

**AMENDMENT NO. 2 TO B22527**

Contract Start Date:	October 1, 2009	Total Contract Amount:	Per Member/Per Month
Original Contract Expiration Date:	December 31, 2009	Original Contract Amount:	Per Member/Per Month
Current Contract Expiration Date:	December 31, 2009	Previous Amendment(s) Total:	N/A
Requested Contract Expiration Date:	December 31, 2009	Amendment Amount:	N/A

This amendment is by and between the State of Minnesota, through its Commissioner of the Department of Human Services ("STATE") and **UCare**, Managed Care Organization ("MCO"), identified as Contract No. **B22527** to further the Minnesota Medical Assistance Program for the provision of prepaid medical and remedial services pursuant to Title XIX of the Social Security Act; and

WHEREAS, the STATE wishes to exercise the option to amend this contract as provided in Article 21;

WHEREAS, as of October 1, 2009, the medical assistance capitation rates for **Minnesota Senior Health Options (MSHO)**, and **Minnesota Senior Care Plus (MSC+)** will be reduced to reflect the statutory changes enacted by the 2009 Minnesota Legislature during the regular session;

WHEREAS, pursuant to Minnesota Statutes, § 16A.152, subd. 4, the Commissioner of Finance reduced the amount of allotted funds for certain medical expenditures, and the unallotments effective July 1, 2009, that affect fee-for-service rates calculations are included in the medical assistance managed care rate reductions effective October 1, 2009, and

WHEREAS, the STATE and the MCO have agreed to amend the Contract to include these legislative and executive changes as stated in the October 1, 2009, **Amendment # 1 to Contract 22527** for Contract Year 2009; and

WHEREAS, the STATE and the MCO have agreed to further amend the MSHO and MSC+ rates to reflect updated adjustment factors.

Therefore, the parties agree that:

**REVISION 1.** Rates previously listed in **Appendix II-A1** and **II-B1**, are amended to include rate methodology adjustments shown in revised Appendix pages labeled **Appendix II-A2** and **II-B2**, respectively. The appendices are hereby incorporated into this contract by reference.

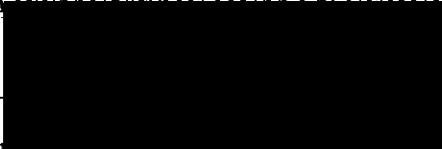
EXCEPT AS AMENDED HEREIN, THE TERMS AND CONDITIONS OF THE ORIGINAL CONTRACT AND ALL PREVIOUS AMENDMENTS REMAIN IN FULL FORCE AND EFFECT.

IN WITNESS WHEREOF, the parties hereto have executed this contract amendment. This contract amendment is hereby accepted and considered binding in accordance with the terms outlined in the preceding statements.

*Signature page follows.*

**APPROVED:**

**STATE OF MINNESOTA  
DEPARTMENT OF HUMAN SERVICES**


By: 

Typed Name: Brian Osberg

Title: Medicaid Director

Date: 9/29/09

**UCare**  
(Two corporate officers must execute)

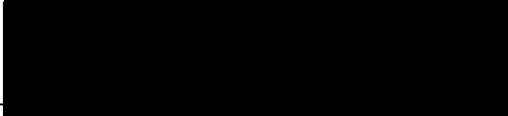
By: 

Printed Name: Nancy Feldman

Title: President + CEO

Date: 9/23/09

and

By: 

