values of the projected free cash flows for Allscripts. In this analysis, William Blair assumed discount rates ranging from 11% to 13% and calculated the terminal value for Allscripts using assumed 2014 EBITDA exit multiples ranging from 13.0x to 15.0x. William Blair noted that the assumed terminal EBITDA exit multiple range was based on the range of multiples from the selected public company trading analysis shown above. William Blair made its discount rate assumption based on weighted average cost of capital analysis applying the capital asset pricing model. William Blair aggregated (i) the present value of the free cash flows over the applicable forecast period with (ii) the present value of the range of terminal values. The aggregate present value of these items represented the enterprise value range. William Blair then derived a range of fully-diluted equity values per share by adding Allscripts cash to the resulting enterprise value range and by dividing by Allscripts total fully-diluted shares outstanding as of June 8, 2010.

Premium Analysis

To further analyze the premium paid to Misys to cede control over Allscripts, William Blair reviewed the financial terms, to the extent publicly available, of certain transactions involving company stock repurchases and third-party block trades believed to be relevant. Additionally, the Allscripts audit committee asked William Blair to review and rely upon an analysis prepared by Blackstone, which was not independently verified by William Blair, with respect to the financial terms, to the extent publicly available, of certain transactions involving recapitalizations and third-party acquisitions of companies with dual-class share structures. For a summary of Blackstone s analyses of Dual-Class Recapitalization Transactions and Third-Party Acquisition Transactions see The Merger Opinion of Blackstone, Financial Advisor to the Allscripts Audit Committee above.

Issuer Share Repurchase Transactions. William Blair reviewed 13 issuer stock repurchase transactions identified since 1998 involving the equity of U.S. publicly listed companies in which a selling shareholder with a minimum of 20% ownership prior to the transaction owned less than 20% of the equity following the transaction.

Date Announced	Issuer	Seller
5/18/2009	FBR Capital Markets Co.	Freidman, Billings Ramsey Group
12/13/2006	Alpharma Inc.	AL Industrier ASA
9/9/2006	Omega Protein Corp.	Zapata Corp
9/8/2005	Sotheby s Holdings Inc.	Affiliates of A. Alfred Taubman and his family
12/23/2004	Middleby Corp	William F. Whitman and family
10/6/2004	Clorox Co.	Henkel KGaA
7/22/2003	Cato Corp.	Wayland H. Cato and Edgar T. Cato
5/1/2003	ExpressJet Holdings Inc.	Continental Airlines, Inc.
1/10/2002	Chromcraft Revington Inc.	Court Square Capital
7/24/2000	Interstate Bakeries Corp.	Ralston Purina
1/18/2000	Risk Capital Holdings Inc.	XL Capital
5/27/1999	Suburban Propane Partners, L.P.	Millennium Chemical
5/7/1998	Salton Maxim Housewares Inc.	Windmere-Durable

William Blair analyzed the incremental economic premiums paid as a percentage of the total equity market capitalization of the companies listed above. For the issuer share repurchase transactions where a premium was paid, the incremental economic premium ranged from 0.1% to 6.2%, with a median of 3.1%.

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Block Trade Transactions. William Blair reviewed 9 transactions between third parties (i.e., non-issuers) identified since 1998 involving the equity of U.S. publicly listed companies in which a selling shareholder with a minimum of 20% ownership sold a minimum 20% stake to an acquirer which held less than 20% of the shares prior to the transaction and, following the transaction, held at least 20% of the shares.

Date Announced	**Target**	**Acquiror**
8/22/2005	Emerson Radio Corp	Grande Holdings Ltd
4/21/2003	Williams Energy Partners LP	Madison Dearborn Partners LLC
12/13/2002	Seminis Inc.	Fox Paine & Co LLC
2/26/2002	Ampal-American Israel Corp.	Y.M. Noy Investments Ltd
12/27/2001	Convera Corp.	Allen & Company Inc
10/11/2000	Hexcel Corp.	Goldman Sachs Group Inc.
9/27/2000	Gemstar TV Guide International Inc.	News Corp Ltd
9/26/2000	Herbalife International Inc.	Rbid.com Inc.
7/2/1999	Maui Land & Pineapple Co., Inc.	Investor Group

William Blair analyzed the incremental economic premiums paid as a percentage of the total equity market capitalization of the companies listed above. For the block trade transactions where a premium was paid, the incremental economic premium ranged from 1.5% to 32.8%, with a median of 21.8%.

In addition, William Blair analyzed 371 domestic public transactions with enterprise values between $0.5 billion and $5.0 billion that were announced since January 1, 2006 in which greater than 50% of the target s equity was acquired. William Blair compared the price of each transaction to the closing price of the target stock one day, one week, ten days, one month, 60 days, 90 days, and 180 days prior to the announcement of the transaction. Of the 371 transactions analyzed, 93.6% exhibited a nominal premium to the one-day trailing closing price and 93.8% exhibited a nominal premium to the one-month trailing price prior to the announcement of the transaction.

General. This summary is not a complete description of the analysis performed by William Blair but contains the material elements of the analysis. The preparation of an opinion regarding fairness is a complex analytic process involving various determinations as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances, and, therefore, such an opinion is not readily susceptible to partial analysis or summary description. The preparation of an opinion regarding fairness does not involve a mathematical evaluation or weighing of the results of the individual analyses performed, but requires William Blair to exercise its professional judgment, based on its experience and expertise, in considering a wide variety of analyses taken as a whole. Each of the analyses conducted by William Blair was carried out in order to provide a different perspective on the financial terms of the proposed merger, Share Repurchase and Contingent Share Repurchase and add to the total mix of information available. The analyses were prepared solely for the purpose of William Blair providing its opinions and do not purport to be appraisals or necessarily reflect the prices at which securities actually may be sold. William Blair did not form a conclusion as to whether any individual analysis, considered in isolation, supported or failed to support an opinion about the fairness to the holders of Allscripts common stock (other than Misys or its affiliates) of either the consideration to be paid by Allscripts in the proposed merger, Share Repurchase or Contingent Share Repurchase pursuant to the Merger Agreement and the Framework Agreement or the consideration to be paid by Allscripts in the Share Repurchase pursuant to the Framework Agreement. Rather, in reaching its conclusions, William Blair considered the results of the analyses in light of each other and ultimately reached each opinion based on the results of all analyses taken as a whole. William Blair did not place particular reliance or weight on any particular analysis, but instead concluded that its analyses, taken as a whole, supported its determination. Accordingly, notwithstanding the separate factors summarized above, William Blair believes that its analyses must be considered as a whole and that selecting portions of its analyses and the factors considered by it, without considering all analyses and factors, may create an incomplete view of the evaluation process underlying its opinions. No company or transaction used in the above analyses as a comparison is directly comparable to Allscripts proposed merger, Share Repurchase or Contingent Share Repurchase. In performing its analyses, William Blair made numerous assumptions with respect to industry performance, business and economic conditions and other matters. The analyses performed by William Blair are not

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necessarily indicative of future actual values and future results, which may be significantly more or less favorable than suggested by such analyses.

