

SECOND AMENDMENT TO THE CONTRACT BETWEEN
THE SCHOOL BOARD OF PALM BEACH COUNTY, FLORIDA
("SCHOOL DISTRICT")
AND
ARBOR E&T, LLC
("CONTRACTOR")

On this ____ day of _____, 2006, in addition to the terms and conditions as set forth in the Contract Between The School Board of Palm Beach County, Florida and Arbor E&T, LLC, a wholly owned subsidiary of ResCare, Inc. (the "Contract"), for the provision of alternative education services, counseling, social skills training, and substance abuse awareness training to Middle and High School aged students in Excel Schools, the following Second Amendment is hereby made a part of the Contract, which was made and entered into on the 16th day of August, 2006. To the extent a conflict exists between any of the terms or conditions of the Contract (including any attachments and exhibits thereto) and any of the terms and conditions of this Second Amendment, this Second Amendment shall govern.

In consideration of the promises herein and other good and value consideration, the Contractor and School District agree as follows:

The Contract is amended hereby to provide that the Contractor shall increase the Enrollment Level of Services located at the South and Central Area Excel School.

- 1) Section 2 of the Contract shall be amended and modified to add the Enrollment Cost Level 2 to the billing tables for the South and Central Area Excel School, such that the billing tables for the South and Central Excel School shall state as follows:

"2. Payment:

SOUTH AREA EXCEL SCHOOL

ENROLLMENT Per Level of Service	COST PER DAY (\$)
Enrollment Cost Level 1 (enrollment 0-90/35% BILLING PERIODS)	\$3,533.00
Enrollment Cost Level 2 (enrollment 91-175/65% BILLING PERIODS)	\$5,981.00

CENTRAL AREA EXCEL SCHOOL

ENROLLMENT Per Level of Service	COST PER DAY (\$)
Enrollment Cost Level 1 (enrollment: 0-75/35% BILLING PERIODS)	\$6,471.00
Enrollment Cost Level 2 (enrollment 76-125/65% BILLING PERIODS)	\$9,160.00

- 2) Except as otherwise modified herein, all of the terms and conditions of the Contract, and the first amendment thereto, are hereby ratified and remain in effect without revision.

ARBOR E&T, LLC

THE SCHOOL BOARD OF PALM BEACH
COUNTY, FLORIDA

By: _____
Matt Doctrow,
Vice President of Schools
and Technology Rescare, Inc.

By: _____
Tom Lynch, Chairperson

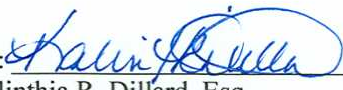
By: _____
Timothy J. Giannoni
Vice President of Alternative
Education Services—Excel Schools

By: _____
Arthur C. Johnson, Ph.D., Superintendent

Date: _____

Date: _____

Reviewed and Approved For Legal Sufficiency
and Form

By:  _____
Kalinthia R. Dillard, Esq.
Associate Counsel

Date: 10-18-06