

THE PROVIDENCE SERVICE CORPORATION

COMPLIANCE AND ETHICS PROGRAM AND CODE OF CONDUCT

Message from the Chief Executive Officer

Providence and its subsidiary companies (the “Company”) have among the highest standards of professional integrity and ethics in the business community. Maintaining and enhancing our excellent reputation is essential to our success. This Compliance and Ethics Program is based upon our shared values and is carried out through our conduct every single day.

Our focus is on people, excellence and results, acting with honesty, integrity, fairness and personal accountability. Your daily commitment to these values must be demonstrated in all of your business dealings and relationships whether they be with the people we serve, the general public, suppliers, regulators, competitors, or fellow employees.

In every situation, you should always meet the following standards:

1. **Honesty.** Be truthful in what you say and do. Never make misrepresentations, dishonest statements or statements intended to mislead or misinform. If it appears that anything you have said has been misunderstood or if you have made an incorrect statement, correct it promptly.
2. **Integrity.** Do the right thing, both ethically and legally. Never help anyone in our company or another organization, customer or individual (including regulators) in conducting or facilitating illegal or unethical conduct. Do not “look the other way” if you suspect or become aware of such activities.
3. **Fairness.** We are a competitive and aggressive company, and will explain in a fair and accurate manner the advantages of our services. Never intimidate, threaten or disparage another person or organization. Although you may explain legitimate advantages of doing business with us, you must not do anything that could be construed as a misrepresentation, coercive, or threatening.
4. **Communication.** You are part of a team and are not alone. If you have a question, if you are not sure what to do, or if you suspect someone inside or outside the Company may be doing the wrong thing, get help. This Compliance and Ethics Program and Code of Conduct describe several ways to do this, ranging from talking with your supervisor to using an anonymous helpline.

The principles outlined here must guide our business activities and personal behavior at all times. It is critical that each of you who conduct business on the Company’s behalf not only understands these principles but is also personally committed to fully adhering to them.

I thank you for integrating these principles into your everyday work.

Warren Rustand

TABLE OF CONTENTS

I.	INTRODUCTION.....	3
II.	ETHICS PROCEDURES.....	4
A.	Getting Answers to Your Questions.....	4
B.	Reporting Violations or Concerns.....	5
C.	Protection from Retaliation.....	6
D.	Investigations.....	6
E.	Violations of the CEP, Policy, or Law.....	7
F.	Personnel Responsible For CEP Oversight and Administration.....	7
	Chief Compliance Officer.....	7
	Ethics Program Manager.....	7
	Corporate Ethics Committee.....	8
G.	Training.....	8
H.	Annual Compliance Statement.....	9
I.	Accessibility of Corporate Ethics Program.....	9
III.	STANDARDS OF CONDUCT.....	9
A.	Keeping Accurate Business and Financial Records.....	9
B.	Accuracy of Financial Reporting.....	10
C.	Keeping Accurate Client and Member Records.....	11
D.	Insider Trading.....	12
E.	Avoiding Conflicts of Interest.....	12
F.	Valuing our Fellow Coworkers.....	15
1.	Equal Opportunity.....	15
2.	Safe and Welcoming Workplace.....	16
3.	Respecting Clients and Members.....	16
4.	Complying With Immigration Laws.....	16
G.	Conducting Business Fairly and With Integrity.....	17
1.	Fair Dealing.....	17
2.	Government Contracts and Officials.....	17
3.	Excluded, Debarred or Suspended Individuals or Entities.....	17
4.	Anti-Corruption and the Foreign Corrupt Practices Act.....	17
5.	Antitrust.....	18
	Agreements with Competitors.....	18
	Contacts with Competitors.....	18
6.	Political Activities and Contributions.....	19
7.	Interacting with Regulators, Auditors, and Counsel.....	19
H.	Protecting the Company's Information and Assets.....	20
1.	Confidentiality.....	20
	HIPAA.....	20
2.	Company Property: Intellectual and Tangible.....	21
3.	Electronic Media and Software.....	21
4.	Personal Use of Company Property.....	21
IV.	STANDARDS OF CONDUCT FOR CONTRACTORS.....	21
V.	AMENDMENT; WAIVER.....	22
	ATTACHMENT A.....	23

I. INTRODUCTION

This Compliance and Ethics Program (the “CEP”) and Code of Conduct¹ applies to and is mandatory for all directors, officers, and employees of The Providence Service Corporation and its subsidiary companies (collectively, the “Company”).

The CEP may be adopted by the Boards of Directors of any entity managed by the Company (“Managed Entity”) in which case the CEP shall apply to all officers, directors, and employees of the Managed Entity whose Board of Directors elected to adopt the CEP (“Managed Entity Employees”) and all references to employees herein shall be applicable to Managed Entity Employees as well.

The purpose of the CEP is to promote, and to provide guidance to the Company’s directors, officers, and employees, about honest, ethical and legal conduct, including the following:

- the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the “SEC”) and in other public communications made by the Company;
- compliance with the rules and regulations of The Nasdaq Global Select Market, where the Company’s common stock is listed for trading (or any other applicable exchange), and any other laws, rules and regulations;
- prompt internal reporting to an appropriate person or persons identified in the CEP of violations of the CEP; and
- accountability for failure to adhere to the CEP.

