

**FIFTH MODIFICATION TO AUDIT SERVICES FOR STATE EMPLOYEE AND
RETIREE BENEFITS PROGRAM CONTRACT**

CATEGORY 4-PRESCRIPTION DRUG BENEFIT PLAN AUDITS

THIS FIFTH MODIFICATION (the "Modification") is made as of this 7th day of Oct 2015 by and between Truven Health Analytics Inc. and the State of Maryland, acting through the Department of Budget and Management.

IN CONSIDERATION of the promises and the covenants herein contained, the parties agree to modify the Contract (defined below) as follows:

1. Definitions

In this Modification, the following words have the meanings indicated:

- 1.1 "Contract" means Categories 1 (Medical Benefit Plan Audits), 3 (Mental Health/Substance Abuse Benefit Plan Audits), and 4 (Prescription Drug Benefit Plan Audits) of the Contract for Audit Services for State Employee and Retiree Benefits Program between the Contractor and the State of Maryland acting through the Department of Budget and Management dated December 20, 2010 as amended by the First Modification dated October 27, 2011, the Second Modification dated September 23, 2013, and the Third Modification dated May 1, 2014.
- 1.2 "Contractor" means Truven Health Analytics Inc.
- 1.3 "Department" means the Maryland Department of Budget and Management.
- 1.4 "Financial Proposal" means Contractor's Best and Final Financial Proposal for Category 4-Prescription Drug Benefit Audits dated September 8, 2010.
- 1.5 "RFP" means the Request for Proposals for Audit Services for Employee and Retiree Benefits Program, No. F10B0400010 dated April 26, 2010 including addenda, attachments and Excel worksheets, as amended through November 7, 2011.
- 1.6 "Task Order Proposal" means the Task Order Proposal from John Meka to Sherreon Washington and Anne Timmons dated July 29, 2015 attached hereto as Exhibit A and incorporated by reference herein.

2. Scope of Modification

This Modification amends the Contract to allocate additional funds to perform the Task Order specifically as described herein. Except as specifically revised by the terms of this Modification, all of the terms of the Contract shall remain in full force and effect.

3. Consideration and Payment

In consideration of the satisfactory performance of the Optional Services performed pursuant to RFP Section 3.5 and the Task Order Proposal relating to reconsideration of the Catamaran/Catalyst audit results from FY2012, the Department shall pay the Contractor in accordance with the Task Order Proposal consistent with the hourly rates in the Financial Proposal. The total Not to be Exceeded fee of [REDACTED] is comprised of the following estimated number of labor hours:

	Hours of effort	Hourly Rate	Total Fees
Principal	10	[REDACTED]	[REDACTED]
Senior Consultant	50	[REDACTED]	[REDACTED]
Junior Consultant	16	[REDACTED]	[REDACTED]
Total	76		[REDACTED]

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

CONTRACTOR:
Truven Health Analytics Inc.

[REDACTED]

By: **Jon S. Newport**
 EVP & COO, Government

9-28-15

Date [REDACTED]

Witness [REDACTED]

STATE OF MARYLAND:
DEPARTMENT OF BUDGET AND
MANAGEMENT

[REDACTED]

By: **David R. Brinkley**
 Secretary

10.17.15

Date [REDACTED]

Witness [REDACTED]

APPROVED FOR FORM AND LEGAL SUFFICIENCY
 THIS 30th DAY OF Sept, 2015.

[REDACTED]
 ASSISTANT ATTORNEY GENERAL