

AWARD/CONTRACT		1 THIS CONTRACT IS A RATED ORDER UNDER DFAS (15CFR 350)	RATING	PAGE OF	PAGE
2. CONTRACT (Proc. inst. Ident.) NO. OPM030300009		3 EFFECTIVE DATE March 14, 2003	4. REQUISITION/PURCHASE REQUEST/PROJECT NO.		
5. ISSUED BY U.S. Office of Personnel Management Contracting Division 1900 E Street, NW, Room 1342 Washington DC, 20415-7710		6. ADMINISTERED BY (If other than Item 5) U.S. Office of Personnel Management Retirement and Insurance Services 1900 E Street, NW Room 3400 Washington, DC 20415			
7. NAME AND ADDRESS OF CONTRACTOR (No., street, city, county, State and Zip Code) SHPS, Inc. 11405 Bluegrass Parkway Louisville, KY 40299		8. DELIVERY <input type="checkbox"/> FOB ORIGIN <input type="checkbox"/> OTHER (See below)		9. DISCOUNT FOR PROMPT PAYMENT N/A	
11. SHIP TO/MARK FOR Specified herein		12. PAYMENT WILL BE MADE BY NA		10. SUBMIT INVOICES (4 copies unless otherwise specified) TO THE ADDRESS SHOWN IN: ITEM	
13. AUTHORITY FOR USING OTHER THAN FULL AND OPEN COMPETITION: <input type="checkbox"/> 10 USC 2304(c) () <input type="checkbox"/> 41 USC 253(d) ()		14 ACCOUNTING AND APPROPRIATION DATA			
15. SUPPLIES/SERVICES					

This document confirms approval by both parties and establishes a fixed-price contract with prospective price redetermination options between the U.S. Office of Personnel Management and Sykes Healthplan Services Bureau, Inc. (SHPS) to provide administrative services associated with the Federal Flexible Spending Accounts in accordance with the terms and conditions specified herein. The proposal submitted by SHPS on December 9, 2002, as well as the proposal revisions submitted on January 22, 2003, and January 29, 2003, is incorporated by reference.

(X)	SEC.	DESCRIPTION	PAGE(S)	(X)	SEC.	DESCRIPTION	PAGE(S)
PART I - THE SCHEDULE				PART II - CONTRACT CLAUSES			
<input checked="" type="checkbox"/>	A	SOLICITATION/CONTRACT FORM	1	<input checked="" type="checkbox"/>	I	CONTRACT CLAUSES	11-1
<input checked="" type="checkbox"/>	B	SUPPLIES OR SERVICES AND PRICES/COST	B-1	PART III LIST OF DOCUMENTS, EXHIBITS AND OTHER ATTACH.			
<input checked="" type="checkbox"/>	C	DESCRIPTION/SPECS./WORK STATEMENT	C-1-28	<input checked="" type="checkbox"/>	J	LIST OF ATTACHMENTS	
<input checked="" type="checkbox"/>	D	PACKAGING AND MARKING	D-1	PART IV - REPRESENTATIONS AND INSTRUCTIONS			
<input checked="" type="checkbox"/>	E	INSPECTION AND ACCEPTANCE	E-1	<input checked="" type="checkbox"/>	K	REPRESENTATIONS, CERTIFICATIONS AND OTHER STATEMENTS OF OFFERORS	
<input checked="" type="checkbox"/>	F	DELIVERIES OR PERFORMANCE	F-1	<input checked="" type="checkbox"/>	L	INSTRS., COND'S., AND NOTICES TO	
<input checked="" type="checkbox"/>	G	CONTRACT ADMINISTRATION DATA	G-1	<input checked="" type="checkbox"/>	M	EVALUATION FACTORS FOR AWARD	
<input checked="" type="checkbox"/>	H	SPECIAL CONTRACT REQUIREMENTS	H-1				

CONTRACTING OFFICER WILL COMPLETE ITEM 17 OR 18 AS APPLICABLE

17. <input type="checkbox"/> CONTRACTOR'S NEGOTIATED AGREEMENT (Contractor is required to sign this document and return _____ copies to issuing office.) Contractor agrees to furnish and deliver all items of perform all services set forth or otherwise identified above and on any continuation sheets for the consideration stated herein. The rights and obligations of the parties to this contract shall be subject to and governed by the following documents (a) this award/contract, (b) the solicitation, if any, and (c) such provisions, representations, certifications, and specifications, as are attached or incorporated by reference herein. (Attachments are listed herein.)	18. <input checked="" type="checkbox"/> AWARD (Contractor is not required to sign this document.) Your offer on Solicitation Number OPM-SOLO3000007, including the additions or changes made by you which additions or changes are set forth in full above, is hereby accepted as to the items listed above and on any continuation sheets. This award consummates the contract which consists of the following documents: (a) the Government's solicitation and your offer, and (b) this award/contract. No further contractual document is necessary.
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19A. NAME AND TITLE OF SIGNER (Type or print) MELLE A. RYLAND CEO	20A. NAME OF CONTRACTING OFFICER Frank Titus Contracting Officer
19B. NAME OF CONTRACTOR L. C. [Signature]	20B. UNITED STATES OF AMERICA [Signature]
19C. DATE SIGNED 7/19/03	20C. DATE SIGNED 8/19/03