The Board of Directors of Providence (the “Board”) has designated the General Counsel of Providence as the Chief Compliance Officer and given him the responsibility of enforcing the CEP. The Ethics Program Manager, who reports to the Chief Compliance Officer with respect to all matters involving the CEP, has responsibility for managing the administration of the Program. In addition, the Chief Executive Officer, together with the Chief Compliance Officer, will appoint the Corporate Ethics Committee, which will work with the Chief Compliance Officer and the Ethics Program Manager to help ensure the continued operation of the CEP in accordance with its terms and applicable law.

¹ For purposes of the Rules and Regulations of the SEC and continued listing requirements of the NASDAQ Global Select Market, the Code of Conduct consists solely of Sections I, II A-F, III A-E (including introductory paragraph), G.6., and V of this document (the “Code of Conduct”). References to the CEP in such sections shall include the Code of Conduct.

It is important to understand, however, that the establishment of these positions does not diminish the responsibility of each director and employee to meet the highest standards of ethical and legal conduct. Abiding by the CEP and the Company's related policies is a condition of continued employment with the Company. However, the CEP is not a contract of employment and is not intended to create any express or implied promises or guarantees of fixed terms of employment.

Special Note to Company Executives, Managers, and Supervisors

The leaders or executives of the Company and each of its subsidiaries have the primary responsibility for integrating the CEP into the fabric of the Company, ensuring compliance with it, and spearheading rigorous enforcement of its provisions.

Management is charged with achieving business results for the Company, but they must do so within the bounds of the ethical culture of the Company. To that end, directors, executives and management must exhibit strong leadership and demonstrate an unswerving commitment to ethical business practices and attitudes to the people on their staffs or teams. It is up to the Company's leaders to demonstrate that business results are important but never at the expense of ethical behavior.

Company directors, executives, managers, and supervisors must monitor the practices of the people who report to them, provide guidance to them, and never ignore unethical conduct. Perhaps most importantly, they must provide ethical leadership and foster a working environment that integrates ethical and lawful conduct into everyday business dealings and encourages employees to raise or report ethical issues. Failure adequately to instruct subordinates or to prevent and detect noncompliance with applicable policies and legal requirements, especially where vigilance would have led to earlier detection of the problem, may result in discipline.

II. ETHICS PROCEDURES

A. Getting Answers to Your Questions

It is impossible for this CEP or any other Code of Conduct or Ethics Program to anticipate every potential business scenario or ethical dilemma that may arise. We therefore rely upon each employee's good judgment in applying the ethical and legal standards that are in the CEP and the Company's related policies. You should err on the side of caution. The CEP not only prohibits you from engaging in conduct that is improper but also from engaging in conduct that creates the appearance of impropriety.

Remember, you are not alone in this endeavor. When in doubt, ask questions. If you don't get a clear answer, keep asking. The Company encourages you to ask questions of your supervisor, the Ethics Program Manager, the Legal Department, and other resources as appropriate, such as the Human Resources or Finance Departments. If someone asks you a question about the CEP or any ethics matter and you are not sure of the answer, consult with your supervisor, the Ethics Program Manager, or any member of the Legal Department to be sure that the advice given is correct.

If you want to ask a question, ask your supervisor. Or, you can contact the Ethics Program Manager at 520-747-6670 or via email at ethics@provcorp.com. You can also report confidentially or anonymously to the Company and its Audit Committee by calling 800-648-7140. This hotline is available 24 hours a day, seven days a week and is operated by an independent company.

B. Reporting Violations or Concerns

If you believe that you have or may have violated the CEP, or any applicable law or regulation (including any kind of financial fraud or misrepresentation), you must report the violation to allow the Company to address any potential problem. Promptly reporting a potential violation may significantly reduce any adverse consequences.

Equally importantly, do not ignore ethically questionable behavior of others or expect that it will be handled by someone else. If you are aware that a director, employee, or a person performing services for the Company has violated or potentially violated the CEP or any applicable law or regulation, you must report it.

Violations or potential violations can be reported as follows:

- to your supervisor;
- to the Ethics Program Manager (at ethics@provcorp.com or 520-747-6670);
- to any attorney in the Legal Department;
- to the Corporate Ethics Hotline at 800-648-7140; or
- to the Chairman of the Audit Committee of the Board in accordance with Section 3 of the Company's Whistleblowers Policy, a copy of which can be obtained at www.provcorp.com or www.logisticare.com. You may also write to the Compliance Officer c/o the Company at 64 E. Broadway Blvd., Tucson, AZ 85701.

Special Note for Personnel Issues. *Personnel problems should normally be reported to your supervisor or the Human Resources department. Your employee handbook contains guidance for how to report most human resources issues, and you should follow those instructions in the first instance. Human Resources will report personnel matters to the Ethics Program Manager as appropriate.*

If you have exhausted your reporting options or you wish to remain anonymous you can report violations or potential violations by calling the hotline number, which is 800-648-7140.

The Company will attempt to maintain reports confidentially and protect the identity of the employee who has made a report to the maximum extent consistent with fair and rigorous enforcement of the CEP and applicable law.

Any manager, supervisor, or other high-ranking employee who receives a report of a suspected violation of the CEP must promptly contact the Ethics Program Manager.

C. Protection from Retaliation

Any person who asks a question about or, in good faith reports an actual or suspected violation of the CEP, the Company's policies or applicable laws will be protected from threats of retaliation, discharge or other types of discrimination, even if the report turns out to be incorrect. This protection also extends to anyone who assists in the investigation of a potential violation.