William Blair has been engaged in the investment banking business since 1935. William Blair continually undertakes the valuation of investment securities in connection with public offerings, private placements, business combinations, estate and gift tax valuations and similar transactions. In the ordinary course of its business, William Blair may from time to time trade the publicly held securities of Misys, Allscripts or Eclipsys for its own account and for the accounts of its customers, and accordingly may at any time hold a long or short position in such securities. In addition, William Blair provides equity research coverage on each of Allscripts and Eclipsys. William Blair advised Allscripts in the sale of its medication services business unit whereby William Blair received $200,000 in fees in 2009. William Blair acted as an investment banker to the Allscripts audit committee in connection with the proposed merger, Share Repurchase and Contingent Share Repurchase, and received a fee from Allscripts of $500,000 for its services, regardless of either the conclusions of its opinions or the consummation of the proposed merger, Share Repurchase and Contingent Share Repurchase. In addition, Allscripts agreed to reimburse William Blair for its expenses and to indemnify William Blair against certain liabilities arising out of its engagement.

Opinion of UBS, Financial Advisor to the Allscripts Board of Directors

On June 8, 2010, at a meeting of the Allscripts board of directors held to evaluate the proposed merger, UBS delivered to the Allscripts board of directors an oral opinion, which opinion was confirmed by delivery of a written opinion, dated June 8, 2010, to the effect that, as of that date and based on and subject to various assumptions, matters considered and limitations described in its opinion, the Exchange Ratio provided for in the merger was fair, from a financial point of view, to Allscripts.

The full text of UBS opinion describes the assumptions made, procedures followed, matters considered and limitations on the review undertaken by UBS. This opinion is attached as Annex G and is incorporated into this joint proxy statement/prospectus/information statement by reference. UBS opinion was provided for the benefit of the Allscripts board of directors (solely in their capacity as such) in connection with, and for the purpose of, its evaluation of the Exchange Ratio provided for in the merger from a financial point of view and does not address any other aspect of the merger. The opinion does not address the relative merits of the merger or any related transaction (including, without limitation, the Coniston Transactions and the Contingent Share Repurchase) as compared to other business strategies or transactions that might be available to Allscripts or Allscripts underlying business decision to effect the merger or any related transaction. The opinion does not constitute a recommendation to any stockholder as to how to vote or act with respect to the merger or any related transaction. The following summary of UBS opinion is qualified in its entirety by reference to the full text of UBS opinion.

In arriving at its opinion, UBS, among other things:

- reviewed certain publicly available business and financial information relating to Eclipsys and Allscripts;
- reviewed certain internal financial information and other data relating to the business and financial prospects of Eclipsys that were provided to UBS by the managements of Eclipsys and Allscripts and not publicly available, including financial forecasts and estimates prepared by the management of Allscripts that the Allscripts board of directors directed UBS to utilize for purposes of its analysis;
- reviewed certain internal financial information and other data relating to the business and financial prospects of Allscripts that were provided to UBS by the management of Allscripts and not publicly available, including financial forecasts and estimates prepared by the management of Allscripts that the Allscripts board of directors directed UBS to utilize for purposes of its analysis;
- reviewed certain estimates of synergies prepared by the management of Allscripts that were provided to UBS by Allscripts and not publicly available that the Allscripts board of directors directed UBS to utilize for purposes of its analysis;

conducted discussions with members of the senior managements of Eclipsys and Allscripts concerning the business and financial prospects of Eclipsys and Allscripts;

reviewed publicly available financial and stock market data with respect to certain other companies UBS believed to be generally relevant;

compared the financial terms of the merger with the publicly available financial terms of certain other transactions UBS believed to be generally relevant;

reviewed current and historical market prices of Eclipsys common stock and Allscripts common stock;

considered certain pro forma effects of the merger on Allscripts financial statements after giving effect to the Coniston Transactions and the Contingent Share Repurchase;

reviewed a draft, dated June 7, 2010, of the Merger Agreement and a draft, dated June 7, 2010, of the Framework Agreement; and

conducted such other financial studies, analyses and investigations, and considered such other information, as UBS deemed necessary or appropriate.

In connection with its review, with the consent of the Allscripts board of directors, UBS assumed and relied upon, without independent verification, the accuracy and completeness in all material respects of the information provided to or reviewed by UBS for the purpose of its opinion. In addition, with the consent of the Allscripts board of directors, UBS did not make any independent evaluation or appraisal of any of the assets or liabilities (contingent or otherwise) of Eclipsys or Allscripts, nor was UBS furnished with any such evaluation or appraisal. With respect to the financial forecasts, estimates, synergies and pro forma effects referred to above, UBS assumed, at the direction of the Allscripts board of directors, that they had been reasonably prepared on a basis reflecting the best currently available estimates and judgments of the management of Allscripts as to the future financial performance of each company and such synergies and pro forma effects. In addition, UBS assumed with the approval of the Allscripts board of directors that the financial forecasts and estimates, including synergies, referred to above would be achieved at the times and in the amounts projected. UBS also assumed, with the consent of the Allscripts board of directors, that the merger would qualify for U.S. federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. UBS opinion was necessarily based on economic, monetary, market and other conditions as in effect on, and the information available to UBS as of, the date of its opinion.