Printed Name: MARK TRAYNOR

Title: SECRETARY + GENERAL COUNSEL

Date: 9/25/09

**Appendix II-A2: Capitation Payment Rates**  
**UCare - Hennepin**  
**SeniorCare/MSHO Rates Fourth Quarter, 2009**

**Appendix II-B2: Capitation Payment Rates**  
**UCare - Hennepin**  
**SeniorCare/MSHO Rates Fourth Quarter, 2009**

Age	Sex	SeniorCare				MSHO			
		10/09-12/09 Rate w MERC	10/09-12/09 Rate-MERC	MERC Carve Out	Plan Payment with 2.5% RR	10/09-12/09 Rate with Add Back	10/09-12/09 Rate-MERC	MERC Carve Out	Plan Payment with 2.5% RR
<b>AGED INSTITUTIONALIZED</b>									
65 - 74	F	\$610.94	\$569.33	\$41.61	\$555.21	\$586.98	\$0.00	\$572.42	
75 - 84	F	\$425.38	\$396.41	\$28.97	\$386.58	\$408.70	\$0.00	\$398.56	
85 +	F	\$298.42	\$278.09	\$20.33	\$271.19	\$286.71	\$0.00	\$279.60	
All Ages - Non N	F	\$2,751.58	\$2,564.18	\$187.40	\$2,500.59	\$2,751.58	\$187.40	\$2,500.59	
65 - 74	M	\$600.39	\$559.50	\$40.89	\$545.62	\$576.84	\$0.00	\$562.53	
75 - 84	M	\$473.26	\$441.03	\$32.23	\$430.09	\$454.70	\$0.00	\$443.42	
85 +	M	\$390.98	\$364.36	\$26.62	\$355.32	\$375.66	\$0.00	\$366.34	
All Ages - Non N	M	\$2,750.64	\$2,563.30	\$187.34	\$2,499.73	\$2,750.64	\$187.34	\$2,499.73	
<b>AGED NON-INSTITUTIONALIZED</b>									
65 - 74	F	\$727.06	\$677.54	\$49.52	\$660.74	\$698.54	\$0.00	\$681.22	
75 +	F	\$868.41	\$809.26	\$59.15	\$789.19	\$834.35	\$0.00	\$813.66	
All Ages - Non N	F	\$2,069.02	\$1,928.11	\$140.91	\$1,880.29	\$2,069.02	\$140.91	\$1,880.29	
65 - 74	M	\$665.81	\$620.46	\$45.35	\$605.07	\$639.69	\$0.00	\$623.83	
75 +	M	\$933.47	\$869.89	\$63.58	\$848.32	\$896.86	\$0.00	\$874.62	
All Ages - Non N	M	\$1,949.63	\$1,816.85	\$132.78	\$1,771.79	\$1,949.63	\$132.78	\$1,771.79	

\* The rates shown here reflect a withhold of 8.0% per Section 4.17 of the Contract. All or part of these withheld funds may be paid back to the plan if performance targets in the contract are met.

Appendix II-A2: Capitation Payment Rates  
UCare - Ramsey

Appendix II-B2: Capitation Payment Rates  
UCare - Ramsey

SeniorCare/MSHO Rates Fourth Quarter, 2009 SeniorCare/MSHO Rates Fourth Quarter, 2009

Age	Sex	SeniorCare				MSHO			
		10/09-12/09 Rate w MERC	10/09-12/09 Rate-MERC	MERC Carve Out	Plan Payment with 2.5% RR	10/09-12/09 Rate with Add Back	10/09-12/09 Rate-MERC	MERC Carve Out	Plan Payment with 2.5% RR
<b>AGED INSTITUTIONALIZED</b>									
65 - 74	F	\$725.42	\$709.68	\$15.74	\$692.08	\$731.68	\$0.00	\$713.53	
75 - 84	F	\$504.85	\$493.89	\$10.96	\$481.64	\$509.20	\$0.00	\$496.57	
85 +	F	\$353.86	\$346.18	\$7.68	\$337.59	\$356.91	\$0.00	\$348.06	
All Ages - Non I	F	\$3,263.21	\$3,192.39	\$70.82	\$3,113.22	\$3,192.39	\$70.82	\$3,113.22	
65 - 74	M	\$712.40	\$696.94	\$15.46	\$679.66	\$718.55	\$0.00	\$700.73	
75 - 84	M	\$561.85	\$549.66	\$12.19	\$536.03	\$566.70	\$0.00	\$552.65	
85 +	M	\$463.96	\$453.89	\$10.07	\$442.63	\$467.96	\$0.00	\$456.35	
All Ages - Non I	M	\$3,264.11	\$3,193.28	\$70.83	\$3,114.09	\$3,193.28	\$70.83	\$3,114.09	
<b>AGED NON-INSTITUTIONALIZED</b>									
65 - 74	F	\$862.44	\$843.73	\$18.71	\$822.81	\$869.89	\$0.00	\$848.32	
75 +	F	\$1,030.73	\$1,008.36	\$22.37	\$983.35	\$1,039.62	\$0.00	\$1,013.84	
All Ages - Non I	F	\$2,455.36	\$2,402.07	\$53.29	\$2,342.50	\$2,455.36	\$53.29	\$2,342.50	
65 - 74	M	\$789.82	\$772.68	\$17.14	\$753.52	\$796.63	\$0.00	\$776.87	
75 +	M	\$1,107.91	\$1,083.86	\$24.05	\$1,056.98	\$1,117.46	\$0.00	\$1,089.75	
All Ages - Non I	M	\$2,314.12	\$2,263.90	\$50.22	\$2,207.75	\$2,314.12	\$50.22	\$2,207.75	

