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**November 11, 2005**

**Palm Beach Cty South-West/North School District  
Palm Beach County  
1800 Osceola Drive,  
West Palm Beach, FL 33409**

**Attn: Ms. Derri Parkey, Director of Secondary Education**

**Re: Sale by ACS State & Local Solutions, Inc. of its Workforce and Community Solutions  
line of business to Arbor E&T, LLC.**

Dear Ms. Parkey:

You and ACS State & Local Solutions, Inc. ("ACS/SLS") are parties to that certain Seminole County – DJJ Commitment Programs Agreement, dated as of July 1, 2005, and as the same may have been amended, modified or supplemented from time to time, and including all statements of work, purchase orders and similar documents related thereto, if any (collectively, the "Agreement"). On November 11, 2005, ACS/SLS and Arbor E&T, LLC ("Arbor") entered into an Asset Purchase Agreement (the "Purchase Agreement"), pursuant to which ACS/SLS agreed to sell, and Arbor agreed to buy, the Workforce and Community Solutions Line of Business (the "WCS Business"). At the closing of the sale (the "Closing") ACS/SLS will assign to Arbor, and Arbor will assume, all of the rights and obligations of ACS/SLS under the Agreement arising from and after the Closing. Under the terms of the Agreement, such assignment and assumption may require your written consent and/or may give rise to a termination right.

ACS/SLS is a wholly owned subsidiary of Affiliated Computer Services, Inc. ("ACS"). Arbor is a wholly-owned subsidiary of Res-Care, Inc. ("Res-Care"). Res-Care is the nation's leading provider of services to persons with developmental and other disabilities and people with special needs, and is the second largest operator of One-Stop programs in the country. Res-Care had revenues for the third quarter of 2005 of \$279.4 million, and its shares are publicly traded on the NASDAQ under the symbol "RSCR".

It is anticipated that the Closing will occur during the fourth quarter of this year, but due to normal conditions to closing and necessary governmental approvals, the actual date of the Closing could be later. Res-Care and Arbor look forward to continuing the WCS Business and the relationships that the WCS Business enjoys with its customers. Since Arbor will continue the employment of all or substantially all of the WCS Business employees, we are confident that the sale transaction will be virtually seamless to the customers of the WCS Business.

We request that you consent to such assignment and assumption and, as part of such consent, waive any advance notice requirements for such assignment and assumption that are required by the Agreement and waive any termination rights that you may have solely as a result of such assignment and assumption. Your consent will not permit any future assignment of the Agreement by Arbor to any other party except to the extent such future assignment complies with the terms of the Agreement.

In addition to your consent, we also request that you release ACS/SLS from any and all liabilities and obligations arising under the Agreement from and after the Closing and that you agree to look solely to Arbor for performance of the Agreement from and after the Closing.

Your consent to the assignment and assumption of the Agreement and your waiver as described above will not be effective prior to the Closing, but will become effective immediately upon the Closing without any further action being required on your part. Arbor will notify you in writing once the Closing has occurred.

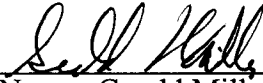
If you agree to consent to the proposed assignment and assumption of the Agreement, release and other agreements set forth above, please sign in the space provided below and then fax a fully signed copy to the attention of Ray Saulino at (512) 479-7010. Then, please send your signed copy of this letter to Ray Saulino at 515 Congress Avenue, Suite 1400, Austin, Texas 78701, in the enclosed preaddressed UPS envelope. If you have any questions or comments concerning the transaction, these requests or any related matters, please contact Ray Saulino at (512) 344-4003.

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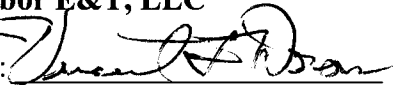
Your attention and consideration to this request at your early convenience will be greatly appreciated. Thank you very much.

Very truly yours,

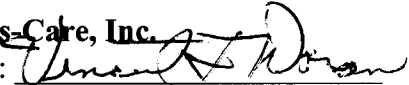
**ACS State & Local Solutions, Inc.**

By:   
Name: Gerald Miller  
Title: Senior Vice President and  
Managing Director –  
Workforce Services

**Arbor E&T, LLC**

By:   
Name: Vincent F. Doran  
Title: Vice President-ARBOR E&T, LLC

**Res-Care, Inc.**

By:   
Name: Vincent F. Doran  
Title: President-ResCare Div. for Training Services

Accepted and Agreed:

**School District of Palm Beach County, Florida**

By: \_\_\_\_\_  
Name:  
Title:

Date: \_\_\_\_\_

cc: Michael Natelli

Sara Duran  
Baker Botts L.L.P.  
2001 Ross Avenue, Suite 600  
Dallas, Texas 75201-2980