Any director or employee who retaliates or is responsible for retaliation against individuals who ask questions, in good faith report known or suspected violations, or who assist in the investigation of suspected violations, shall be subject to discipline including but not limited to suspension or termination of employment or removal from the Board, as applicable. In certain instances such individuals could face legal action as the Company believes appropriate under the circumstances.

Reports of or concerns about retaliation or attempted retaliation may be made to the Ethics Program Manager, or the Legal Department, or Human Resources Departments. Alternatively you may use the toll free hotline number listed above. As an employee, you have the responsibility to report any retaliation of which you become aware.

A person who submits a report that he or she knows to be false, or fails to cooperate fully in an investigation of a suspected violation, has violated the CEP and shall be subject to disciplinary action.

Please review the Company's Whistleblower Policy, available at www.provcorp.com or www.logisticare.com for further information about the Company's commitment to protect employees from retaliation².

D. Investigations

Upon receipt of a suspected violation, the Chief Compliance Officer, with the assistance of the Ethics Program Manager shall immediately arrange for a detailed investigation to be conducted. The investigation shall, as appropriate, include interviews of knowledgeable personnel and the review of relevant documents. If the Chief Compliance Officer or his designee believes that the integrity of an investigation may be compromised because of the presence of employees under investigation, the

² To the extent that any provision in the CEP conflicts with the Company's Whistleblower Policy, the Whistleblower Policy governs.

employee(s) allegedly involved in the misconduct may be removed from his/her present work activity, with or without pay, pending the outcome of the investigation.

As a condition of employment, all employees shall fully cooperate with any internal or external investigation, including producing requested documents and participating in interviews.

E. Violations of the CEP, Policy, or Law

All employees and directors are responsible for complying with the CEP, the Company's related policies, and applicable laws and regulations. In addition, each supervisor or manager may be held responsible for the behavior of his or her subordinates and all agents, consultants and other representatives of the Company under his or her control. If the CEP is violated, the specific disciplinary action taken will depend on the circumstances but may include suspension or termination of employment or other association with the Company, including legal action, as the Company believes appropriate. The Audit Committee will make the determination of discipline for CEP violations applicable to directors, Executive Officers³ and family member of directors or Executive Officers who are employed by the Company.

F. Personnel Responsible For CEP Oversight and Administration

Every employee in the Company is responsible for helping ensure that the CEP is fully understood, complied with, and rigorously enforced in every operation. In addition, certain employees have specific enhanced responsibilities with respect to the CEP.

Chief Compliance Officer

The Board has appointed the General Counsel of Providence as the Chief Compliance Officer of the CEP. The Chief Compliance Officer has overall responsibility for enforcing the CEP and the Company's related policies. The Chief Compliance Officer shall report directly and periodically to the Audit Committee on matters regarding the CEP.

Ethics Program Manager

The Ethics Program Manager, appointed by the Chief Compliance Officer, shall oversee the administration of the CEP, and shall report to the Chief Compliance Officer with respect to all matters related to the CEP. The Ethics Program Manager shall maintain all records generated pursuant to the CEP in a secure and confidential manner in segregated files.

³ The term "Senior Financial Officers", as used in this document includes Company's Chief Executive Officer (i.e., the principal executive officer), Chief Financial Officer (i.e. principal financial officer), Principal Accounting Officer, Controller and any other person performing similar functions. The term "Executive Officer", as used in this document, includes the Senior Financial Officers and certain other officers in charge of a principal business unit, division or function or who perform a policy-making function, as proscribed by the rules and regulations of the SEC.

Corporate Ethics Committee

The Corporate Ethics Committee shall consist of the Chief Compliance Officer, the Ethics Program Manager, and managers and/or executives from each of the major business units of the Company, and representatives from Human Resources, Finance, and Legal. It shall advise the Ethics Program Manager and assist in the implementation of the CEP. The CEO shall appoint the members of the Ethics Committee in conjunction with the Chief Compliance Officer. The primary purposes of the Corporate Ethics Committee are to:

- analyze the Company's risk profile with respect to legal requirements applicable to the Company;
- assess existing policies and procedures that address relevant risk areas and oversee the development of new policies as appropriate;
- work with appropriate Company departments to assess current training and implement new training as required;
- work with appropriate Company departments to promote compliance with the CEP; and
- arrange for, oversee, and/or review periodic audits of the Company's business to assess the effectiveness of the CEP.

G. Training

Upon hire and each year thereafter every employee shall complete the Company's Ethics training course, which shall address the topics covered by the CEP and other topics as deemed appropriate. The Providence and LogistiCare training functions shall be jointly responsible for creating and updating the course content as well as monitoring employee compliance. All employees shall be required to pass a test after taking the CEP training. Employees who do not pass the test shall be required to review and study the material until they are successful in passing the test. The course content may vary to accommodate different levels of employees and different lines of business, but each course shall include material on all CEP subjects applicable to those employees. The course shall be translated into other languages as necessary to ensure that all employees have access to the course content. Company directors shall also be required to take and pass the Company's Ethics training course.

Employees shall also receive training and education on other pertinent subjects, including, for example, the Health Information Portability and Accountability Act ("HIPAA") requirements, sexual harassment, policies and procedures applicable to their job responsibilities, and other subject matters as required by contract or law. In addition, professional employees shall participate in training and education to keep their licensure current and in good standing.

H. Annual Compliance Statement

After completing annual Ethics training each employee and director will execute a form entitled "Annual Compliance Statement." A form of this Statement is attached as Attachment A. Copies will be maintained in employees' personnel files or elsewhere as the Company deems appropriate.

