E-MAILED 12/13

APPROVED

FULLY EXECUTED - CHANGE 5

Contract Number: 4400002318

Contract Change Effective Date: 12/09/2011

Valid From: 07/01/2008 To: 06/30/2012

All using Agencies of the Commonwealth, Participating Political Subdivision, Authorities, Private Colleges and Universities

Purchasing Agent

Name: OA Central

Phone: 717-787-8191

Fax: 717-783-4429

Your SAP Vendor Number with us: 114714

Supplier Name/Address:

PRUDENTIAL INSURANCE COMPANY OF AMERICA
751 BROAD ST
NEWARK NJ 07102-3714 US

Please Deliver To:

To be determined at the time of the Purchase Order unless specified below.

Contract Name:

8100 Prudential Term Life

Payment Terms

NET 30

Solicitation No.:

Issuance Date:

Supplier Bid or Proposal No. (if applicable):

Solicitation Submission Date:

This contract is comprised of: The above referenced Solicitation, the Supplier's Bid or Proposal, and any documents attached to this Contract or incorporated by reference.

Item	Material/Service Desc	Qty	UOM	Price	Per Unit	Total
1	Term Life	0.000		0.00	1	0.00

General Requirements for all Items:

Information:

Total Amount:

SEE LAST PAGE FOR TOTAL OF ALL ITEMS

Currency: USD

Supplier's Signature _____

Title _____

Printed Name _____

Date _____

FULLY EXECUTED - CHANGE 5
Contract Number: 4400002318
Contract Change Effective Date: 12/09/2011
Valid From: 07/01/2008 To: 06/30/2012

Supplier Name:
PRUDENTIAL INSURANCE COMPANY OF AMERICA

Header Text

Agency Contact: Tara Long
OA-Executive Offices
Employee Benefits
Room 513 Finance Building
Harrisburg, PA 17120
ph: (717) 787-9872
email: talong@state.pa.us

Vendor Contact: John Hafner
Account Executive
The Prudential Insurance Company of America
2101 Welsh Road
Dresher, PA 19025

3 year contract, with either 2 1 yr. renewals or 1 2 yr. renewal.

11/05/2008: Amendment #1 to incorporate a Group Insurance Contract LG-91475-PA (Attachement E)

06/22/2010: Amendment #2 added to alter the way in which liquidated damages are measured. Performance will be reported on a quarterly basis and damage will be assessed on a yearly basis.

08/13/2010: Amendment #3 added to reflect a policy change that allows new hires 60 days to enroll in optional insurances.

03/03/2011: Contract between the Commonwealth of PA and Prudential has been extended until June 30, 2012 based on agreement of both parties. sjb

11/03/2011: Amendment #5 added. The amendment changes policy regarding term life insurance coverage for commonwealth employees who want to purchase their own life insurance coverage as a dependent on their spouse's term life insurance. sjb

No further information for this Contract

Information:

Total Amount: 0.01

Currency: USD

☑ APPROVED

AMENDMENT NUMBER 5 TO
GROUP CONTRACT LG-91475-PA-1
COMMONWEALTH CONTRACT NUMBER 4400002318

COMMONWEALTH OF PENNSYLVANIA
GOVERNOR'S OFFICE OF ADMINISTRATION
AND
THE PRUDENTIAL INSURANCE COMPANY OF AMERICA

This Amendment between Prudential Insurance Company of America, Federal Identification Number [redacted] and the Commonwealth of Pennsylvania, entered into this 9th day of December, 2011, amends Group Contract LG-91475-PA-1, Commonwealth Contract Number 4400002318, which was executed between the parties effective July 1, 2008.

