

**SECOND MODIFICATION TO
GROUP LONG TERM CARE INSURANCE SERVICES AGREEMENT**

THIS SECOND MODIFICATION (the "Modification") is made this 20th of November, 2014 by and between The Prudential Insurance Company of America and the State of Maryland, acting through the Department of Budget and Management.

WHEREAS, Contractor extends Direct Bill Modal Premium discounts to policy holders under the Contract who pay premiums annually or semi-annually using the direct payment billing method; and

WHEREAS, effective January 1, 2014 Contractor has extended certain Direct Bill Modal Premium discounts to policy holders who purchased coverage under the 2006 Contract and who pay premiums annually or semi-annually using the direct payment billing method, and the parties desire to memorialize the changes in writing.

NOW, THEREFORE, in consideration of the Recitals which are hereby made a substantive part hereof, and the mutual promises and covenants herein contained, the receipt and sufficiency of which are hereby acknowledged, the Department and Contractor hereby mutually agree to the changes below.

1. Definitions. In this Modification, the following words have the meanings indicated:

- 1.1. "Contract" means the Group Long Term Care Insurance Services Agreement between the Department and the Contractor dated December 9, 2011 arising from the Request for Proposals for Group Long Term Care Insurance Services, No. F10R6200016, dated June 15, 2011, including addenda, attachments, and Excel worksheets, as amended through October 14, 2011.
- 1.2. "2006 Contract" means the Long Term Care Services Agreement between the Department and the Contractor dated February 20, 2006 arising from RFP F10R6200016 for Group Long Term Care Insurance dated August 9, 2005, as amended.
- 1.3. "Contractor" means The Prudential Insurance Company of America whose principal business address is 290 W. Mt. Pleasant Ave., Livingston, NJ 07039.
- 1.4. "Department" means the Maryland Department of Budget and Management.
- 1.5. "State" means the State of Maryland.

2. Modal Discounts. Beginning January 1, 2014, Contractor shall, at the time the certificate holder's regular invoice is issued, extend the following Direct Bill Modal Premium discounts to certificate holders enrolled under the 2006 Contract who pay premiums annually or semi-annually using the direct payment billing method:

2006 Contract Direct Bill Modal Premium Discounts
5.6% for Annual Mode 2.8% for Semi Annual Mode

3. Contract §29.2 is hereby updated as follows:

Notices. All notices hereunder shall be in writing and either delivered personally or sent by certified or registered mail, postage prepaid as follows:

If to the State: Director, Employee Benefits Division
State of Maryland
301 W. Preston St.
Room 509
Baltimore, MD 21201

If to the Contractor: Director, Business Capability and Development
ATTN: Beth McCoy
2101 Welsh Road, GAS – EO Building
Dresher, PA 19025

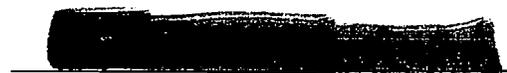
4. **Scope of Modification.** This Modification amends the Contract specifically as described herein. Except as specifically revised by the terms of the First Modification and this Modification, all of the terms of the Contract shall remain in full force and effect and shall apply to this Modification.

IN WITNESS THEREOF, the parties have executed this Second Modification as of the date hereinabove set forth.

CONTRACTOR
The Prudential Insurance Company of America

MARYLAND DEPARTMENT OF
BUDGET AND MANAGEMENT

 (SEAL)



By: Karen L. Smyth, Vice President
Print Name and Title

By: T. Eloise Foster, Secretary

Date Nov. 20, 2014

Date 12/5/14

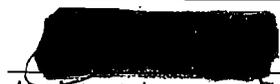




Witness/Attest

Witness

Approved for form and legal
sufficiency this 3rd day
of December 2014.


Assistant Attorney General