Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [ ] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
CARESTREAM HEALTH, INC. RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 05/01/2007

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
CARESTREAM HEALTH INC.

150 VERONA STREET
ROCHESTER, NY 14608

2b Employer Identification Number (EIN)
20-8190334

2c Sponsor's telephone number
585-627-6670

2d Business code (see instructions)
339110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	07/20/2010	KAREN VINING
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
CARESTREAM HEALTH, INC. BENEFITS COMMITTEE

150 VERONA STREET
ROCHESTER, NY 14608

3b Administrator's EIN
20-8190334

3c Administrator's telephone number
585-627-6670

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	3488
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	2610
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	798
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	3408
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	3409
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	3401
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	42
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 2R 2S 2T 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)		**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)	X	**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2009** **This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
CARESTREAM HEALTH, INC. RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CARESTREAM HEALTH INC.

D Employer Identification Number (EIN)
20-8190334

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

T. ROWE PRICE

52-1714114

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

T. ROWE PRICE RPS INC.

52-1714114

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
15 21 25 28 37 38 49 50 52 59 62 64 65 55 33 71	NONE	17963	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN;
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN;
c Position:	
d Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
CARESTREAM HEALTH, INC. RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
CARESTREAM HEALTH INC.

D Employer Identification Number (EIN)
20-8190334

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: STABLE VALUE FUND

b Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
52-1309931-001	C	32188882

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

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a Plan name

b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
CARESTREAM HEALTH, INC. RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CARESTREAM HEALTH INC.

D Employer Identification Number (EIN)
20-8190334

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	376851	371431
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	2889520	3732865
(9) Value of interest in common/collective trusts	1c(9)	22960265	32188882
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	47232295	94412072
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	396384	760985

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	73855315	131466235
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	73855315	131466235

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	14473376	
	(B) Participants	2a(1)(B)	24541618	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		39014994
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	174333	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		174333
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1394109	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1394109
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		2259839
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		19476320
c Other income	2c		132177
d Total income. Add all **income** amounts in column (b) and enter total	2d		62451772
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4822605	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		4822605
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	18247	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		18247
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		4840852
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		57610920
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: INSERO & COMPANY CPAS, P.C. (2) EIN: 16-1016457

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		25000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
CARESTREAM HEALTH, INC. RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CARESTREAM HEALTH INC.

D Employer Identification Number (EIN)
20-8190334

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 52-1481931

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

CARESTREAM HEALTH, INC.
RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2009



Carestream Health, Inc. Retirement Savings Plan
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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants of
Carestream Health, Inc. Retirement Savings Plan

We were engaged to audit the accompanying statements of net assets available for benefits of Carestream Health, Inc. Retirement Savings Plan as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009 and supplemental schedule of assets (held at end of year) as of December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by T. Rowe Price Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. As disclosed in Note 5, the Plan Administrator has obtained certifications from the trustee regarding the completeness and accuracy of the investment information provided to the Plan Administrator by the trustee as of and for the year ended December 31, 2009 and as of December 31, 2008.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Respectfully Submitted,

Insero & Company CPAs, P.C.

Insero & Company CPAs, P.C.
Certified Public Accountants

Rochester, New York
July 2, 2010

1500 HSBC Plaza >> Rochester, NY 14604 >> *ph:* 585-454-6996 >> *fax:* 585-454-4024 >> www.inserocpa.com
Insero & Company CPAs, P.C.
AN INDEPENDENTLY OWNED MEMBER OF RSM MCGLADREY NETWORK

Carestream Health, Inc. Retirement Savings Plan

Statements of Net Assets Available for Benefits

ASSETS	*December 31, 2009*	*December 31, 2008*
Investments at Fair Value	**$ 127,361,939**	$ 70,588,944
Participant Loans	**3,732,865**	2,889,520
Employer Contribution Receivable	**371,431**	376,851
Net Assets Available for Benefits at Fair Value	**131,466,235**	73,855,315
Adjustment from Fair Value to Contract Value for Interest in a Common/Collective Trust Fund Relating to Fully Benefit-Responsive Investment Contracts	**(966,622)**	215,234
Net Assets Available for Benefits	**$ 130,499,613**	$ 74,070,549

See accompanying notes to the financial statements.