WITNESSETH:

WHEREAS, The Commonwealth of Pennsylvania wishes to allow an employee to be eligible to enroll for Optional Employee Term Life Coverage and to be enrolled by another Employee as a spouse or domestic partner for Dependents Term Life Coverage;

WHEREAS, the terms of contract 4400002318 provide for such changes;

WHEREAS the terms of contract 4400002318 provide that changes in eligibility will not result in a change to the per employee per thousand dollars of coverage rate, unless Prudential's risk is changed by at least 10%, in which case the parties have agreed to enter into good faith negotiations;

WHEREAS the above referenced change in the eligibility for Optional Employee Term Life Coverage and Dependents Term Life Coverage for the effected employees did not and does not change Prudential's risk by 10% or greater;

WHEREAS, the forms in the booklet certificates approved by the Pennsylvania Department of Insurance as fulfilling the notice requirements of Pennsylvania Insurance Regulations were incorporated in contract 4400002318;

WHEREAS, the forms in the booklet certificates created by Prudential for compliance with insurance regulations of the Pennsylvania Department of Insurance have not yet been updated to reflect the above stated change in eligibility;

WHEREAS, the Commonwealth of Pennsylvania and Prudential wish to update the booklet certificates and notice documents;

WHEREAS, the parties wish to amend the Contract to reflect this change in eligibility and to include the current provision as of September 1, 2008, in certificates for employees referred to below.

NOW THEREFORE, in consideration of the covenants contained herein, and agreeing to be legally bound, the parties do hereby agree as follows:

I. The notice of change bearing the code "91475, BNC Permanent Ees, 09-01-2008, 69" is attached, as of September 1, 2008, to the certificate bearing the code "91475, LIFE-DEP LIFE, All Permanent Employees, Ed 5-2008, 13" for All Permanent full-time Employees and Permanent part-time Employees who work at least 50% of full-time hours in agencies who participate in the Commonwealth's Human Resources/Payroll system.

II. The page entitled SCHEDULE OF PLANS is deleted and replaced with the Schedule of Plans attached to this amendment as of May 1, 2010.

III. The certificate for All Permanent full-time Employees and Permanent part-time Employees who work at least 50% of full-time hours in agencies who participate in the Commonwealth's Human Resources/Payroll system, and the notice of change attached to that certificate and bearing the code "91475, BNC Permanent Ees, 09-01-2008, 69" is completely replaced for such employees, as of May 1, 2010, by the certificate bearing the code "91475, OGL-DGL, All Permanent Employees, Ed 06-2011, 70".

This Amendment is in addition to, and not in substitution of prior amendments, and except as specifically amended herein, all other items and conditions of the Contract and any prior amendments shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties have entered into this Amendment as of the date first stated above.

FOR PRUDENTIAL INSURANCE COMPANY OF AMERICA, Inc:
Federal ID Number [redacted]

September 16, 2011

By: [redacted]
[redacted] Vice President, Contracts [redacted]

83500
AMD 10002

FOR THE COMMONWEALTH OF PENNSYLVANIA:

Approved as to Form and Legality:

By _____
Office of General Counsel (Date)

Approved as to Form and Legality:

By _____
Deputy Attorney General (Date)

Approved:

By _____
Secretary of General Services (Date)

Approved:

By _____
Office of Administration (Date)

Approved as to Form and Legality:

By_____
Chief Counsel (Date)
Office of Administration

Approved that funds will be available contingent upon receipt from participating agencies:

By _____
Governor's Office Comptroller (Date)

Schedule of Plans

Effective Date: May 1, 2010

Group Contract No.: LG-91475-PA-1

This Schedule of Plans sets forth the Plan of Benefits that applies to each Covered Class under the Group Contract listed below as of the Effective Date. The Plan of Benefits for a Covered Class is determined by: (1) the Group Insurance Certificates that apply to the Covered Class; and (2) any modification to those Certificates, provided the modification is listed below or included in an amendment to the Group Contract. A copy of each Certificate and any modification to it are attached to the Group Contract and made a part of it.

1. **Covered Class:** All Employees included in the Covered Classes of the Group Insurance Certificate(s) listed below.

   Plan of Benefits that Applies to this Covered Class:

   The Coverage(s) described in the Group Insurance Certificate prepared for the Group Contract shown above:

   (a) With the Program Date of May 1, 2010;

   (b) and bearing the code "91475, OGL-DGL, All Permanent Employees, Ed 06-2011, 70".