CardinalHealth

Term Sheet

October 17, 2014

Below are the details of our proposal:

- **Purchase Price and Assumptions.** Subject to the satisfaction of customary closing conditions, Cardinal Health, Inc., or one of its subsidiaries ("we" or "Cardinal Health") is prepared to value 100% of ADS Parent, LLC ("the Company"), on a cash-free and debt- free basis at an enterprise value of $1.05 billion to be paid in cash at closing, adjusted for net working capital as may be mutually agreed.

- **Anticipated Sources/Certainty of Financing.** The Proposed Transaction will be funded by a combination of cash on hand and readily accessible debt.

- **Expenses.** Each party shall pay its legal, accounting, and other costs and expenses (including taxes) incurred in connection with the Proposed Transaction.

- **Governing Law.** This letter is governed by and construed in accordance with the laws of the State of New York without giving effect to any choice of law provision.