Carestream Health, Inc. Retirement Savings Plan

Statement of Changes in Net Assets Available for Benefits

		Year Ended December 31, 2009
Additions to net assets attributed to:		
Investment Income:		
Net appreciation in fair value of investments	$	19,608,497
Interest on participant loans		174,333
Dividends		2,472,092
Contributions:		
Participants		24,541,618
Employer		14,473,376
Total Additions		61,269,916
Deductions from net assets attributed to:		
Benefits paid to participants		4,822,605
Participants loan and other fees		18,247
Total Deductions		4,840,852
Net Increase		56,429,064
Net Assets Available for Benefits:		
Beginning of year		74,070,549
End of year	**$**	**130,499,613**

See accompanying notes to the financial statements.

Carestream Health, Inc. Retirement Savings Plan

Notes to Financial Statements

Note 1: Description of the Plan

The following description of the Carestream Health, Inc. Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General
The Plan is a defined contribution plan covering all employees of Carestream Health, Inc. (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act ("ERISA").

Contributions
Each year, participants may contribute up to 75% of pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants can either direct the investment of their contributions into various investment options offered by the Plan, or self-direct their contributions through a brokerage account.

The salary of an employee who has not entered into a salary deferral agreement or elected to forego making salary deferral contributions to the Plan, is reduced by three percent which will be contributed to the participant's account.

The Company matches 100% of elective deferrals for the first 1% of base compensation, then 50% of elective deferrals for the next 4% of base compensation that a participant contributes to the Plan.

The Company also makes an additional 4% of base compensation contribution to all eligible employees whether or not they are contributors of the Plan.

Participant Accounts
Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's contributions, (b) Plan earnings (losses), and (c) charged with withdrawals and an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting
Participants are vested immediately in their contributions and the Company's matching contribution, plus actual earnings thereon. Vesting in the Company's additional contribution is based on years of continuous service. A participant is 100% vested after three years of credited service.

Participant Loans
Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their account balance. The loans bear interest at rates that are based on the local prevailing rates as determined quarterly by the Plan Administrator. Principal and interest are paid ratably through bi-weekly payroll deductions. Repayment terms may not exceed five years on participant loans, with the exception of loans for a principal residence which allow a maximum repayment term of 10 years.

Payment of Benefits
Participants (or their beneficiaries) are eligible to receive vested benefits upon retirement, death, permanent disability or termination of employment with the Company. Participants can take in-service withdrawals upon attaining age 59 ½ or due to financial hardship.

Forfeited Accounts
The Plan allows for forfeited amounts to be used to reduce future employer contributions. At December 31, 2009 and 2008, forfeited nonvested accounts totaled approximately $75,000 and $88,000, respectively. In 2009, employer contributions were reduced by approximately $97,000 from forfeited nonvested accounts.

Administrative Expenses
Administrative expenses can be paid by the Plan or the Company.

Carestream Health, Inc. Retirement Savings Plan

Notes to Financial Statements - Continued

Note 2: Summary of Significant Accounting Policies

Basis of Accounting
The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Investment Contracts
Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in fully benefit-responsive investment contracts through a common/collective trust fund. The statements of net assets available for benefits present the fair value of the investment in the common/collective trust fund as well as the adjustment of the investment in the common/collective trust fund from fair value to contract value relating to the fully benefit-responsive investment contracts. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Date of Management's Review
In preparing the financial statements, the Plan has evaluated events and transactions for potential recognition or disclosure through July 2, 2010, the date that the financial statements were available to be issued.

Use of Estimates
The preparation of the Plan's financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Loans to Participants
Loans to participants are recorded at amortized cost.