\* The rates shown here reflect a withhold of 8.0% per Section 4.17 of the Contract. All or part of these withheld funds may be paid back to the plan if performance targets in the contract are met.

Appendix II-A2: Capitation Payment Rates  
 UCare - Core Metro  
 SeniorCare/MSHO Rates Fourth Quarter, 2009

Appendix II-B2: Capitation Payment Rates  
 UCare - Core Metro  
 SeniorCare/MSHO Rates Fourth Quarter, 2009

Age	Sex	SeniorCare				MSHO			
		10/09-12/09	10/09-12/09	MERC	Plan Payment with 2.5% RR	10/09-12/09	10/09-12/09	MERC	Plan Payment with 2.5% RR
		Rate w MERC	Rate-MERC	Carve Out	RR	Rate with Add Back	Rate-MERC	Carve Out	RR
<b>AGED INSTITUTIONALIZED</b>									
65 - 74	F	\$517.12	\$505.90	\$11.22	\$493.35	\$521.58	\$521.58	\$0.00	\$508.64
75 - 84	F	\$359.73	\$351.93	\$7.80	\$343.20	\$362.84	\$362.84	\$0.00	\$353.84
85 +	F	\$252.26	\$246.79	\$5.47	\$240.67	\$254.44	\$254.44	\$0.00	\$248.13
All Ages - Non A	F	\$2,326.98	\$2,276.49	\$50.49	\$2,220.03	\$2,326.98	\$2,276.49	\$50.49	\$2,220.03
65 - 74	M	\$507.98	\$496.96	\$11.02	\$484.64	\$512.37	\$512.37	\$0.00	\$499.66
75 - 84	M	\$400.37	\$391.69	\$8.68	\$381.98	\$403.83	\$403.83	\$0.00	\$393.81
85 +	M	\$330.76	\$323.58	\$7.18	\$315.56	\$333.61	\$333.61	\$0.00	\$325.34
All Ages - Non A	M	\$2,326.26	\$2,275.78	\$50.48	\$2,219.34	\$2,326.26	\$2,275.78	\$50.48	\$2,219.34
<b>AGED NON-INSTITUTIONALIZED</b>									
65 - 74	F	\$614.94	\$601.59	\$13.35	\$586.67	\$620.24	\$620.24	\$0.00	\$604.86
75 +	F	\$734.51	\$718.57	\$15.94	\$700.75	\$740.85	\$740.85	\$0.00	\$722.48
All Ages - Non A	F	\$1,750.28	\$1,712.30	\$37.98	\$1,669.83	\$1,750.28	\$1,712.30	\$37.98	\$1,669.83
65 - 74	M	\$563.28	\$551.06	\$12.22	\$537.39	\$568.14	\$568.14	\$0.00	\$554.05
75 +	M	\$789.54	\$772.41	\$17.13	\$753.25	\$796.35	\$796.35	\$0.00	\$776.60
All Ages - Non A	M	\$1,648.74	\$1,612.96	\$35.78	\$1,572.96	\$1,648.74	\$1,612.96	\$35.78	\$1,572.96

\* The rates shown here reflect a withhold of 8.0% per Section 4.17 of the Contract. All or part of these withheld funds may be paid back to the plan if performance targets in the contract are met.