I. Accessibility of Corporate Ethics Program

The CEP shall be available for review by employees at each employment site, and on the Providence and LogistiCare websites.

III. STANDARDS OF CONDUCT

Set forth below are Standards of Conduct for all employees. All employees must be familiar with these standards of conduct and must comply with them, as well as with any applicable laws and regulations. You should comply with not only the letter but the spirit of all federal, state and local laws, rules and regulations applicable to the Company's business. Complying with these Standards is not an excuse to fail to comply with the law. In addition, as applicable, employees must adhere to their respective professional codes of ethics. Employees must also comply with Company policies and procedures applicable to their particular job functions.

A. Keeping Accurate Business and Financial Records

Everyone must keep accurate business and financial records. Maintaining the integrity of our financial records is not only the law, but is also important for accurately measuring and maintaining our competitive success and public credibility. The Company must file periodic reports with the Securities and Exchange Commission that are also available for public review. We take very seriously this public disclosure responsibility, and are committed to ensure that these communications are full, fair, and accurate.

Books and records must also be kept in compliance with government contracting rules, other contract requirements, and any requirements of government agencies with which the Company contracts.

Business records, including financial documents, expense accounts, reimbursements, and time sheets, must be accurate and complete. Never include false or misleading information in any business records, and do not omit accurate information in an effort to mislead. Never execute an agreement or contract that does not fully reflect the true nature and economic substance of a transaction or business activity, or omit material facts from an agreement. You must not create or maintain any accounts, entities, assets or funds that are not fully and accurately recorded in the Company's books.

You must comply with the Company's internal accounting and auditing policies and controls designed to protect the integrity of our corporate records. If you are

uncertain as to the appropriateness of any accounting or financial reporting matter, you should ask your supervisor. Further, no employee may fraudulently influence, coerce, manipulate or mislead an auditor for the purpose of rendering misleading financial statements or for any other purpose.

If you have any concerns about accounting or financial issues, you should report those concerns directly to your supervisor or if you prefer to the Hotline number, which is 800-648-7140, or by the procedures outlined in the Company's Whistleblowers Policy, which is available at www.provcorp.com and www.logisticare.com. The Company's policy against retaliation applies to any such reports.

B. Accuracy of Financial Reporting

As a publicly traded Company, the Company is required to comply with federal and state laws and regulations with respect to accuracy of the information it reports to the SEC and communicates to the public. The Company's financial statements are relied upon both internally and externally by individuals making business or investment decisions. Accuracy and candor are critical to the financial health of the Company. As a result, each director, Senior Financial Officer and other employee involved in the review or preparation, of the SEC Reports and Public Documents, as defined below, must act in good faith, responsibly, with due care and diligence to ensure that the Company provides full, fair, accurate, timely and understandable disclosure in its SEC Reports and Public. The term "SEC Reports and Public Documents" means financial statements, reports, and other documents filed or submitted to the SEC as well as other public communications made by the Company.

Senior Financial Officers and other employees involved in the review or preparation of SEC Reports and Public Documents must help ensure that SEC Reports and Public Documents fairly disclose the Company's assets, liabilities and material transactions engaged in by the Company. Senior Financial Officers are responsible for the SEC Reports and Public Documents meeting the following requirements:

- SEC Reports and Public Documents must, in reasonable detail, accurately and fairly reflect the transactions engaged in by the Company and acquisitions and dispositions of the Company's assets;
- SEC Reports and Public Documents must not contain any untrue statement of material fact that would make the statements in the SEC Reports and Public Documents misleading;
- Financial reports must be prepared in accordance with, or reconciled to, Generally Accepted Accounting Principles and applicable SEC rules, including the SEC accounting rules; and
- SEC Reports and Public Documents must contain full, fair, accurate, timely and understandable disclosure.

If you become aware of material inaccuracies contained in the SEC Reports and Public Documents, or material omissions from the SEC Reports and Public Documents, you are required to immediately report such inaccuracies or omissions to the Chairman of the Company's Audit Committee pursuant to the procedure outlined in Section II.B, above.

Finally, you are required to respect the confidentiality of information acquired in the course of the performance of your responsibilities.

If you have any concerns about accounting or financial issues, you should report those concerns directly via the Hotline number, which is 800-648-7140 or by the procedures outlined in the Company's Whistleblowers Policy, available at www.provcorp.com or www.logisticare.com. The Company's policy against retaliation applies to any such reports.

C. Keeping Accurate Client and Member Records

Inadequate or faulty documentation is a key risk area for healthcare, transportation, and social services providers. The compilation of accurate documentation (whether electronic or hard copy) is the responsibility of all employees, including those who provide direct services, coders and billers submitting claims for reimbursement. It is imperative that all record keeping conform to standards acceptable to governmental regulatory agencies and payers. Under no circumstances shall entries be put into client records that fail to indicate the correct time and/or date that the entry was actually made. All records related to client/member care should be kept in accord with applicable standards including but not limited to HIPAA Privacy and Security Regulations, licensing and/or accreditation authorities and State Medicaid authorities.

Employees who prepare any records and reports are obligated, ethically and legally, to assure that such documents are accurate and complete, safeguarded against loss or destruction, retained for specified periods as may be established by the Company or otherwise required by law, and maintained in confidence as required by HIPAA and other privacy laws. Each employee involved in government filings and submissions must exercise diligence to assure the accuracy of the data and information contained in such submissions.