Investment Valuation and Income Recognition
Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Plan follows the fair value measurement guidance represented by accounting principles generally accepted in the United States of America for financial and non financial assets and liabilities. This guidance defines fair value and provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Carestream Health, Inc. Retirement Savings Plan

Notes to Financial Statements - Continued

Note 2: Summary of Significant Accounting Policies (Continued)

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Common/Collective and Commingled Trust Funds: Valued at estimated fair value based on the underlying assets of the trust. The fair value of the underlying assets is obtained from information provided by the investment advisor using the audited financial statements of the common/collective and commingled trust funds at year end.

Mutual Funds: These investments are public investment vehicles valued using the Net Asset Value ("NAV") provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities and then divided by the number of shares outstanding. The NAV is a quoted market price in an active market.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value:

	Assets at Fair Value as of December 31, 2009		
	Level 1	Level 2	Total
Common/Collective Trust Fund	$ -	$ 32,188,882	$ 32,188,882
Commingled Trust Funds	-	22,009,450	22,009,450
Mutual Funds	73,163,607	-	73,163,607
Total Investments at Fair Value	**$ 73,163,607**	**$ 54,198,332**	**$ 127,361,939**

	Assets at Fair Value as of December 31, 2008		
	Level 1	Level 2	Total
Common/Collective Trust Fund	$ -	$ 22,960,265	$ 22,960,265
Commingled Trust Funds	-	11,287,846	11,287,846
Mutual Funds	36,340,833	-	36,340,833
Total Investments at Fair Value	**$ 36,340,833**	**$ 34,248,111**	**$ 70,588,944**

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefits are recorded when paid.

Carestream Health, Inc. Retirement Savings Plan

Notes to Financial Statements - Continued

Note 3: Investments

The following presents investments that represent 5 percent or more of the Plan's net assets:

	December 31, 2009	*December 31, 2008*
T. Rowe Price Stable Value Fund	$ 32,188,882	$ 22,960,265
T. Rowe Price Retirement Income 2020 Fund	16,722,057	8,876,790
T. Rowe Price Retirement Income 2030 Fund	12,399,649	6,473,891
T. Rowe Price Retirement Income 2025 Fund	10,271,766	5,169,873
SSGA S&P 500 Index Class II	8,403,003	4,075,423
T. Rowe Price Retirement Income 2015 Fund	7,434,780	4,152,431

During 2009, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Mutual Funds	$ 15,416,661
Commingled Trust Funds	4,191,836
	$ 19,608,497

Note 4: Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their additional employer contributions.

Note 5: Certified Information

The Plan Administrator has instructed the independent public accountants not to examine the information certified as complete and accurate by the trustee of the Plan. The trustee has certified to the completeness and accuracy of all investments and participant loans reflected on the accompanying statements of net assets available for benefits as of December 31, 2009 and 2008 and the schedule of assets (held at end of year) as of December 31, 2009, and the related investment income reflected on the accompanying statement of changes in net assets available for benefits for the year ended December 31, 2009.

Note 6: Related Party Transactions

Certain Plan investments are shares of mutual funds and a common/collective trust fund managed by T. Rowe Price Trust Company. T. Rowe Price Trust Company is the trustee as defined by the Plan and, therefore, transactions involving these investments qualify as party-in-interest transactions. Participant loans also qualify as party-in-interest transactions.

Note 7: Tax Status

The Plan adopted a non-standardized form of a prototype plan sponsored by AccuDraft, Inc. The prototype plan received an opinion letter from the Internal Revenue Service dated March 31, 2008, as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by the Plan. The Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the Internal Revenue Code.