It was UBS understanding that the consummation of the merger was conditioned upon, among other things, the closing of the Coniston Transactions and, for purposes of its analyses and its opinion UBS, at the direction of the Allscripts board of directors, assumed the consummation and otherwise gave effect to the Coniston Transactions and the Contingent Share Repurchase. UBS opinion only addressed the fairness, from a financial point of view, to Allscripts of the Exchange Ratio provided for in the merger and did not address any aspect of the Coniston Transactions, the Contingent Share Repurchase or any other aspect of the merger or any agreement, arrangement or understanding entered into in connection therewith, including, without limitation, the Framework Agreement and the granting of the right to require Allscripts to effect the Contingent Share Repurchase. UBS opinion does not constitute a recommendation to any stockholder as to how such stockholder should vote or act with respect to the merger or any related transaction. At direction of the Allscripts board of directors, UBS was not asked to, nor did UBS, offer any opinion as to the terms, other than the Exchange Ratio to the extent expressly specified in its opinion, of the Merger Agreement or any related documents (including, without limitation, the Framework Agreement) or the form of the merger or any related transaction. In addition, UBS expressed no opinion as to the fairness of the amount or nature of any compensation to be received by any officers, directors or employees of any parties to the merger or any related transaction, or any class of such persons, relative to the Exchange Ratio. UBS expressed no opinion as to what the value of Allscripts common stock would be when issued pursuant to the merger or the prices at which Allscripts common stock or Eclipsys common stock would trade at any time. In rendering its opinion, UBS assumed, with the consent of the Allscripts board of directors, that (i) the final executed form of the Merger Agreement and the Framework Agreement would not differ in any material respect from the drafts that UBS reviewed, (ii) the parties to

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the Merger Agreement and the Framework Agreement would comply with all material terms of those agreements to which they are a party, and (iii) the merger would be consummated in accordance with the terms of the Merger Agreement and the Coniston Transactions and the Contingent Share Repurchase would be consummated in accordance with the terms of the Framework Agreement, in each case without any adverse waiver or amendment of any material term or condition thereof. UBS also assumed that all governmental, regulatory or other consents and approvals necessary for the consummation of the merger would be obtained without any material adverse effect on Allscripts, Eclipsys or the merger. The issuance of UBS opinion was approved by an authorized committee of UBS.

In connection with rendering its opinion to the Allscripts board of directors, UBS performed a variety of financial and comparative analyses which are summarized below. The following summary is not a complete description of all analyses performed and factors considered by UBS in connection with its opinion. The preparation of a financial opinion is a complex process involving subjective judgments and is not necessarily susceptible to partial analysis or summary description. With respect to the selected companies analysis and the selected transactions analysis summarized below, no company or transaction used as a comparison was identical to Eclipsys, Allscripts or the merger. These analyses necessarily involve complex considerations and judgments concerning financial and operating characteristics and other factors that could affect the public trading or acquisition values of the companies concerned.

UBS believes that its analyses and the summary below must be considered as a whole and that selecting portions of its analyses and factors or focusing on information presented in tabular format, without considering all analyses and factors or the narrative description of the analyses, could create a misleading or incomplete view of the processes underlying UBS analyses and opinion. UBS did not draw, in isolation, conclusions from or with regard to any one factor or method of analysis for purposes of its opinion, but rather arrived at its ultimate opinion based on the results of all analyses undertaken by it and assessed as a whole.

The estimates of the future performance of Eclipsys and Allscripts provided by Allscripts in or underlying UBS analyses are not necessarily indicative of actual future results or values, which may be significantly more or less favorable than those estimates. In performing its analyses, UBS considered industry performance, general business and economic conditions and other matters, many of which were beyond the control of Eclipsys and Allscripts. Estimates of the financial value of companies do not purport to be appraisals or necessarily reflect the prices at which businesses or securities actually may be sold or acquired.

The Exchange Ratio was determined through negotiation between Eclipsys and Allscripts and the decision by Allscripts to enter into the merger was solely that of the Allscripts board of directors. UBS opinion and financial analyses were only one of many factors considered by the Allscripts board of directors in their evaluation of the fairness from a financial point of view of the Exchange Ratio provided for in the merger and should not be viewed as determinative of the views of the Allscripts board of directors or Allscripts management with respect to the merger or the Exchange Ratio.

The following is a brief summary of the material financial analyses performed by UBS and reviewed with the Allscripts board of directors on June 8, 2010 in connection with UBS opinion relating to the proposed merger. The financial analyses summarized below include information presented in tabular format. In order for UBS financial analyses to be fully understood the tables must be read together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses. Considering the data below without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of UBS financial analyses. For purposes of the Financial Analyses described below, actual and estimated earnings before interest, taxes, depreciation and amortization, referred to as EBITDA, were adjusted to exclude stock-based compensation expense and one-time gains and losses, and actual and estimated non-GAAP net income were adjusted to exclude these same items and transaction-related amortization and capitalized software amortization, net of tax. The term implied per share value of the merger consideration refers to the $22.10 implied value of the merger consideration based on the Exchange Ratio of 1.2 and the closing price of Allscripts common stock on June 8, 2010 of $18.42 per share.

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Financial Analyses

Selected Companies Analysis

UBS compared selected financial and stock market data of Eclipsys and Allscripts with corresponding data of the following six US publicly traded companies primarily focused on provider-based health information technologies and services:

Cerner Corporation

Computer Programs and Systems, Inc.

Quality Systems, Inc.

athenahealth, Inc.

Emdeon Inc.

MedAssets, Inc.

UBS reviewed, among other things, the enterprise values of the selected companies, calculated as equity market value based on closing stock prices on June 8, 2010, plus debt at book value, preferred stock at liquidation value and minority interests at book value, less cash and cash equivalents, as multiples of calendar years 2010 and 2011 adjusted EBITDA. UBS also reviewed the closing stock prices of the selected companies on June 8, 2010 as a multiple of calendar years 2010 and 2011 adjusted estimated earnings per share, referred to as EPS. UBS then compared the multiples derived for the selected companies with corresponding multiples implied for Allscripts based on the closing price of Allscripts common stock on June 8, 2010 and with corresponding multiples implied for Eclipsys based on the closing price of Eclipsys common stock on June 8, 2010 and on the implied per share value of the merger consideration. Estimated and other financial data for the selected companies were based on publicly available research analysts estimates, public filings and other publicly available information. Estimated financial data for Eclipsys and Allscripts were based on internal estimates of Allscripts management, which we refer to as the Allscripts Management Estimates. This analysis indicated the following implied high, median, mean and low multiples for the selected companies, as compared to corresponding multiples implied for Eclipsys and Allscripts:

	Implied Multiples for Selected Companies				Implied Multiples for Eclipsys Based on Eclipsys Closing Stock Price on 6/8/10 Allscripts Management Estimates	Implied Multiples for Eclipsys Based on Implied Per Share Value of the Merger Consideration Allscripts Management Estimates	Implied Multiples for Allscripts Based on Allscripts Closing Stock Price on 6/8/10 Allscripts Management Estimates
	High	Median	Mean	Low			
Enterprise Value as Multiple of Adjusted EBITDA:							
CY 2010E	17.4x	13.4x	13.0x	7.7x	10.1x	12.5x	14.5x
CY 2011E	11.8x	10.2x	9.9x	6.7x	8.0x	9.9x	11.2x