Employees must not submit false or misleading data or other information in any government filing or submission. Submission of such inaccurate information not only subjects the individual and the Company to the possibility of severe civil and criminal sanctions, and debarment from participation in the health care industry and government contracts, but is extremely damaging to the Company's reputation among clients, providers, and regulators.

The Company takes false claims and fraud and abuse seriously. Employees must identify and seek to resolve allegations of false or fraudulent claims immediately. Issues are resolved fastest and most effectively when given prompt attention at the local level. The Company, therefore, encourages its employees to report concerns to

their immediate supervisor. If the supervisor is not the appropriate contact or if the supervisor fails to respond quickly and appropriately to the concern, then the employee should discuss the situation with the Ethics Program Manager, any member of the Legal Department, or report it to the Company's Hotline at (800)-648-7140. Employees should be aware of related policies regarding detection and prevention of health care fraud and abuse, which are available in their employee handbook, or from their supervisor.

D. Insider Trading

Under federal securities laws, you cannot trade in the Company's stock on the basis of non-public material information, nor can you "tip" such material non-public information to others who use it to trade in the Company's stock. These laws are designed to ensure that all investors are on an equal footing and are relying upon the same information in making their investment decisions. The Company's Insider Trading Policy and Preclearance Policy sets forth the trading and reporting obligations of directors, Executive Officers, and employees in greater detail. These policies are provided to each director, officer and employee of the Company. An additional copy of these policies may be obtained from the General Counsel's office.

E. Avoiding Conflicts of Interest

You must make every effort to avoid situations in which your personal interests conflict or appear to conflict with the interest of the Company. Even the suggestion of an impropriety will hurt the valuable reputation the Company has worked so hard to establish. When in doubt ask your supervisor, someone from the Legal Department, or call the toll free Hotline at 800-648-7140.

A conflict of interest exists when your real or perceived personal interests interfere with or appear to interfere with the interest of the Company. To carry out its business effectively every employee must be loyal to the Company. You must therefore refrain from entering into relationships that might impair your judgment about what is best for the Company. Even relationships that give the appearance of a conflict of interest should be avoided. You cannot avoid these standards by acting through someone else, such as a friend or family member.

Conflicts of interest may arise in many ways, including, for example, receiving improper personal benefits as a result of your position with the Company or having outside duties, responsibilities or obligations that run counter to your duties to the Company. Conflicts of interest may reach farther than just the person employed by or serving as a director of the Company. In fact, many conflicts arise as a result of situations involving a relative of an employee, officer, or director. While it is impossible

to set forth every scenario in which a conflict of interest may arise, conflicts often arise in the areas listed below:

1. Investments:

A conflict of interest may arise when you or a member of your immediate family holds an ownership interest in a partnership, corporation or other entity which has, or is likely to have in the future, a business relationship with the Company (for example, as a borrower, debt holder, consultant, lender or vendor of the Company) or which is a competitor of the Company. You should advise the General Counsel's office of any ownership interest in or relationship with such entity so that the General Counsel's office can determine whether further approval is necessary. The term "immediate family member" includes your spouse, children or other family member, or other person living with you.

2. Outside Employment and Directorships

You are expected to devote your energies and loyalty to the Company. If you desire to accept employment or compensation for services from another entity while continuing to work for the Company and/or serve on the Company's board of directors (the "Board") and such entity has a business relationship with the Company (for example, as a borrower, debt holder, consultant, lender or vendor of the Company) or is a competitor of the Company, you are required to notify your supervisor and obtain prior approval from the General Counsel's office. Executive Officers and directors must obtain prior approval from the Audit Committee of the Board prior to engaging in such activities. In addition, you may not serve on the board of directors of another company (other than a not-for-profit entity or a subsidiary of the Company) or of a governmental agency without the prior approval of the Board.

3. Employment of Relatives and Individuals Having a Close Personal Relationship

It may present a conflict of interest for the Company to employ relatives of or individuals having a close personal relationship to a Company employee (for purposes of this paragraph both are referred to as "family members.") Accordingly, the proposed hiring of a family member of an employee must be submitted for advance approval to Human Resources. In addition, you may not report directly or indirectly to a family member or have a family member report directly or indirectly to you. The hiring of a family member of an Executive Officer or director of the Company must be approved in advance by the Audit Committee of the Board.

4. Business Opportunities

A conflict of interest may also arise if you take advantage of a business opportunity that should belong to the Company. You may not use an opportunity

that is within the Company's line of business that relates to any business in which the Company engages, or in which the Company has an interest or expectancy, for your personal gain without prior approval. An employee, other than an Executive Officer, who intends to use any business opportunity obtained as a result of that employee's position with the Company, must obtain prior approval of the General Counsel's office. An Executive Officer or director who intends to use any business opportunity obtained as a result of that Executive Officer's or director's position with the Company must obtain the approval of the Audit Committee of the Board.

5. Business Relationships

If you or your family member work for businesses seeking to provide goods or services to the Company, you may not use your personal influence to affect negotiations and if you are an Executive Officer or director of the Company, you must notify the Company's General Counsel, who will review the proposed transaction and notify the Audit Committee of the Board for review and action as it sees fit, including, if necessary, approval by the disinterested members of Company's Board. If you or your family member work for an entity that has a business relationship with the Company (for example, as a customer, consultant, lender or vendor of the Company) or which is a competitor of the Company, you should bring this fact to the attention of your immediate supervisor and if you are an Executive Officer or director of the Company you must notify the Company's General Counsel and discuss any difficulties that might arise and appropriate steps to minimize any potential conflict of interest. Note that different stricter rules with respect to business relationships may apply in different subsidiaries of the Company.