Appendix II-A2: Capitation Payment Rates  
UCare - NW Metro

Appendix II-B2: Capitation Payment Rates  
UCare - NW Metro

SeniorCare/MSHO Rates Fourth Quarter, 2009 SeniorCare/MSHO Rates Fourth Quarter, 2009

Age	Sex	SeniorCare				MSHO			
		10/09-12/09 Rate w MERC	10/09-12/09 Rate-MERC	MERC Carve Out	Plan Payment with 2.5% RR	10/09-12/09 Rate with Add Back	10/09-12/09 Rate-MERC	MERC Carve Out	Plan Payment with 2.5% RR
<b>AGED INSTITUTIONALIZED</b>									
65 - 74	F	\$514.88	\$505.94	\$8.94	\$493.39	\$521.62	\$0.00	\$508.68	
75 - 84	F	\$358.15	\$351.93	\$6.22	\$343.20	\$362.84	\$0.00	\$353.84	
85 +	F	\$251.11	\$246.75	\$4.36	\$240.63	\$254.40	\$0.00	\$248.09	
All Ages - Non N	F	\$2,316.45	\$2,276.22	\$40.23	\$2,219.77	\$2,316.45	\$40.23	\$2,219.77	
65 - 74	M	\$505.83	\$497.05	\$8.78	\$484.72	\$512.46	\$0.00	\$499.75	
75 - 84	M	\$398.58	\$391.66	\$6.92	\$381.95	\$403.80	\$0.00	\$393.79	
85 +	M	\$329.32	\$323.60	\$5.72	\$315.57	\$333.63	\$0.00	\$325.36	
All Ages - Non N	M	\$2,315.73	\$2,275.51	\$40.22	\$2,219.08	\$2,315.73	\$40.22	\$2,219.08	
<b>AGED NON-INSTITUTIONALIZED</b>									
65 - 74	F	\$612.37	\$601.73	\$10.64	\$586.81	\$620.38	\$0.00	\$604.99	
75 +	F	\$731.36	\$718.66	\$12.70	\$700.84	\$740.94	\$0.00	\$722.56	
All Ages - Non N	F	\$1,742.22	\$1,711.96	\$30.26	\$1,669.50	\$1,742.22	\$30.26	\$1,669.50	
65 - 74	M	\$560.88	\$551.14	\$9.74	\$537.47	\$568.23	\$0.00	\$554.14	
75 +	M	\$786.24	\$772.58	\$13.66	\$753.42	\$796.53	\$0.00	\$776.78	
All Ages - Non N	M	\$1,642.59	\$1,614.06	\$28.53	\$1,574.03	\$1,642.59	\$28.53	\$1,574.03	

\* The rates shown here reflect a withhold of 8.0% per Section 4.17 of the Contract. All or part of these withheld funds may be paid back to the plan if performance targets in the contract are met.

Appendix II-A2: Capitation Payment Rates  
 UCare - Carver

Appendix II-B2: Capitation Payment Rates  
 UCare - Carver

SeniorCare/MSHO Rates Fourth Quarter, 2009 SeniorCare/MSHO Rates Fourth Quarter, 2009