Closing Stock Price as Multiple of Adjusted EPS:

CY 2010E	47.4x	25.9x	27.5x	13.3x	26.1x	31.1x	27.0x
CY 2011E	29.6x	19.7x	20.3x	11.0x	20.0x	23.9x	21.5x

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Selected Transactions Analysis

UBS reviewed transaction values in the following ten selected transactions involving US companies primarily focused on provider-based health information technologies and services with transaction values at or above $100 million:

Announcement Date	Acquiror	Target
11/6/06	McKesson Corporation	Per-Se Technologies, Inc.
8/9/06	The Sage Group plc	Emdeon Practice Services, Inc.
1/19/06	Allscripts Healthcare Solutions, Inc.	A4 Health Systems, Inc.
9/29/05	GE Healthcare, a unit of General Electric Company	IDX Systems Corporation
8/29/05	Per-Se Technologies, Inc.	NDCHealth Corporation
1/18/05	Elekta AB	IMPAC Medical Systems, Inc.
11/16/04	Cerner Corporation	Medical Division of VitalWorks Inc.
7/21/03	Eastman Kodak Company	PracticeWorks, Inc.
6/25/01	Misys plc	Sunquest Information Systems, Inc.
5/1/00	Siemens Medical Engineering Group	Shared Medical Systems Corporation

UBS reviewed, among other things, transaction values in the selected transactions, calculated as the purchase price paid for the target company s equity, plus debt at book value, preferred stock at liquidation value and minority interests at book value, less cash and cash equivalents, as multiples of, to the extent publicly available, the target company s latest 12 months adjusted EBITDA, and estimated adjusted EBITDA for Fiscal Year +1 and Fiscal Year +2. For transactions announced during the first half of a target s fiscal year, UBS designated estimated adjusted EBITDA for Fiscal Year +1 as the target s then-current fiscal year s estimated adjusted EBITDA, and estimated adjusted EBITDA for Fiscal Year +2 as the subsequent fiscal year s estimated adjusted EBITDA. For transactions announced during the second half of a target s fiscal year, UBS designated estimated adjusted EBITDA for Fiscal Year +1 as the target s estimated adjusted EBITDA for the subsequent fiscal year and estimated adjusted EBITDA for Fiscal Year +2 as the next succeeding fiscal year s estimated adjusted EBITDA. UBS also reviewed the aggregate equity value of the target s common stock on a fully diluted basis based on the per share consideration paid in the selected transactions, to the extent publicly available, as multiples of, to the extent publicly available, the target company s adjusted net income for the latest 12 months, Fiscal Year +1 and Fiscal Year +2. UBS then compared the multiples derived for the selected transactions with corresponding multiples implied for Eclipsys based on the implied per share value of the merger consideration. Multiples for the selected transactions were based on publicly available information at the time of announcement of the relevant transaction. Estimated financial data for Eclipsys were based on Allscripts Management Estimates. This analysis indicated the following implied high, median, mean and low multiples for the selected transactions, as compared to corresponding multiples implied for Eclipsys by the implied per share value of the merger consideration:

	Implied Multiples for Selected Transactions				Implied Multiples for Eclipsys Based on Implied Per Share Value of Merger Consideration
Transaction Value as Multiple of:	**High**	**Median**	**Mean**	**Low**	
Latest 12 Months Adjusted EBITDA	26.1x	17.5x	16.5x	9.5x	12.3x
Fiscal Year +1 Adjusted EBITDA	12.6x	11.3x	11.0x	9.1x	12.5x
Fiscal Year +2 Adjusted EBITDA	10.3x	9.8x	9.5x	8.3x	9.9x
Equity Value as Multiple of:	**High**	**Median**	**Mean**	**Low**	
Latest 12 Months Adjusted Net Income	35.7x	30.3x	31.0x	27.3x	41.1x
Fiscal Year +1 Adjusted Net Income	47.9x	29.1x	31.8x	22.5x	31.1x
Fiscal Year +2 Adjusted Net Income	30.9x	26.4x	26.5x	22.2x	23.9x

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Stand-alone Discounted Cash Flow Analysis

Allscripts. UBS performed a discounted cash flow analysis of Allscripts on a stand-alone basis using Allscripts Management Estimates, after giving effect to the Coniston Transactions, including associated borrowings and cost savings, but without giving effect to the Contingent Share Repurchase. For purposes of its analysis, UBS calculated a net present value, using a 6.5% discount rate, of Allscripts net operating loss tax carryforwards of $46 million based on information provided by Allscripts management. UBS calculated a range of implied present values (as of June 30, 2010) of the stand-alone unlevered, after-tax free cash flows that Allscripts was forecasted to generate from July 1, 2010 until December 31, 2016 and of terminal values for Allscripts based on Allscripts calendar year 2016 estimated adjusted EBITDA. Implied terminal values were derived by applying to Allscripts calendar year 2016 estimated adjusted EBITDA a range of terminal multiples from 9.0x to 11.0x. Present values of cash flows and terminal values were calculated using discount rates ranging from 10.0% to 12.0%. The discounted cash flow analysis resulted in a range of implied present values of approximately $16.25 to $22.00 per share of Allscripts common stock.

Eclipsys. UBS performed a discounted cash flow analysis of Eclipsys on a stand-alone basis using Allscripts Management Estimates. For purposes of its analysis, UBS calculated a net present value, using a 6.5% discount rate, of Eclipsys net operating loss tax carryforwards of $92 million based on information provided by Eclipsys management. UBS calculated a range of implied present values (as of June 30, 2010) of the stand-alone unlevered, after-tax free cash flows that Eclipsys was forecasted to generate from July 1, 2010 until December 31, 2016 and of terminal values for Eclipsys based on Eclipsys calendar year 2016 estimated adjusted EBITDA. Implied terminal values were derived by applying to Eclipsys s calendar year 2016 estimated adjusted EBITDA a range of terminal multiples from 9.0x to 11.0x. Present values of cash flows and terminal values were calculated using discount rates ranging from 10.0% to 12.0%. The discounted cash flow analysis resulted in a range of implied present values of approximately $19.75 to $24.50 per share of Eclipsys common stock.