6. Gifts, Entertainment or Services

While a gift, entertainment or service may not be illegal, it may nevertheless appear to the public as an improper or unethical gesture. Accordingly, the acceptance of gifts, entertainment or services by you or members of your family may present a conflict of interest. For those employees who deal with Federal, State or local government, you may never offer or accept any gift, money, or service from a government employee.

Some Company business units forbid the acceptance of any gift whatsoever, while others permit you to accept reasonable gifts of nominal value, such as unsolicited promotional items or holiday gifts, solely to the extent that (1) acceptance of such gifts could not reasonably be deemed to affect your judgment; and (2) such gifts are not accompanied by any express or implied understanding that you are or the Company is in any way obligated do to something in exchange for the gift; (3) such gifts are not from a government official. You are responsible for knowing the rules that apply to you.

Similarly, unless prohibited by your policies of your subsidiary, you may accept entertainment, but only insofar as it is reasonable in the context of the business

at hand and facilitates the Company's interests (and does not involve government employees). You are strictly prohibited from soliciting gifts, gratuities or business courtesies for yourself or for the benefit of any family member. Whether a gift, entertainment or service is significant shall be determined in light of the receiving person's compensation level, position and the circumstances surrounding the gift. If you have any doubts about whether to accept a gift, you should ask your supervisor or the Ethics Program Manager before accepting a gift. If anyone offers you or a member of your family a gift or anything of value in a manner that could be viewed as soliciting something in exchange you must report this to the Ethics Program Manager, the Legal Department, or the hotline.

Finally, Company purchasing decisions must be based upon considerations of product quality and value. Accordingly, dealings with suppliers must be conducted on an objective basis, free from the influence of gifts, favors, or personality.

7. Loans or Extensions of Credit

Applicable laws do not permit the Company, directly or indirectly, including through any of its subsidiaries, to extend or maintain credit, to arrange for the extension of credit, or to renew an extension of credit, in the form of a personal loan to or for any of its directors or Executive Officers.

8. Related Party Transactions

Some situations involving a conflict of interest, including certain situations described above, can be categorized as related party transactions. For purposes of the CEP, the term "related party transactions" shall refer to related party transactions as defined in the rules of the applicable exchange, or The NASDAQ Global Select Market, where the Company's common stock is listed for trading. The Company's Audit Committee of the Board will review all related party transactions on an ongoing basis. All related party transactions must be approved by the Audit Committee. If you have any questions about related party transactions, contact the Chief Compliance Officer.

F. Valuing our Fellow Coworkers

The foundation of the Company is our people, and it is one of our highest values to treat each other with integrity, respect, honesty and courtesy.

1. Equal Opportunity

The Company is committed to equal opportunity in all respect. We select, develop and promote our employees without regard to race, color, national origin, gender, age, religion, disability, veteran's status or sexual orientation or as otherwise prohibited by law.

2. Safe and Welcoming Workplace

Creating, encouraging and maintaining a supportive workplace is critical to the teamwork and creativity that makes us a successful company. Each of you must help the Company maintain a work atmosphere that is free of any harassing, abusive, disrespectful, disorderly, disruptive or other nonprofessional conduct. Harassment (including sexual harassment), violence or threatening behavior in any form, whether verbal, physical or through electronic communications, will not be tolerated.

Mutual respect is a core value of our Company. What may seem funny or harmless to some people can be hurtful or degrading to others, creating a hostile or offensive work environment. Communicating derogatory comments, insults and/or jokes that target a certain group (whether by race, gender, religion, etc.), even among just a few co-workers, is unacceptable. Think before you act.

There is nothing more important than the safety and security of our people. If you feel threatened or unsafe in any way, be it from another employee, or a non-employee, or anything else whatsoever (such as an environmental problem, for example), promptly report it to your supervisor, the Legal or Human Resources Departments, or the Toll Free Hotline at 800-648-7140 .

Please refer to your employee handbook for additional specific policies regarding equal opportunity, anti-discrimination, harassment and workplace safety. Questions or problems involving employment practices should be referred to Human Resources, who will coordinate with the Ethics Program Manager as appropriate

3. Respecting Clients and Members

All clients/members must be treated with respect at all times. Any type of abuse (physical, emotional and/or sexual) or neglect of clients/members will not be tolerated. If you suspect another employee of abusing or neglecting a client/member, you are required to report the matter to your supervisor immediately or to the Hotline if reporting to your supervisor is not effective.

Protecting the rights of the clients and members we serve is the responsibility of every employee. Services are provided without regard to race, religion, gender, sexual orientation, disability, ethnicity, and/or age within the limits of our license or contract. Services are provided in a manner that is considerate and respects the personal value and belief systems of those served.

4. Complying With Immigration Laws

It is the Company's policy to comply with all applicable laws governing the employment of persons who are not U.S. citizens. No person will be hired by the Company without the appropriate work authorization.

G. Conducting Business Fairly and With Integrity

1. Fair Dealing

Each of you must deal fairly and in good faith with our customers, business partners, suppliers, competitors, stakeholders, regulators and co-workers. No one shall take unfair advantage of anyone through manipulation, concealment, misrepresentation, conspiracy, offers of illegal favors, or any other unfair practices. Dealings with contractors, suppliers and vendors must be fair, and cannot be conditioned on requiring that they purchase services from the Company.