Age	Sex	SeniorCare				MSHO			
		10/09-12/09 Rate w MERC	10/09-12/09 Rate-MERC	MERC Carve Out	Plan Payment with 2.5% RR	10/09-12/09 Rate with Add Back	10/09-12/09 Rate-MERC	MERC Carve Out	Plan Payment with 2.5% RR
<b>AGED INSTITUTIONALIZED</b>									
65 - 74	F	\$384.87	\$376.51	\$8.36	\$367.17	\$388.18	\$388.18	\$0.00	\$378.55
75 - 84	F	\$268.02	\$262.20	\$5.82	\$255.70	\$270.33	\$270.33	\$0.00	\$263.63
85 +	F	\$187.88	\$183.80	\$4.08	\$179.24	\$189.50	\$189.50	\$0.00	\$184.80
All Ages - Non I	F	\$1,732.53	\$1,694.93	\$37.60	\$1,652.89	\$1,732.53	\$1,694.93	\$37.60	\$1,652.89
65 - 74	M	\$378.34	\$370.13	\$8.21	\$360.95	\$381.60	\$381.60	\$0.00	\$372.14
75 - 84	M	\$298.29	\$291.81	\$6.48	\$284.57	\$300.86	\$300.86	\$0.00	\$293.40
85 +	M	\$246.15	\$240.81	\$5.34	\$234.84	\$248.28	\$248.28	\$0.00	\$242.12
All Ages - Non I	M	\$1,732.44	\$1,694.85	\$37.59	\$1,652.82	\$1,732.44	\$1,694.85	\$37.59	\$1,652.82
<b>AGED NON-INSTITUTIONALIZED</b>									
65 - 74	F	\$458.00	\$448.06	\$9.94	\$436.95	\$461.95	\$461.95	\$0.00	\$450.49
75 +	F	\$546.84	\$534.97	\$11.87	\$521.70	\$551.55	\$551.55	\$0.00	\$537.87
All Ages - Non I	F	\$1,304.09	\$1,275.79	\$28.30	\$1,244.15	\$1,304.09	\$1,275.79	\$28.30	\$1,244.15
65 - 74	M	\$419.21	\$410.11	\$9.10	\$399.94	\$422.82	\$422.82	\$0.00	\$412.33
75 +	M	\$588.18	\$575.41	\$12.77	\$561.14	\$593.25	\$593.25	\$0.00	\$578.54
All Ages - Non I	M	\$1,229.01	\$1,202.34	\$26.67	\$1,172.52	\$1,229.01	\$1,202.34	\$26.67	\$1,172.52

\* The rates shown here reflect a withhold of 8.0% per Section 4.17 of the Contract. All or part of these withhold funds may be paid back to the plan if performance targets in the contract are met.

**Appendix II-A2: Capitation Payment Rates**      **Appendix II-B2: Capitation Payment Rates**  
**UCare - NE Regional**      **UCare - NE Regional**  
**SeniorCare/MSHO Rates Fourth Quarter, 2009**      **SeniorCare/MSHO Rates Fourth Quarter, 2009**

Age	Sex	SeniorCare				MSHO			
		10/09-12/09 Rate w MERC	10/09-12/09 Rate-MERC	MERC Carve Out	Plan Payment with 2.5% RR	10/09-12/09 Rate with Add Back	10/09-12/09 Rate-MERC	MERC Carve Out	Plan Payment with 2.5% RR
<b>AGED INSTITUTIONALIZED</b>									
65 - 74	F	\$309.09	\$303.72	\$5.37	\$296.19	\$313.14	\$0.00	\$305.37	
75 - 84	F	\$215.35	\$211.61	\$3.74	\$206.36	\$218.17	\$0.00	\$212.76	
85 +	F	\$151.01	\$148.39	\$2.62	\$144.71	\$152.99	\$0.00	\$149.20	
All Ages - Non N	F	\$1,391.80	\$1,367.63	\$24.17	\$1,333.71	\$1,391.80	\$24.17	\$1,333.71	
65 - 74	M	\$303.98	\$298.70	\$5.28	\$291.29	\$307.96	\$0.00	\$300.32	
75 - 84	M	\$239.51	\$235.35	\$4.16	\$229.51	\$242.65	\$0.00	\$236.63	
85 +	M	\$197.84	\$194.40	\$3.44	\$189.58	\$200.43	\$0.00	\$195.46	
All Ages - Non N	M	\$1,392.10	\$1,367.92	\$24.18	\$1,333.99	\$1,392.10	\$24.18	\$1,333.99	
<b>AGED NON-INSTITUTIONALIZED</b>									
65 - 74	F	\$367.74	\$361.35	\$6.39	\$352.39	\$372.55	\$0.00	\$363.31	
75 +	F	\$439.69	\$432.05	\$7.64	\$421.33	\$445.44	\$0.00	\$434.39	
All Ages - Non N	F	\$1,046.57	\$1,028.39	\$18.18	\$1,002.89	\$1,046.57	\$18.18	\$1,002.89	
65 - 74	M	\$337.07	\$331.21	\$5.86	\$323.00	\$341.48	\$0.00	\$333.01	
75 +	M	\$472.37	\$464.16	\$8.21	\$452.65	\$478.55	\$0.00	\$466.68	
All Ages - Non N	M	\$987.37	\$970.23	\$17.14	\$946.17	\$987.37	\$17.14	\$946.17	

\* The rates shown here reflect a withhold of 8.0% per Section 4.17 of the Contract. All or part of these withheld funds may be paid back to the plan if performance targets in the contract are met.