Carestream Health, Inc. Retirement Savings Plan

Notes to Financial Statements - Continued

Note 8: Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Note 9: Reconciliation of Financial Statements To Form 5500

The following is a reconciliation of the financial statements to Form 5500:

	December 31, 2009	*December 31, 2008*
Net Assets Available for Benefits per the Financial Statements	$ 130,499,613	$ 74,070,549
Adjustment from Contract Value to Fair Value for Interest in a Common/Collective Trust Fund Relating to Fully Benefit-Responsive Investment Contracts	966,622	(215,234)
Net Assets Available for Benefits per the Form 5500	**$ 131,466,235**	**$ 73,855,315**
Net Increase in Net Assets Available for Benefits per the Financial Statements	$ 56,429,064	
Change in Adjustment from Contract Value to Fair Value for Interest in a Common/Collective Trust Fund Relating to Fully Benefit-Responsive Investment Contracts	1,181,856	
Net Income Per the Form 5500	**$ 57,610,920**	

Carestream Health, Inc. Retirement Savings Plan

Schedule of Assets (Held at End of Year)

Description of Investment	Current Value *December 31, 2009*
Common/Collective Trust Fund:	
*T. Rowe Price Stable Value Fund	$ 32,188,882
Commingled Trust Funds:	
SSGA S&P 500 Index Class II	8,403,003
SSGA International Index II	5,514,417
SSGA Russell Small Cap Index C	5,094,241
SSGA U.S. Bond Index Class II	2,997,789
Mutual Funds:	
*T. Rowe Price Retirement Income 2020 Fund	16,722,057
*T. Rowe Price Retirement Income 2030 Fund	12,399,649
*T. Rowe Price Retirement Income 2025 Fund	10,271,766
*T. Rowe Price Retirement Income 2015 Fund	7,434,780
*T. Rowe Price Retirement Income 2040 Fund	5,887,341
*T. Rowe Price Retirement Income 2010 Fund	5,014,754
*T. Rowe Price Retirement Income 2035 Fund	4,850,343
*T. Rowe Price Retirement Income 2045 Fund	1,825,978
*T. Rowe Price Retirement Income Fund	1,485,907
*T. Rowe Price Retirement Income 2005 Fund	1,003,512
*T. Rowe Price Growth Stock Fund	941,115
*T. Rowe Price New Income Fund	826,436
*T. Rowe Price Mid-Cap Growth Fund	550,610
*T. Rowe Price Mid-Cap Value Fund	542,417
*T. Rowe Price Retirement Income 2055 Fund	486,746
*T. Rowe Price International Growth and Income Fund	451,277
*T. Rowe Price New Horizons Fund	321,003
*T. Rowe Price Retirement Income 2050 Fund	307,530
*T. Rowe Price U.S. Treasury Intermediate Fund	301,084
*T. Rowe Price Value Fund	295,482
*T. Rowe Price Small-Cap Stock Fund	272,484
*T. Rowe Price Small-Cap Value Fund	210,351
Brokerage Account	
TRADELINK Investments	760,985
***Participant Loans** –interest rates ranging from 3.25% to 8.25% and maturity dates ranging from January 2010 to August 2019.	3,732,865
	$ 131,094,804

*Denotes Party-in-interest.

CARESTREAM HEALTH, INC.
RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2009



Carestream Health, Inc. Retirement Savings Plan
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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants of
Carestream Health, Inc. Retirement Savings Plan

We were engaged to audit the accompanying statements of net assets available for benefits of Carestream Health, Inc. Retirement Savings Plan as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009 and supplemental schedule of assets (held at end of year) as of December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by T. Rowe Price Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. As disclosed in Note 5, the Plan Administrator has obtained certifications from the trustee regarding the completeness and accuracy of the investment information provided to the Plan Administrator by the trustee as of and for the year ended December 31, 2009 and as of December 31, 2008.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Respectfully Submitted,

Insero & Company CPAs, P.C.

