

**SECOND MODIFICATION TO PHARMACY BENEFITS PLAN MANAGEMENT SERVICES
AND PHARMACY PURCHASING POOL MANAGEMENT CONTRACT**

THIS SECOND MODIFICATION is made effective this 13th day of ~~July~~^{August}, 2012 by and between Express Scripts, Inc. ("Contractor") and the State of Maryland, acting through the Department of Budget and Management (the "Department").

WHEREAS, on February 12, 2012, the Department entered into a contract with Contractor to provide Pharmacy Benefits Plan Management Services and Pharmacy Purchasing Pool Management (the "Services") pursuant to Request for Proposals for Pharmacy Benefits Plan Management Services and Pharmacy Purchasing Pool Management, Project No. F10B0400006 issued on December 8, 2009, and all amendments thereto issued in writing by the State (the "RFP"); and

WHEREAS, the Contract entered into on February 12, 2012 included an incorrect Federal Employer Identification Number (FEIN) for the Contractor, and the Department and Contractor desire to modify the Contract so that the correct FEIN is included for the Contractor; and

WHEREAS, one of the MBE subcontractors has become unavailable and the Contractor desires to replace the unavailable MBE subcontractor with another MBE subcontractor and the Department and Contractor desire to modify the Contract so that Contractor can successfully continue to perform the Services.

IN CONSIDERATION of the Recitals which are hereby made a substantive part hereof, and the promises and the covenants herein contained, the parties agree to modify the Contract as follows:

1. Consideration and Payment. Section 4.2 of the Contract is replaced in its entirety with the revised language below:

The Contractor's federal tax identification number is [REDACTED] for retail network pharmacy management and [REDACTED] for home delivery pharmacy services which must be reflected on any invoice submitted to the State. The Contractor's eMarylandMarketplace identification number is [REDACTED]. Payments to the Contractor pursuant to this Contract shall be made no later than 30 days after such payment is due as provided in the RFP. Charges for late payment of invoices, other than as prescribed by Title 15, Subtitle 1, of the State Finance and Procurement Article, Annotated Code of Maryland, are prohibited. The final payment under this Contract will not be made until after certification is received from the Comptroller of the State that all taxes have been paid.


2. MBE Participation Plan. In fulfilling its obligation to meet the MBE goal of 8% set in the RFP and incorporated into the Contract, the Minority Business Enterprise (MBE) participation plan for Pharmacy Benefits Plan Management Services and Pharmacy Purchasing Pool Management submitted by the Contractor on Form D-2 dated March 9, 2010, (the "Original Plan") is replaced in its entirety with the revised participation plan for Pharmacy Benefits Plan Management Services and Pharmacy Purchasing Pool Management identified on revised Forms D-2 and D-4, attached hereto and incorporated by reference herein (collectively, the "Revised Plan"). The Contractor shall no longer utilize Walker Benefit Services, LLC as a subcontractor under this Contract providing staffing services, as Walker Benefit Services, LLC is unavailable. The MBE percentage goal that was established for Walker Benefit Services, LC under this Contract shall be assumed by Human Capital Consultants, LLC, a MBE subcontractor added to the Contract, with no change to the overall MBE percentage goal for the Contract.

3. **Scope of Modification.** This Second Modification amends the Contract specifically as described herein. Except as specifically revised by the terms of Modification #1 and this Second Modification, all of the terms of the Contract shall remain in full force and effect and are hereby ratified and confirmed.

IN WITNESS WHEREOF, the parties have executed this Second Modification.


CONTRACTOR
EXPRESS SCRIPTS, INC.

STATE OF MARYLAND
DEPARTMENT OF BUDGET AND
MANAGEMENT

By:  Sean Donnelly Date
President - Commercial Division


By: T. Eloise Foster Date
Secretary

Print name and title


Witness Date


Witness Date

Approved for form and legal
sufficiency this 8th day August, 2012.


Assistant Attorney General