Appendix II-A2: Capitation Payment Rates  
UCare - NC Regional  
SeniorCare/MSHO Rates Fourth Quarter, 2009

Appendix II-B2: Capitation Payment Rates  
UCare - NC Regional  
SeniorCare/MSHO Rates Fourth Quarter, 2009

Age	Sex	SeniorCare				MSHO			
		10/09-12/09 Rate w MERC	10/09-12/09 Rate-MERC	MERC Carve Out	Plan Payment with 2.5% RR	10/09-12/09 Rate with Add Back	10/09-12/09 Rate-MERC	MERC Carve Out	Plan Payment with 2.5% RR
<b>AGED INSTITUTIONALIZED</b>									
65 - 74	F	\$392.73	\$385.91	\$6.82	\$376.34	\$397.87	\$397.87	\$0.00	\$388.00
75 - 84	F	\$273.46	\$268.71	\$4.75	\$262.04	\$277.04	\$277.04	\$0.00	\$270.17
85 +	F	\$191.79	\$188.46	\$3.33	\$183.78	\$194.30	\$194.30	\$0.00	\$189.48
All Ages - Non N	F	\$1,767.71	\$1,737.01	\$30.70	\$1,693.93	\$1,767.71	\$1,737.01	\$30.70	\$1,693.93
65 - 74	M	\$385.82	\$379.12	\$6.70	\$369.72	\$390.87	\$390.87	\$0.00	\$381.18
75 - 84	M	\$304.20	\$298.92	\$5.28	\$291.50	\$308.18	\$308.18	\$0.00	\$300.54
85 +	M	\$251.37	\$247.00	\$4.37	\$240.88	\$254.66	\$254.66	\$0.00	\$248.34
All Ages - Non N	M	\$1,767.56	\$1,736.86	\$30.70	\$1,693.78	\$1,767.56	\$1,736.86	\$30.70	\$1,693.79
<b>AGED NON-INSTITUTIONALIZED</b>									
65 - 74	F	\$467.26	\$459.15	\$8.11	\$447.76	\$473.38	\$473.38	\$0.00	\$461.64
75 +	F	\$558.52	\$548.82	\$9.70	\$535.21	\$565.83	\$565.83	\$0.00	\$551.80
All Ages - Non N	F	\$1,330.00	\$1,306.90	\$23.10	\$1,274.49	\$1,330.00	\$1,306.90	\$23.10	\$1,274.49
65 - 74	M	\$428.04	\$420.61	\$7.43	\$410.18	\$433.65	\$433.65	\$0.00	\$422.90
75 +	M	\$600.06	\$589.64	\$10.42	\$575.01	\$607.92	\$607.92	\$0.00	\$592.84
All Ages - Non N	M	\$1,253.87	\$1,232.10	\$21.77	\$1,201.54	\$1,253.87	\$1,232.10	\$21.77	\$1,201.54

\* The rates shown here reflect a withhold of 8.0% per Section 4.17 of the Contract. All or part of these withheld funds may be paid back to the plan if performance targets in the contract are met.

**Appendix II-A2: Capitation Payment Rates**      **Appendix II-B2: Capitation Payment Rates**  
**UCare - SW Regional**      **UCare - SW Regional**  
**SeniorCare/MSHO Rates Fourth Quarter, 2009**      **SeniorCare/MSHO Rates Fourth Quarter, 2009**