Insero & Company CPAs, P.C.
Certified Public Accountants

Rochester, New York
July 2, 2010

1500 HSBC Plaza >> Rochester, NY 14604 >> *ph:* 585-454-6996 >> *fax:* 585-454-4024 >> www.inserocpa.com
Insero & Company CPAs, P.C.
AN INDEPENDENTLY OWNED MEMBER OF RSM MCGLADREY NETWORK

Carestream Health, Inc. Retirement Savings Plan

Statements of Net Assets Available for Benefits

ASSETS	*December 31, 2009*	*December 31, 2008*
Investments at Fair Value	**$ 127,361,939**	$ 70,588,944
Participant Loans	**3,732,865**	2,889,520
Employer Contribution Receivable	**371,431**	376,851
Net Assets Available for Benefits at Fair Value	**131,466,235**	73,855,315
Adjustment from Fair Value to Contract Value for Interest in a Common/Collective Trust Fund Relating to Fully Benefit-Responsive Investment Contracts	**(966,622)**	215,234
Net Assets Available for Benefits	**$ 130,499,613**	$ 74,070,549

See accompanying notes to the financial statements.

Carestream Health, Inc. Retirement Savings Plan

Statement of Changes in Net Assets Available for Benefits

		Year Ended December 31, 2009
Additions to net assets attributed to:		
Investment Income:		
Net appreciation in fair value of investments	$	19,608,497
Interest on participant loans		174,333
Dividends		2,472,092
Contributions:		
Participants		24,541,618
Employer		14,473,376
Total Additions		61,269,916
Deductions from net assets attributed to:		
Benefits paid to participants		4,822,605
Participants loan and other fees		18,247
Total Deductions		4,840,852
Net Increase		56,429,064
Net Assets Available for Benefits:		
Beginning of year		74,070,549
End of year	**$**	**130,499,613**

See accompanying notes to the financial statements.

Carestream Health, Inc. Retirement Savings Plan

Notes to Financial Statements

Note 1: Description of the Plan

The following description of the Carestream Health, Inc. Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General
The Plan is a defined contribution plan covering all employees of Carestream Health, Inc. (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act ("ERISA").

Contributions
Each year, participants may contribute up to 75% of pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants can either direct the investment of their contributions into various investment options offered by the Plan, or self-direct their contributions through a brokerage account.

The salary of an employee who has not entered into a salary deferral agreement or elected to forego making salary deferral contributions to the Plan, is reduced by three percent which will be contributed to the participant's account.

The Company matches 100% of elective deferrals for the first 1% of base compensation, then 50% of elective deferrals for the next 4% of base compensation that a participant contributes to the Plan.

The Company also makes an additional 4% of base compensation contribution to all eligible employees whether or not they are contributors of the Plan.

Participant Accounts
Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's contributions, (b) Plan earnings (losses), and (c) charged with withdrawals and an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting
Participants are vested immediately in their contributions and the Company's matching contribution, plus actual earnings thereon. Vesting in the Company's additional contribution is based on years of continuous service. A participant is 100% vested after three years of credited service.

Participant Loans
Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their account balance. The loans bear interest at rates that are based on the local prevailing rates as determined quarterly by the Plan Administrator. Principal and interest are paid ratably through bi-weekly payroll deductions. Repayment terms may not exceed five years on participant loans, with the exception of loans for a principal residence which allow a maximum repayment term of 10 years.

Payment of Benefits
Participants (or their beneficiaries) are eligible to receive vested benefits upon retirement, death, permanent disability or termination of employment with the Company. Participants can take in-service withdrawals upon attaining age 59 ½ or due to financial hardship.

Forfeited Accounts
The Plan allows for forfeited amounts to be used to reduce future employer contributions. At December 31, 2009 and 2008, forfeited nonvested accounts totaled approximately $75,000 and $88,000, respectively. In 2009, employer contributions were reduced by approximately $97,000 from forfeited nonvested accounts.

Administrative Expenses
Administrative expenses can be paid by the Plan or the Company.