2. Government Contracts and Officials

Federal, state or local government agencies pay, directly or indirectly, for many of the services that the Company provides. As such, all employees must be ever mindful of their obligation to deal with complete honesty and transparency with government employees and officials. In making proposals to, soliciting business from, or entering into contracts with any government agency or official, all applicable contracting laws and regulations must be scrupulously followed. Managers with business units that deal with government entities must be familiar with these rules and be sure that their employees know and comply with them. All reports, claims for payment, invoices, or other documents submitted to any government official must be true, accurate, complete, and comply with agency and contractual standards. You may never offer or accept any gift, money, or service from a government employee.

3. Excluded, Debarred or Suspended Individuals or Entities

The Company will not knowingly employ individuals or contract with individuals or entities that are listed as debarred, suspended, excluded, or otherwise ineligible for participation in federal or state health care programs.

4. Anti-Corruption and the Foreign Corrupt Practices Act

The Company is committed to complying with all anti-corruption, anti-kickback, and similar laws. You may never accept, offer or provide kickbacks, illegal payments or similar favors to or from anyone (whether government officials or individuals employed in the private sector), anywhere. This includes, but is not limited to offering or receiving anything of value in exchange for referring, furnishing or recommending services to patients.

This conduct is prohibited whether the conduct is engaged in by Company employees, or by any person who may be acting on the Company's behalf (for example, consultants, agents, brokers, joint venturers or business partners). You must carefully check any third parties with whom you do business to be sure that they do not pay bribes or kickbacks, and you must inform them of the Company's anti-corruption policy.

It is critical that all financial accounts and books are kept accurately, and that all expenses and other payments are accurately recorded and fairly describe the basis for such expenses. These accounts must be supported by accurate and complete documentation.

Be prudent when dealing with government officials, both in and outside of the U.S. It is unlawful to give or promise anything to a government official to influence him or her to help the Company. Further, as stated above, it is the Company's policy that you may not give gifts to or buy anything for any government official or accept gifts or the like from a government official.

Certain payment or other practices which are customary in some foreign countries may be illegal under the U.S. Foreign Corrupt Practices Act (FCPA). The FCPA prohibits you and the Company from offering or making certain types of payments of money or anything of value, directly or indirectly, to foreign governmental officials, political parties, party officials, or to political candidates. This prohibition also covers persons employed by state-owned or controlled companies. You also should not make charitable contributions or give money or anything of value to an organization with which a government official is affiliated in order to assist the Company. Many other countries have similar anti-corruption laws.

5. Antitrust

While we compete aggressively and creatively, we are committed to doing so fairly and in strict accordance with the letter and spirit of applicable antitrust/competition and trade practice laws and regulations. The laws that are relevant to our business generally regulate the following situations:

Agreements with Competitors

Whether formal or informal, and whether price related or otherwise, agreements among competitors that unreasonably reduce competition are absolutely prohibited. Furthermore, certain information sharing activities, including the exchange of competitively sensitive information such as profit margins, billing practices or future plans may be deemed to constitute agreement among competitors and may be prohibited. There are circumstances where agreement with competitors may be appropriate, but any such proposal must first be approved in writing by an attorney in the Legal Department.

Contacts with Competitors

Participation in trade associations and professional organizations, as well as informal contact with the Company's competitors, may serve useful and legitimate purposes such as the exchange of information about governmental regulations. If you have occasion to speak with representatives of Company competitors you must do so with the knowledge of an attorney in the Legal Department. In addition, you must

be certain never to discuss matters such as our Company's or a competitor's unpublished prices, fees, commissions, sensitive market information or company financial information (e.g., profit margins, billing practices) with competitors. Do not discuss restricting the types of products or services that will be offered to clients or within specific territories. If a competitor begins to talk about any of these subjects, you must object and not participate. If the discussion continues, you must remove yourself from the conversation and report such fact to the General Counsel.

6. Political Activities and Contributions

The Company is committed to complying with the Federal and State political contribution laws. Further, the Company does not compensate or reimburse any employee or individual associated with the Company in any form for any political contributions they make. This includes the cost of fund raising or tickets to political functions even if business is discussed at these events.

Should the Company solicit contributions from employees or individuals associated with the Company for allowable political contributions, such as to corporate or trade associations, such solicitation shall make clear that no one will benefit or be prejudiced as a result of a decision to contribute or not contribute, and that any political contribution is not tax deductible.

Employees must avoid lobbying activities or even the appearance of lobbying any governmental body or public official as a representative of the Company without the prior written approval of the Chief Compliance Officer. All Federal and State requirements regarding lobbying, including reporting requirements, but be strictly adhered to.

The CEO of Providence or the CEO of any subsidiary, as applicable, must authorize all political or charitable contributions and the commitment of the Company's name or resources to any event or organization. To the extent the contribution would constitute a related party transaction, approval of the Audit Committee is required.

7. Interacting with Regulators, Auditors, and Counsel

Government authorities or lawyers for outside parties may seek to contact you directly with respect to audits, reviews, investigations or claims against the Company. Inquiries by governmental or regulatory agencies or counsel must be brought to the attention of the Legal Department before any information or response is provided so that such inquiries may be coordinated and handled properly.

The Company policy is to cooperate fully with all duly authorized governmental inquiries and respond truthfully and completely in any legal action. Remember that both you and the Company have a right to a lawyer in connection with any

government investigation. If you are contacted by a government investigator you have a right to have a lawyer present when you speak to the investigator whether that questioning occurs at work or away from work after business hours. If you are contacted by a third party about an investigation or learn of an investigation, you should contact the Legal Department right away.