Pro Forma Combined Discounted Cash Flow Analysis

UBS performed a discounted cash flow analysis of Allscripts pro forma for the merger using Allscripts Management Estimates, giving effect to the synergies Allscripts management expected to result from the merger.

First, UBS performed a discounted cash flow analysis of Allscripts pro forma for the merger using Allscripts Management Estimates, without giving effect to the synergies Allscripts management expected to result from the merger. For purposes of its analysis, UBS calculated a net present value, using a 6.5% discount rate, of the pro forma combined company s net operating loss tax carryforwards of $135 million based on information provided by Allscripts management. UBS calculated a range of implied present values (as of June 30, 2010) of the unlevered, after-tax free cash flows that Allscripts pro forma for the merger was forecasted to generate, after giving effect to the Coniston Transactions and the Contingent Share Repurchase, from July 1, 2010 until December 31, 2016. Implied terminal values were derived by applying a range of terminal multiples from 9.0x to 11.0x to the pro forma combined company s calendar year 2016 estimated adjusted EBITDA. Present values of cash flows and terminal values were calculated using discount rates ranging from 10.0% to 12.0%.

Next, UBS performed a discounted cash flow analysis with respect to the revenue and cost synergies Allscripts management expected to result from the merger. For revenue synergies, UBS calculated a range of implied present values (as of June 30, 2010) of the unlevered, after-tax free cash flows resulting from revenue synergies that Allscripts pro forma for the merger was forecasted to generate, from July 1, 2010 until December 31, 2016. Implied terminal values were derived by applying a range of terminal multiples from 9.0x to 11.0x to the pro forma combined company s calendar year 2016 estimated adjusted EBITDA resulting from revenue synergies. Present values of cash flows and terminal values were calculated using discount rates ranging from 10.0% to 12.0%. For cost synergies, UBS calculated a range of implied present values of the estimated unlevered after-tax free cash flows resulting from cost synergies that Allscripts pro forma for the merger was forecasted to generate from July 1, 2010 until December 31, 2016. Implied terminal values were derived by applying a range of perpetuity growth rates from 2.0% to 3.0% to the unlevered after-tax free cash flows resulting from cost synergies beyond calendar year 2016. Present values of cash flows and terminal values were calculated using discount rates ranging from 10.0% to 12.0%.

UBS then summed the range of implied present values of the equity of Allscripts pro forma for the merger excluding expected synergies with the range of implied present values of the revenue and cost synergies Allscripts management expected to result from the merger, and derived a range of implied present values of Allscripts pro forma for the merger including expected synergies of approximately $18.00 to $24.00 per share of Allscripts common stock pro forma for the merger, as compared to the range of implied present values of approximately $16.25 to $22.00 per share of Allscripts common stock for Allscripts on a stand-alone basis. This analysis indicated that the implied present value per share of Allscripts common stock pro forma for the merger including expected synergies represented an increase of approximately 9% to 11% over the implied present value per share of Allscripts common stock on a stand-alone basis.

Contribution Analysis

UBS reviewed the relative estimated contributions of Allscripts and Eclipsys for calendar years 2009 through 2012 to the pro forma combined company s non-GAAP net income and adjusted EBITDA with synergies after giving effect to the Coniston Transactions and the Contingent Share Repurchase.

UBS reviewed the relative pro forma contributions of Allscripts and Eclipsys to the combined company s pro forma Non-GAAP net income as compared to the equity values of each company, based on the Exchange Ratio. This analysis indicated the following relative contributions of Allscripts and Eclipsys:

	Percent Allscripts Contribution to Pro Forma Combined Entity	Percent Eclipsys Contribution to Pro Forma Combined Entity	Percent of Synergies Contribution to Pro Forma Combined Entity
Pro Forma Equity Ownership	63%	37%	
Non-GAAP Net Income			
CY 2009A	75%	25%	0%
CY 2010E	68%	29%	2%
CY 2011E	62%	28%	10%
CY 2012E	61%	27%	12%

UBS reviewed the relative pro forma contributions of Allscripts and Eclipsys to the combined company s pro forma adjusted EBITDA with synergies as compared to the enterprise values of each company based on the implied per share value of the merger consideration. This analysis indicated the following relative contributions of Allscripts and Eclipsys:

	Percent Allscripts Contribution to Pro Forma Combined Entity	Percent Eclipsys Contribution to Pro Forma Combined Entity	Percent of Synergies Contribution to Pro Forma Combined Entity
Enterprise Value at Transaction	72%	28%	
Adjusted EBITDA with Synergies			
CY 2009A	65%	35%	0%
CY 2010E	66%	32%	2%
CY 2011E	62%	29%	8%
CY 2012E	62%	28%	11%

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Other Considerations

Accretion/Dilution Analysis

UBS reviewed the potential pro forma effect of the merger on Allscripts estimated EPS for calendar years 2010 and 2011 after taking into account the potential synergies (net of any costs to achieve) anticipated by the management of Allscripts to result from the merger. Estimated financial data for Allscripts and Eclipsys were based on Allscripts Management Estimates. Based on the Exchange Ratio, this analysis indicated that the merger would be accretive to Allscripts calendar years 2011 and 2012 estimated non-GAAP EPS after giving effect to the Coniston Transactions and the Contingent Share Repurchase and taking into account the synergies Allscripts management expected to result from the proposed merger, as follows:

	2011E	2012E
Accretion/(Dilution) ($)	$ 0.06	$ 0.06
Accretion/(Dilution) (%)	6.4%	5.6%

Actual results may vary from projected results and the variations may be material.

Miscellaneous

Under the terms of UBS engagement, Allscripts agreed to pay UBS an aggregate fee for its financial advisory services in connection with the merger currently estimated to be approximately $5.0 million, $1 million of which became payable in connection with UBS opinion, $750,000 of which will become payable upon adoption of the merger agreement by Eclipsys stockholders and $3.25 million of which is contingent upon consummation of the merger. Allscripts may also pay UBS an additional fee as determined in its sole discretion. Further, Allscripts agreed to reimburse UBS for its reasonable expenses, including fees, disbursements and other charges of counsel, and to indemnify UBS and related parties against liabilities, including liabilities under federal securities laws, relating to, or arising out of, its engagement. UBS also may provide financing, underwriting and related services to Allscripts and Misys in connection with the Coniston Transactions and, in such event, would receive compensation in connection therewith. In the past, UBS and its affiliates have provided investment banking services to Allscripts and Misys unrelated to the proposed merger, for which UBS and its affiliates received compensation, including having acted as a book running lead managing underwriter in connection with an offering of equity securities by Allscripts in 2006 and having provided financial advisory services to Misys in connection with Misys s divestiture of a business in 2007. In the ordinary course of business, UBS and its affiliates may hold or trade, for their own accounts and the accounts of their customers, securities of Allscripts, Eclipsys and Misys and, accordingly, may at any time hold a long or short position in such securities. Allscripts selected UBS as its financial advisor in connection with the merger because UBS is an internationally recognized investment banking firm with substantial experience in complex transactions. UBS is regularly engaged in the valuation of businesses and their securities in connection with mergers and acquisitions, leveraged buyouts, negotiated underwritings, competitive bids, secondary distributions of listed and unlisted securities and private placements.