Age	Sex	SeniorCare				MSHO			
		10/09-12/09 Rate w MERC	10/09-12/09 Rate-MERC	MERC Carve Out	Plan Payment with 2.5% RR	10/09-12/09 Rate with Add Back	10/09-12/09 Rate-MERC	MERC Carve Out	Plan Payment with 2.5% RR
<b>AGED INSTITUTIONALIZED</b>									
65 - 74	F	\$383.28	\$376.62	\$6.66	\$367.28	\$388.30	\$388.30	\$0.00	\$378.67
75 - 84	F	\$266.89	\$262.25	\$4.64	\$255.75	\$270.38	\$270.38	\$0.00	\$263.67
85 +	F	\$187.06	\$183.81	\$3.25	\$179.25	\$189.51	\$189.51	\$0.00	\$184.81
All Ages - Non H	F	\$1,725.01	\$1,695.05	\$29.96	\$1,653.01	\$1,725.01	\$1,695.05	\$29.96	\$1,653.01
65 - 74	M	\$376.35	\$369.81	\$6.54	\$360.64	\$381.27	\$381.27	\$0.00	\$371.81
75 - 84	M	\$297.01	\$291.86	\$5.15	\$284.62	\$300.91	\$300.91	\$0.00	\$293.45
85 +	M	\$245.13	\$240.87	\$4.26	\$234.90	\$248.34	\$248.34	\$0.00	\$242.18
All Ages - Non H	M	\$1,724.94	\$1,694.99	\$29.95	\$1,652.95	\$1,724.94	\$1,694.99	\$29.95	\$1,652.95
<b>AGED NON-INSTITUTIONALIZED</b>									
65 - 74	F	\$455.64	\$447.72	\$7.92	\$436.62	\$461.60	\$461.60	\$0.00	\$450.15
75 +	F	\$544.59	\$535.13	\$9.46	\$521.86	\$551.72	\$551.72	\$0.00	\$538.04
All Ages - Non H	F	\$1,298.34	\$1,275.79	\$22.55	\$1,244.15	\$1,298.34	\$1,275.79	\$22.55	\$1,244.15
65 - 74	M	\$417.50	\$410.25	\$7.25	\$400.08	\$422.97	\$422.97	\$0.00	\$412.48
75 +	M	\$585.15	\$574.99	\$10.16	\$560.73	\$592.81	\$592.81	\$0.00	\$578.11
All Ages - Non H	M	\$1,223.39	\$1,202.15	\$21.24	\$1,172.34	\$1,223.39	\$1,202.15	\$21.24	\$1,172.34

\* The rates shown here reflect a withhold of 8.0% per Section 4.17 of the Contract. All or part of these withheld funds may be paid back to the plan if performance targets in the contract are met.

**Appendix II-A2: Capitation Payment Rates**      **Appendix II-B2: Capitation Payment Rates**  
**UCare - SE Regional**      **UCare - SE Regional**  
**SeniorCare/MSHO Rates Fourth Quarter, 2009**      **SeniorCare/MSHO Rates Fourth Quarter, 2009**

Age	Sex	SeniorCare				MSHO			
		10/09-12/09 Rate w MERC	10/09-12/09 Rate-MERC	MERC Carve Out	Plan Payment with 2.5% RR	10/09-12/09 Rate with Add Back	10/09-12/09 Rate-MERC	MERC Carve Out	Plan Payment with 2.5% RR
<b>AGED INSTITUTIONALIZED</b>									
65 - 74	F	\$368.13	\$361.74	\$6.39	\$352.77	\$372.95	\$0.00	\$363.70	
75 - 84	F	\$256.33	\$251.88	\$4.45	\$245.63	\$259.69	\$0.00	\$253.25	
85 +	F	\$179.65	\$176.53	\$3.12	\$172.15	\$182.00	\$0.00	\$177.49	
All Ages - Non N	F	\$1,656.73	\$1,627.95	\$28.78	\$1,587.58	\$1,656.73	\$28.78	\$1,587.58	
65 - 74	M	\$361.91	\$355.62	\$6.29	\$346.80	\$366.64	\$0.00	\$357.55	
75 - 84	M	\$285.26	\$280.30	\$4.96	\$273.35	\$288.99	\$0.00	\$281.82	
85 +	M	\$235.44	\$231.35	\$4.09	\$225.61	\$238.52	\$0.00	\$232.60	
All Ages - Non N	M	\$1,656.67	\$1,627.90	\$28.77	\$1,587.53	\$1,656.67	\$28.77	\$1,587.53	
<b>AGED NON-INSTITUTIONALIZED</b>									
65 - 74	F	\$437.64	\$430.04	\$7.60	\$419.37	\$443.37	\$0.00	\$432.37	
75 +	F	\$523.08	\$513.99	\$9.09	\$501.24	\$529.92	\$0.00	\$516.78	
All Ages - Non N	F	\$1,246.91	\$1,225.26	\$21.65	\$1,194.87	\$1,246.91	\$21.65	\$1,194.87	
65 - 74	M	\$401.00	\$394.04	\$6.96	\$384.27	\$406.26	\$0.00	\$396.18	
75 +	M	\$562.69	\$552.92	\$9.77	\$539.21	\$570.06	\$0.00	\$555.92	
All Ages - Non N	M	\$1,174.87	\$1,154.46	\$20.41	\$1,125.83	\$1,174.87	\$20.41	\$1,125.83	

