



DATA RECIPIENT SERVICES AND DATA USE AGREEMENT

THIS DATA RECIPIENT SERVICES AND DATA USE AGREEMENT (“Data Use Agreement”) is made and entered into as of the effective date described below (the “Effective Date”), by and between the WNYHEALTHeNET, LLC, a New York limited liability company, with its principal place of business at 2475 George Urban Boulevard, Suite 202, Depew, NY 14043 (“HEALTHeNET”), and the data recipient identified on the Signature Page (the “Data Recipient”).

RECITALS

- A. HEALTHeNET has established an on-line community health information network to process administrative related health transactions in accordance with applicable federal and state confidentiality guidelines (the “Network”);
- B. Data Recipient wishes to act as a data recipient in the Network in accordance with this Data Use Agreement;
- C. In addition, HEALTHeNET has agreed to provide certain services for Data Recipient related to the Network subject to the terms and conditions of this Data Use Agreement; and
- D. If Data Recipient has previously entered into any agreement(s) with HEALTHeNET related to this subject matter, this Data Use Agreement completely replaces any such agreement(s).

NOW THEREFORE, IN CONSIDERATION of the recitals, covenants and conditions contained in this Data Use Agreement, and for other valuable consideration, the parties agree as follows (capitalized terms not specifically defined in this Data Use Agreement have the meaning given in the Terms and Conditions):

1. Data Use Agreement.

1.1 Status. This Data Use Agreement is a Services and Data Use Agreement as described in the Terms and Conditions. The Terms and Conditions are incorporated into this Data Use

Agreement.

1.2 Participation. HEALTHeNET and the Data Recipient shall perform their respective responsibilities pursuant to this Data Use Agreement, the Terms and Conditions and the Policies and Procedures.

1.3 Changes. The Terms and Conditions and the Policies and Procedures shall be subject to change from time to time as described in Section 2.3 (Procedures for Amendments) of the Terms and Conditions.

1.4 Services. The Data Recipient may utilize the Services that HEALTHeNET provides to Data Recipients as described in the Terms and Conditions.

2. Term and Termination.

2.1 Term. The term of this Data Use Agreement shall commence on the Effective Date. This Data Use Agreement shall continue in effect until terminated as described in the Terms and Conditions.

2.2 Effective Date. The Effective Date of this Data Use Agreement shall be the date on which HEALTHeNET has signed this Data Use Agreement.

3. Miscellaneous.

3.1 Assignment. This Data Use Agreement is assignable by the parties only upon prior written consent by the parties, except that HEALTHeNET may transfer or assign this Data Use Agreement in the event of a merger or transfer of all or substantially all of the assets of HEALTHeNET, provided that the surviving entity in the event of a merger, or transfer of assets, as the case may be, assumes the rights and obligations of HEALTHeNET under this Data Use Agreement.

3.2 Signature. By signing this Data Use Agreement, the undersigned represents that he or she has received and read a copy of the Terms and Conditions and Policies and Procedures and that he or she is either (a) the Data Recipient or, (b) if the Data Recipient is an entity, is an individual acting on the Data Recipient's behalf who is authorized to sign this Data Use Agreement and enter into this Data Use Agreement.

Signature Page Follows

DATA RECIPIENT SERVICES AND DATA USE AGREEMENT

IN WITNESS WHEREOF, the parties hereto have executed this Data Use Agreement as of the Effective Date set forth above.

WNYHEALTHeNET, LLC

By: _____

Name: _____

Title: Authorized Officer

Date: _____

Address for purposes of notice:

WNYHEALTHeNET, LLC
2475 George Urban Blvd., Suite 202
Depew, New York 14043
Attention: Executive Director

Data Recipient:

(Legal Entity Name)

Signature: _____

Name: _____

Title: _____

Date: _____

Address for purposes of notice:

Attention: _____