

Amendment No. 3
to Contract No. ME-981363
Outsourcing Agreement
between
The Commonwealth of Pennsylvania
and
Unisys Corporation

This Amendment No. 3 is made and agreed to this 12th day of June 2008 ("Amendment Effective Date"), by and between the Commonwealth of Pennsylvania (Commonwealth) and Unisys Corporation (Vendor).

WHEREAS, Commonwealth and Vendor entered into Contract No. ME-981363 dated August 19, 1999 (the Existing Contract), where by Vendor agreed to provide data center mainframe and mid-range computer operations, support and related services; and

WHEREAS, the Existing Contract is set to expire on August 19, 2009; and

WHEREAS, Commonwealth continues to have a need for the services provided by Vendor;
and

WHEREAS, Vendor has submitted a proposal to continue to provide the services and Commonwealth has determined that it is in the best interest of the Commonwealth to continue the contractual relationship with Vendor.

WHEREAS, Commonwealth and Vendor have determined that it is in their mutual benefit to amend and restate the Existing Contract in order to:

- (a) modify, refine and clarify the description of the Designated Services;
- (b) set out a modified pricing methodology for in-scope Designated Services
- (c) modify, refine and clarify existing and adopt new Service Level standards and metrics (including demerit and earn back credit terms);
- (d) modify, refine and clarify terms and conditions relating to the benchmarking program;
- (e) set out provisions for transformation services;
- (f) extend the term of the contractual relationship;
- (g) attend to miscellaneous updating and refinement to various other provisions.

NOW, THEREFORE, the Commonwealth and Vendor, with the intent to be legally bound agree that the Existing Contract will be amended and restated as the Amended Master Outsourcing Agreement (AMOA) as follows:

1. The following are attached to this Amendment and become a part hereof by this reference.

Attachment A: Amended and Restated Contract Terms and Conditions

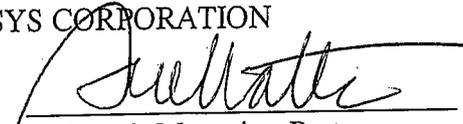
Attachment B: Contract Exhibits

Commonwealth Agencies	1.00
Designated Services (Statement of Work)	3.01
CTC Designated Services	3.01(CTC)
Headroom Assumptions	3.03
Capacity Upgrades	3.07
Commonwealth Machines	3.09(CM)
Vendor Machines	3.09(VM)
Commonwealth Third Party Software	3.10(CTPS)
Vendor Third Party Software	3.10(VTPS)
Help Desk Procedures	3.12
Commonwealth Remote Access Capabilities	3.13
Transformation Plan Process	4.01
High Level Transformation Plan	4.01A
Transformation Critical Milestones	4.01B
Post-Transformation Technical Architecture	4.01C
Designated Service Levels	6.03
SLA Baselines by Agency	6.03(SLA)
Commonwealth Satisfaction Survey Procedures	7.02
Commonwealth Service Locations	8.01(CSL)
Vendor Service Locations	8.01(VSL)
Security Procedures	8.02
Key Employees	12.03
Subcontractors	12.06
Governance	13.00
Asset Transfer (Historical)	15.00
Data Center and Operational Reports	18.02
Critical Services [Relevant to Disaster Recovery]	19.01
Dedicated Equipment – SunGard [Relevant to Disaster Recovery]	19.02
Fee Methodology	21.01
Designated Fees	21.01A
Committed Initial Baseline Fees	21.01B
Pricing for Flexible Services	21.01C
Vendor Time and Materials Services Fees	21.02
CTC Time and Materials Services Fees	21.03
Invoice Detail	22.02
IRS Contract Language	25.01
Termination Fees	28.07

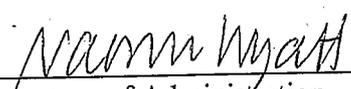
IN WITNESS WHEREOF, Commonwealth and Vendor have executed this Amendment through their respective duly authorized officers, as of the date first above written.

UNISYS CORPORATION

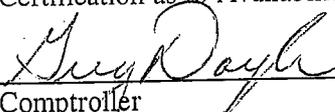
By:

 4/30/2008
Vice President & Managing Partner,
Global Outsourcing and Infrastructure Services, North America

COMMONWEALTH OF PENNSYLVANIA
OFFICE OF ADMINISTRATION

 5.5.08
Secretary of Administration

Certification as to Availability of Funds

^{6/11/08}
 6/11/08
Comptroller

Approved as to form and legality


Office of Chief Counsel


Office of General Counsel


Office of Attorney General