\* The rates shown here reflect a withhold of 8.0% per Section 4.17 of the Contract. All or part of these withheld funds may be paid back to the plan if performance targets in the contract are met.

**Appendix II-A2: Capitation Payment Rates**      **Appendix II-B2: Capitation Payment Rates**  
**UCare - Olmsted**      **UCare - Olmsted**  
**SeniorCare/MSHO Rates Fourth Quarter, 2009**      **SeniorCare/MSHO Rates Fourth Quarter, 2009**

Age	Sex	SeniorCare				MSHO			
		10/09-12/09		10/09-12/09		10/09-12/09		10/09-12/09	
		Rate w MERC	Rate-MERC	MERC Carve Out	Plan Payment with 2.5% RR	Rate with Add Back	Rate-MERC	MERC Carve Out	Plan Payment with 2.5% RR
<b>AGED INSTITUTIONALIZED</b>									
65 - 74	F	\$368.28	\$361.89	\$6.39	\$352.91	\$373.11	\$373.11	\$0.00	\$363.86
75 - 84	F	\$256.44	\$251.99	\$4.45	\$245.74	\$259.80	\$259.80	\$0.00	\$253.36
85 +	F	\$179.72	\$176.60	\$3.12	\$172.22	\$182.07	\$182.07	\$0.00	\$177.55
All Ages - Non I	F	\$1,657.41	\$1,628.63	\$28.78	\$1,588.24	\$1,657.41	\$1,628.63	\$28.78	\$1,588.24
65 - 74	M	\$361.64	\$355.36	\$6.28	\$346.55	\$366.38	\$366.38	\$0.00	\$357.29
75 - 84	M	\$285.02	\$280.07	\$4.95	\$273.12	\$288.75	\$288.75	\$0.00	\$281.59
85 +	M	\$235.54	\$231.45	\$4.09	\$225.71	\$238.62	\$238.62	\$0.00	\$232.70
All Ages - Non I	M	\$1,657.35	\$1,628.57	\$28.78	\$1,588.18	\$1,657.35	\$1,628.57	\$28.78	\$1,588.18
<b>AGED NON-INSTITUTIONALIZED</b>									
65 - 74	F	\$437.83	\$430.23	\$7.60	\$419.56	\$443.57	\$443.57	\$0.00	\$432.57
75 +	F	\$523.29	\$514.21	\$9.08	\$501.46	\$530.15	\$530.15	\$0.00	\$517.00
All Ages - Non I	F	\$1,247.42	\$1,225.76	\$21.66	\$1,195.36	\$1,247.42	\$1,225.76	\$21.66	\$1,195.36
65 - 74	M	\$401.17	\$394.20	\$6.97	\$384.42	\$406.42	\$406.42	\$0.00	\$396.34
75 +	M	\$562.28	\$552.52	\$9.76	\$538.82	\$569.65	\$569.65	\$0.00	\$555.52
All Ages - Non I	M	\$1,175.36	\$1,154.95	\$20.41	\$1,126.31	\$1,175.36	\$1,154.95	\$20.41	\$1,126.31

\* The rates shown here reflect a withhold of 8.0% per Section 4.17 of the Contract. All or part of these withheld funds may be paid back to the plan if performance targets in the contract are met.