Opinion of Perella Weinberg, Financial Advisor to the Eclipsys Board of Directors

Eclipsys retained Perella Weinberg to act as the financial advisor to Eclipsys and its board of directors in connection with the merger. Eclipsys selected Perella Weinberg based on Perella Weinberg s qualifications, expertise and reputation and its knowledge of the industry in which Eclipsys conducts its business. Perella Weinberg, as part of its investment banking business, is continually engaged in performing financial analyses with respect to businesses and their securities in connection with mergers and acquisitions, leveraged buyouts and other transactions as well as for corporate and other purposes.

On June 8, 2010, Perella Weinberg rendered its oral opinion, subsequently confirmed in writing, to the board of directors of Eclipsys that, on June 8, 2010, and based upon and subject to the various assumptions made, procedures followed, matters considered and qualifications and limitations set forth in such opinion, the

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Exchange Ratio of 1.2 shares of Allscripts common stock to be received in respect of each share of Eclipsys common stock in the merger was fair, from a financial point of view, to the holders of Eclipsys common stock, other than Allscripts or any of its affiliates.

The full text of Perella Weinberg s written opinion, dated June 8, 2010, which sets forth, among other things, the assumptions made, procedures followed, matters considered and qualifications and limitations on the review undertaken by Perella Weinberg, is attached as Annex H and is incorporated by reference herein. Holders of shares of Eclipsys common stock are urged to read the opinion carefully and in its entirety. The opinion does not address Eclipsys underlying business decision to enter into the merger or the relative merits of the merger as compared with any other strategic alternative which may be available to Eclipsys. The opinion does not constitute a recommendation to any holder of Eclipsys common stock or holder of Allscripts common stock as to how such holder should vote or otherwise act with respect to the proposed merger or any other matter. In addition, Perella Weinberg expressed no opinion as to the fairness of the merger to, or any consideration received in connection with the merger by, the holders of any other class of securities, creditors or other constituencies of Eclipsys. Perella Weinberg provided its opinion for the information and assistance of the board of directors of Eclipsys in connection with, and for the purposes of its evaluation of, the merger. This summary is qualified in its entirety by reference to the full text of the opinion.

In arriving at its opinion, Perella Weinberg, among other things:

- reviewed certain publicly available financial statements and other business and financial information with respect to Eclipsys and Allscripts, including research analyst reports;
- reviewed certain publicly available financial forecasts relating to Eclipsys;
- reviewed certain publicly available financial forecasts relating to Allscripts;
- reviewed estimates of synergies anticipated from the merger, which are referred to in this Perella Weinberg opinion summary section as the anticipated synergies, prepared by the management of Eclipsys;
- discussed the past and current business, operations, financial condition and prospects of Eclipsys, including the anticipated synergies, with senior executives of Eclipsys and Allscripts, and discussed the past and current business, operations, financial condition and prospects of Allscripts with senior executives of Eclipsys and Allscripts;
- reviewed the potential pro forma financial impact of the merger (after giving effect to the Coniston Transactions) on the future financial performance of the combined company, including the effect of the anticipated synergies, and taking into account the utilization of net operating loss carry-forwards;
- reviewed the relative financial contributions of Eclipsys and Allscripts to the future financial performance of the combined company on a pro forma basis;
- compared the financial performance of Eclipsys and Allscripts with that of certain publicly-traded companies which it believed to be generally relevant;
- compared the financial terms of the merger with the publicly available financial terms of certain transactions, which it believed to be generally relevant;

reviewed the historical trading prices and trading activity for the shares of Eclipsys common stock and shares of Allscripts common stock, and compared such price and trading activity of the shares of Eclipsys common stock and shares of Allscripts common stock with each other and with that of securities of certain publicly-traded companies which it believed to be generally relevant;

reviewed the premiums paid in certain publicly available transactions, which it believed to be generally relevant;

reviewed a draft, dated June 7, 2010, of the Merger Agreement;

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reviewed the terms and conditions of the Coniston Transactions and the agreements related thereto; and

conducted such other financial studies, analyses and investigations, and considered such other factors, as it deemed appropriate.

In arriving at its opinion, Perella Weinberg assumed and relied upon, without independent verification, the accuracy and completeness of the financial and other information supplied or otherwise made available to it (including information that was available from generally recognized public sources) for purposes of its opinion and further relied upon the assurances of the managements of Eclipsys and Allscripts that information furnished by Eclipsys and Allscripts for purposes of Perella Weinberg s analysis did not contain any material omissions or misstatements of material fact. With respect to the information relating to anticipated synergies and the amount and utilization of the net operating loss carry-forwards, Perella Weinberg was advised by the management of Eclipsys, and assumed, with the consent of the board of directors of Eclipsys, that they had been reasonably prepared on bases reflecting the best currently available estimates and good faith judgments of the management of Eclipsys as to the future financial performance of Eclipsys and the other matters covered thereby, and Perella Weinberg expressed no view as to the assumptions on which they were based. Perella Weinberg was not provided with, and did not have any access to, financial projections of Eclipsys prepared by the management of Eclipsys or financial projections of Allscripts prepared by the management of Allscripts. Accordingly, upon advice of Eclipsys and Allscripts, Perella Weinberg assumed that the published estimates of third party research analysts were a reasonable basis upon which to evaluate the future financial performance of Eclipsys and Allscripts and that Eclipsys and Allscripts will perform substantially in accordance with such estimates. In arriving at its opinion, Perella Weinberg did not make any independent valuation or appraisal of the assets or liabilities (including any contingent, derivative or off-balance-sheet assets and liabilities) of Eclipsys or Allscripts, nor was it furnished with any such valuations or appraisals nor did it assume any obligation to conduct, nor did it conduct, any physical inspection of the properties or facilities of Eclipsys or Allscripts. In addition, Perella Weinberg did not evaluate the solvency of any party to the Merger Agreement under any state or federal laws relating to bankruptcy, insolvency or similar matters. Perella Weinberg assumed that the final executed Merger Agreement would not differ in any material respect from the draft merger agreement it reviewed and that the merger would be consummated in accordance with the terms set forth in such draft merger agreement, and that the Coniston Transactions would be consummated in accordance with the terms set forth in the draft Framework Agreement, in each case without material modification, waiver or delay. In addition, Perella Weinberg assumed that in connection with the receipt of all the necessary approvals of the proposed merger, no delays, limitations, conditions or restrictions would be imposed that could have an adverse effect on Eclipsys, Allscripts, the Coniston Transactions or the contemplated benefits expected to be derived in the proposed merger. Perella Weinberg also assumed that the merger would qualify as a tax-free reorganization under the Internal Revenue Code. Perella Weinberg relied as to all legal matters relevant to rendering its opinion upon the advice of counsel.