In addition, if you receive any written inquiry, subpoena, or other legal document regarding Company business, whether at home or in the workplace, from any governmental agency, outside lawyer, or any other source, you must notify your supervisor or a Company lawyer immediately.

H. Protecting the Company's Information and Assets

Safeguarding the Company's confidential and proprietary information is a key component of your duty of loyalty to the Company. Respecting Company property and not using it for personal benefit is also important.

1. Confidentiality

The nature of your work may expose you to confidential information, whether it be HIPAA-protected information about our members or clients, or trade secret or proprietary information about our Company. You have the duty to keep all such information confidential, which means that you cannot share it, in oral or written form, with anyone outside the Company. In addition, you may disclose such information within the Company on a need to know basis only and as specifically permitted by Company policies. Examples of confidential, proprietary business information that must be protected include, but are not limited to, unpublished pricing information, customer lists, information about providers who have a business relationship with the Company, policies and procedures, financial information, computerized systems, etc. If you have any questions about what constitutes confidential or proprietary information ask your supervisor or any lawyer in the Legal Department. These obligations apply both during and after your employment with the Company.

Remember not to discuss confidential information in situations where you may be overheard. Written information should not be left where others not entitled to see it could gain access to it. Electronic communications and equipment must be safeguarded and encrypted where applicable, all in compliance with the Company's electronic information security standards. These include, among other things, not giving your password to others; using your screen saver to protect information; and not using the internet (chat rooms, twitter, unsecured email, etc.) to discuss confidential information.

HIPAA

As providers of health care and medical transportation, compliance with The Health Information Portability and Accountability Act ("HIPAA") is an important aspect of our business. HIPAA-protected information may only be released in

compliance with applicable HIPAA and other confidentiality laws and regulations. All employees must familiarize themselves with HIPAA requirements by reading the materials provided to them and participating in Company training. You must ensure that protected health information is treated in compliance with the law and the Company's HIPAA policies. If you have any questions about the correct way to treat information under HIPAA ask your supervisor or consult your division's HIPAA Privacy officer. The Company's HIPAA Policies are available on the LogistiCare web portal and the Providence Intranet.

2. Company Property: Intellectual and Tangible

The Company's intellectual property is one of its valuable assets. You must safeguard the Company's trade secrets and other proprietary information. You may not use this information for personal benefit. You must also respect the intellectual property rights of others. Violation of this policy may result in personal liability to the employee for any benefit gained from improper use of such information or any damages sustained by the Company as a result of improper disclosure of such information.

3. Electronic Media and Software

All electronic media and communications systems such as voice mail, e-mail, commercial software and access to the Internet are the property of the Company. Communications on these systems are not private communications, but are business records that may be monitored by the Company or subpoenaed by a court of law, and employees have no privacy expectations with respect to communications sent over these systems.

4. Personal Use of Company Property

Employees may not use the Company's property or business supplies for personal use.

IV. STANDARDS OF CONDUCT FOR CONTRACTORS

A. All contractors are expected to comply with the principles set forth in this CEP as they relate to fair and accurate billing; accurate recording and documentation of services rendered; and compliance with all applicable laws, regulations and government standards. This specifically includes, but is not limited to HIPAA requirements and refraining from employing or contracting with excluded individuals or entities. Managers responsible for hiring contractors shall include these requirements in contracts, communicate these requirements to contractors and subcontractors, and shall monitor them for compliance.

B. The Company shall not knowingly contract with individuals or entities that are listed as debarred, suspended, excluded, or otherwise ineligible for participation in federal or state health care programs. Contractors shall promptly report debarments, suspensions, or exclusions, or other ineligibility for participation in federal or state

health care programs to the Company and must immediately cease rendering services on behalf of the Company.

V. AMENDMENT; WAIVER

The Company reserves the right to amend, waive or alter the policies set forth in the CEP at any time. Any amendment to the Code or waiver or implicit waiver of any provision of the Code for directors or Executive Officers requires the approval of a majority of the Company's non-management directors. Unless the SEC regulations or rules or regulations of the exchange where the Company's common stock is listed for trading otherwise provide, amendments to and waivers of any provision of the Code applicable to directors and Executive Officers must be disclosed in a current report on Form 8-K, including an explanation of why the waiver or implicit waiver was granted.

ATTACHMENT A

The Providence Service Corporation

ANNUAL CORPORATE COMPLIANCE STATEMENT

A. I understand the Company Compliance and Ethics Program and Code of Conduct (the “CEP”). I have had an opportunity to ask questions about it and agree to comply with it. I understand that failure to comply with the CEP or truthfully and completely respond to this statement will be a basis for disciplinary action including possible dismissal.

B. Except as stated in the Disclosure space provided below:

1. I know of no acts or omissions committed by anyone which conflict with any provision of the CEP or any suspected violations of law relating to the Company.

2. I have not committed any violations of the provisions of the CEP or the laws relating to my duties at the Company.

DISCLOSURE

The following information discloses circumstances, which may possibly be a violation of law or the provisions of the CEP.

3. I will immediately report to my supervisor or Ethics Program Manager, as appropriate, any suspected violations of law or of the CEP as they may arise during the course of my employment. I also acknowledge that I may access the Corporate Ethics Hotline at 1-800-648-7140 to make any such reports.

Employee Name (Please print)

Employee Signature

Title

Date (Month/Year)

(Please attach additional pages and sign and date each page if necessary.)