

**THIRD MODIFICATION TO BEHAVIORAL HEALTH AND EMPLOYEE ASSISTANCE  
PROGRAM PLAN (EAP) BENEFITS ADMINISTRATION SERVICES CONTRACT  
F10B0400011**

**THIS THIRD MODIFICATION AGREEMENT** (the "Modification") is made this 30<sup>th</sup> day of May, 2012 by and between APS Healthcare Bethesda, Inc. ("Contractor"), Universal American Corp. (UAM) ("Guarantor"), and the State of Maryland, acting through the Department of Budget and Management (the "State").

WHEREAS, the Contractor and the State executed a contract dated April 5, 2011 for Behavioral Health and EAP Benefits Administration Services which was amended by a First Modification dated June 9, 2011 and a Second Modification dated April 27, 2012 (collectively, the "Contract"), between the State and APS Healthcare Bethesda, Inc., relating to Request for Proposals Project No. F10B0400011 issued April 29, 2010, as amended (the "RFP"); and

WHEREAS, pursuant to RFP §1.28, Contractor's parent company, Partners Healthcare Solutions, Inc., provided financial statements on behalf of Contractor and provided a guaranty of Contractor's performance under the Contract; and

WHEREAS, the Contractor has merged with and is a wholly-owned subsidiary of Guarantor effective January 11, 2012; and

WHEREAS the parties desire to amend the Contract to add the audited financial statements of Guarantor and Guarantor's guarantee of Contractor's performance under the Contract to the Contract.

**NOW THEREFORE, IN CONSIDERATION** of the promises and the covenants herein contained, the parties agree to modify the Contract as follows:

1. The financial statements of Partners Healthcare Solutions, Inc. contained in Contractor's Proposal is hereby replaced with the following financial statements of Universal American Corp:

(a) Annual Report, Form 10K, for the period ending December 31, 2009;

(b) Annual Report, Form 10K, for the period ending December 31, 2010; *and*

(c) Annual Report, Form 10K, for the period ending December 31, 2011.

2. The Contract is amended to add a Parent Company Guarantee as new Contract Section 31, as follows:

Universal American Corp. hereby guarantees absolutely the full, prompt and complete performance by APS Healthcare Bethesda, Inc. of all the terms, conditions and obligations contained in this Contract, as it may be amended from time to time, including any and all exhibits that are now or may become incorporated hereunto, and other obligations of every nature and kind that now or may in the future arise out of or in connection with this Contract, including any and all financial commitments, obligations and liabilities. Universal American Corp. may not transfer this absolute guaranty to any other person or entity without the prior express written approval of the State, which approval the State may grant, withhold, or qualify in its sole and absolute subjective discretion. Universal American Corp. further agrees that if

the State brings any claim, action, suit or proceeding against APS Healthcare Bethesda, Inc., Universal American Corp. may be named as a party, in its capacity as Absolute Guarantor.


3. This Modification amends the Contract specifically as described herein. Except as specifically revised by the terms of the First and Second Modifications, 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 Third Modification.

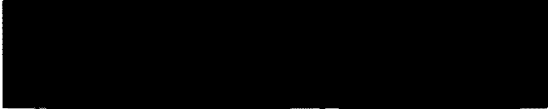
**CONTRACTOR:**  
**APS HEALTHCARE BETHESDA, INC.**

**STATE OF MARYLAND**  
**DEPARTMENT OF BUDGET AND**  
**MANAGEMENT**

By:   
*John Mc Donough*  
*Chief Financial Officer*

By:   
T. Eloise Foster  
Secretary

  
Witness/Attest


  
Witness

**GUARANTOR:**  
**UNIVERSAL AMERICAN CORP.**

By:   
*Tom Volk*  
*Senior General Counsel*

  
Witness/Attest

Approved for form and legal  
sufficiency this 17<sup>th</sup> day of May, 2012.

  
Assistant Attorney General