Perella Weinberg s opinion addressed only the fairness, from a financial point of view, as of June 8, 2010, of the Exchange Ratio provided for in the Merger Agreement to the holders of shares of Eclipsys common stock, other than Allscripts or any of its affiliates. Perella Weinberg was not asked to, nor did it, offer any opinion as to any other term of the Merger Agreement or the Framework Agreement or the form or structure of the merger or the Coniston Transactions or the likely timeframe in which the merger or the Coniston Transactions would be consummated. In addition, Perella Weinberg expressed no opinion as to the fairness of the amount or nature of any compensation to be received by any officers, directors or employees of any parties to the merger, or any class of such persons, relative to the Exchange Ratio. Perella Weinberg did not express any opinion as to any tax or other consequences that may result from the transactions contemplated by the Merger Agreement, nor did its opinion address any legal, tax, regulatory or accounting matters, as to which it understood Eclipsys had received such advice as it deemed necessary from qualified professionals. Perella Weinberg s opinion did not address the underlying business decision of Eclipsys to enter into the merger or the relative merits of the merger as compared with any other strategic alternative which may be available to Eclipsys. Perella Weinberg was not authorized to solicit, and did not solicit, indications of interest in a transaction with Eclipsys from any party.

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Perella Weinberg s opinion was not intended to be and does not constitute a recommendation to any holder of shares of Eclipsys common stock or holder of shares of Allscripts common stock as to how to vote or otherwise act with respect to the proposed merger or any other matter and does not in any manner address the prices at which shares of Eclipsys common stock or shares of Allscripts common stock will trade at any time. In addition, Perella Weinberg expressed no opinion as to the fairness of the merger to, or any consideration received in connection with the merger by, the holders of any other class of securities, creditors or other constituencies of Eclipsys. Perella Weinberg s opinion is necessarily based on financial, economic, market and other conditions as in effect on, and the information made available to Perella Weinberg as of, the date of its opinion, including the volatile financial and economic conditions then prevailing. It should be understood that subsequent developments may affect Perella Weinberg s opinion and the assumptions used in preparing it, and Perella Weinberg does not have any obligation to update, revise, or reaffirm its opinion.

The following is a brief summary of the material financial analyses performed by Perella Weinberg and reviewed by the board of directors of Eclipsys in connection with Perella Weinberg s opinion relating to the merger and does not purport to be a complete description of the financial analyses performed by Perella Weinberg. The order of analyses described below does not represent the relative importance or weight given to those analyses by Perella Weinberg. Some of the summaries of the financial analyses include information presented in tabular format. In order to fully understand Perella Weinberg s financial analyses, the tables must be read together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses. Considering the data below without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of Perella Weinberg s financial analyses. For purposes of its analyses, at the direction of Eclipsys management, Perella Weinberg used the Institutional Brokers Estimate System (IBES) median estimates for projections for both Eclipsys and Allscripts, as well as for certain selected comparable companies described below, which are referred to in this Perella Weinberg opinion summary section as the Street Projections. All median estimates reported by IBES include estimates previously adjusted from GAAP standards by Wall Street analysts to exclude certain non-recurring expenses, including deal-related amortization expenses, stock compensation expenses, and certain other adjustments.

Valuation of Eclipsys

Implied Value Per Share

Perella Weinberg calculated the implied per share value of the consideration to be received by the holders of Eclipsys common stock pursuant to the Merger Agreement, by multiplying the Exchange Ratio of 1.2 provided for in the Merger Agreement by the closing sale price of Allscripts common stock as of June 8, 2010 of $18.42, and noted that such implied per share value was $22.10, which is referred to in this Perella Weinberg opinion summary section as the One-Day Implied Price.

Perella Weinberg also calculated the implied per share value of the consideration to be received by the holders of Eclipsys common stock pursuant to the Merger Agreement, by multiplying the Exchange Ratio of 1.2 provided for in the Merger Agreement by the 20-trading day average closing sale price of Allscripts common stock as of June 8, 2010 of $19.21, and noted that the implied per share value was $23.06, which is referred to in this Perella Weinberg opinion summary section as the 20-Trading Day Implied Price.

For each of the analyses described below, Perella Weinberg compared the One-Day Implied Price and 20-Trading Day Implied Price to the range of per share values for Eclipsys implied by such analyses. The market data used by Perella Weinberg for purposes of its analyses of Eclipsys is as of June 8, 2010.

Historical Stock Trading and Transaction Premium Analysis

Perella Weinberg reviewed the historical trading price per share of Eclipsys common stock. Perella Weinberg noted that the lowest intraday sale price per share of Eclipsys common stock during the previous

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52-week period was $15.72 and the highest intraday sale price per share of Eclipsys common stock during such period was $21.50. In addition, Perella Weinberg calculated the implied premium represented by the One-Day Implied Price and 20-Trading Day Implied Price relative to the closing sale price per share of Eclipsys common stock as of June 8, 2010 and the average closing sale prices per share during the one week and 20-trading day periods ended on June 8, 2010. The results of these calculations and reference points are summarized in the following table:

	Price per Share	One-Day Implied Price Premium	20-Trading Day Implied Price Premium
Closing price on June 8, 2010	$ 18.51	19.4%	24.6%
One-week average	$ 19.29	14.6%	19.5%
20-trading day average	$ 19.24	14.9%	19.8%

Perella Weinberg also reviewed the historical ratios of the trading price per share of Eclipsys common stock to the trading price per share of Allscripts common stock. Perella Weinberg noted such historical Exchange Ratios as of June 8, 2010 and based on the average Exchange Ratio of Eclipsys common stock and Allscripts common stock during the one week and 20-trading day periods ended on June 8, 2010. Perella Weinberg calculated the premium over such historical Exchange Ratios implied by the 1.2 Exchange Ratio provided for in the Merger Agreement. The results of these calculations and reference points are summarized in the following table:

	Historical Exchange Ratio	Implied Premium
Closing price on June 8, 2010	1.005x	19.4%
One-week average	1.013x	18.5%
20-trading day average	1.002x	19.8%

The historical stock trading and transaction premium analysis provided general reference points with respect to the trading prices of Eclipsys common stock which enabled Perella Weinberg to compare the historical prices with the consideration offered by Allscripts pursuant to the Merger Agreement.

Equity Research Analyst Price Targets Statistics

Perella Weinberg reviewed and analyzed selected recent publicly available equity research analyst price targets for Eclipsys common stock prepared and published by selected analysts during the period from May 4, 2010 through June 8, 2010. These targets reflect each analyst s estimate of the future public market trading price of Eclipsys common stock and are not discounted to reflect present values. Perella Weinberg noted that, as of June 8, 2010, the range of undiscounted analyst price targets for Eclipsys common stock was between approximately $18.00 and $26.00 per share.

The public market trading price targets published by equity research analysts do not necessarily reflect current market trading prices for Eclipsys common stock, and these estimates are subject to uncertainties, including the future financial performance of Eclipsys and future financial market conditions.

Selected Publicly Traded Companies Analysis

Perella Weinberg reviewed and compared certain financial information for Eclipsys to corresponding financial information, ratios and public market multiples for the following publicly traded companies in the health information technology industry, which is referred to in this Perella Weinberg opinion summary section as the Healthcare IT industry, which, in the exercise of its professional judgment and based on its knowledge of such industry, Perella Weinberg determined to be relevant to its analysis:

Selected Companies

- Allscripts-Misys Healthcare Solutions, Inc.
- athenahealth, Inc.
- Cerner Corporation
- MedAssets, Inc.
- Quality Systems, Inc.

For each of the selected companies, Perella Weinberg calculated and compared financial information and various financial market multiples and ratios, based on the closing sale price per share as of June 8, 2010, information Perella Weinberg obtained from SEC filings for historical information (as adjusted for certain non-recurring expenses) and the selected company and Eclipsys Street Projections. Based on the analysis of these ratios, as well as its experience working with corporations on various merger and acquisition transactions, Perella Weinberg selected representative ranges of price per share as a multiple of estimated earnings per share, or EPS, to apply to corresponding data for Eclipsys. Additionally, because Eclipsys net operating losses (NOLs) are relatively higher than the NOLs of the selected companies, Perella Weinberg also determined NOL-adjusted multiples for Eclipsys and the selected companies based on public data including SEC filings and the Street Projections. Perella Weinberg applied such representative ranges of price-to-EPS multiples to the median estimated EPS values of Eclipsys for calendar years 2010 and 2011, based on the Eclipsys Street Projections on a standalone basis and also as adjusted for the present value of NOLs, which resulted in the following ranges of implied equity value per share of Eclipsys common stock:

Financial Multiple	**Representative Range**		**Implied Per Share Equity Value**		
Street Projections					
Price / 2010E EPS	25.0x	26.1x	$	18.51	$19.28
Price / 2011E EPS	20.1x	21.2x	$	18.51	$19.49
Street Projections as adjusted for present value of NOLs					
Price / 2010E EPS	22.9x	25.3x	$	18.51	$20.65
Price / 2011E EPS	18.4x	21.0x	$	18.51	$20.85

Although the selected companies were used for comparison purposes, no business of any selected company was either identical or directly comparable to Eclipsys business. Accordingly, Perella Weinberg s comparison of selected companies to Eclipsys and analysis of the results of such comparisons was not purely mathematical, but instead necessarily involved complex considerations and judgments concerning differences in financial and operating characteristics and other factors that could affect the relative values of the selected companies and Eclipsys.

Discounted Cash Flow Analysis

Perella Weinberg conducted an illustrative discounted cash flow analysis for Eclipsys to calculate the estimated present value as of June 8, 2010 of the estimated standalone unlevered free cash flows, calculated as EBITDA (earnings before interest, taxes, depreciation and amortization) less taxes, capital expenditures, capitalized research and development costs and increase in working capital, and subject to other adjustments, that Eclipsys could generate during the period commencing in the second quarter of fiscal year 2010 through fiscal year 2014. Estimates of unlevered free cash flows used for this analysis were based on the Eclipsys Street Projections for fiscal years 2010 through 2012, with figures for fiscal years 2013 and 2014 projected on the basis of an assumed 5.0% revenue growth rate and the same margins as resulted from the Eclipsys Street Projections for fiscal year 2012. For each case, Perella Weinberg used discount rates ranging from 10.3% to 11.3% based on estimates of the weighted average cost of capital of Eclipsys, calculated present values of unlevered free cash flows generated over the period described above and then added terminal values assuming terminal year

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multiples ranging from 11.0x to 12.0x EBITDA. Perella Weinberg chose this discount rate range based on the Beta and capital structure of public companies in the Healthcare IT industry deemed by Perella Weinberg to be relevant to its analysis (based on its experience working with corporations on various merger and acquisition transactions) and the relative capital structure of Eclipsys. As part of the total implied equity value calculated for Eclipsys, Perella Weinberg included the present value of the estimated NOL carry-forward balance estimated as of June 8, 2010 based on SEC filings and the Eclipsys Street Projections. For purposes of these analyses, Perella Weinberg utilized the fully diluted number of shares of Eclipsys common stock calculated using the treasury stock method. These analyses indicated reference ranges of implied equity values per share of Eclipsys common stock of approximately $18.85 $21.28.

Precedent Transactions Analysis

Perella Weinberg analyzed certain information relating to selected precedent Healthcare IT industry transactions from 2000 to June 8, 2010 which, in the exercise of its professional judgment, Perella Weinberg determined to be relevant public companies with operations comparable to Eclipsys and Allscripts. The Healthcare IT industry transactions analyzed included the following:

Transaction Announcement	Target	Acquirer
4/11/2008	The Trizetto Group, Inc.	Investor Group
11/5/2006	Per-Se Technologies, Inc.	McKesson Corporation
9/29/2005	IDX Systems Corporation	General Electric Company