Carestream Health, Inc. Retirement Savings Plan

Notes to Financial Statements - Continued

Note 2: Summary of Significant Accounting Policies

Basis of Accounting
The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Investment Contracts
Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in fully benefit-responsive investment contracts through a common/collective trust fund. The statements of net assets available for benefits present the fair value of the investment in the common/collective trust fund as well as the adjustment of the investment in the common/collective trust fund from fair value to contract value relating to the fully benefit-responsive investment contracts. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Date of Management's Review
In preparing the financial statements, the Plan has evaluated events and transactions for potential recognition or disclosure through July 2, 2010, the date that the financial statements were available to be issued.

Use of Estimates
The preparation of the Plan's financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Loans to Participants
Loans to participants are recorded at amortized cost.

Investment Valuation and Income Recognition
Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Plan follows the fair value measurement guidance represented by accounting principles generally accepted in the United States of America for financial and non financial assets and liabilities. This guidance defines fair value and provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Carestream Health, Inc. Retirement Savings Plan

Notes to Financial Statements - Continued

Note 2: Summary of Significant Accounting Policies (Continued)

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Common/Collective and Commingled Trust Funds: Valued at estimated fair value based on the underlying assets of the trust. The fair value of the underlying assets is obtained from information provided by the investment advisor using the audited financial statements of the common/collective and commingled trust funds at year end.

Mutual Funds: These investments are public investment vehicles valued using the Net Asset Value ("NAV") provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities and then divided by the number of shares outstanding. The NAV is a quoted market price in an active market.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value:

	Assets at Fair Value as of December 31, 2009		
	Level 1	Level 2	Total
Common/Collective Trust Fund	$ -	$ 32,188,882	$ 32,188,882
Commingled Trust Funds	-	22,009,450	22,009,450
Mutual Funds	73,163,607	-	73,163,607
Total Investments at Fair Value	**$ 73,163,607**	**$ 54,198,332**	**$ 127,361,939**

	Assets at Fair Value as of December 31, 2008		
	Level 1	Level 2	Total
Common/Collective Trust Fund	$ -	$ 22,960,265	$ 22,960,265
Commingled Trust Funds	-	11,287,846	11,287,846
Mutual Funds	36,340,833	-	36,340,833
Total Investments at Fair Value	**$ 36,340,833**	**$ 34,248,111**	**$ 70,588,944**

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefits are recorded when paid.

Carestream Health, Inc. Retirement Savings Plan

Notes to Financial Statements - Continued

Note 3: Investments

The following presents investments that represent 5 percent or more of the Plan's net assets:

	December 31, 2009	*December 31, 2008*
T. Rowe Price Stable Value Fund	$ 32,188,882	$ 22,960,265
T. Rowe Price Retirement Income 2020 Fund	16,722,057	8,876,790
T. Rowe Price Retirement Income 2030 Fund	12,399,649	6,473,891
T. Rowe Price Retirement Income 2025 Fund	10,271,766	5,169,873
SSGA S&P 500 Index Class II	8,403,003	4,075,423
T. Rowe Price Retirement Income 2015 Fund	7,434,780	4,152,431

During 2009, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Mutual Funds	$ 15,416,661
Commingled Trust Funds	4,191,836
	$ 19,608,497

Note 4: Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their additional employer contributions.

Note 5: Certified Information

The Plan Administrator has instructed the independent public accountants not to examine the information certified as complete and accurate by the trustee of the Plan. The trustee has certified to the completeness and accuracy of all investments and participant loans reflected on the accompanying statements of net assets available for benefits as of December 31, 2009 and 2008 and the schedule of assets (held at end of year) as of December 31, 2009, and the related investment income reflected on the accompanying statement of changes in net assets available for benefits for the year ended December 31, 2009.

Note 6: Related Party Transactions

Certain Plan investments are shares of mutual funds and a common/collective trust fund managed by T. Rowe Price Trust Company. T. Rowe Price Trust Company is the trustee as defined by the Plan and, therefore, transactions involving these investments qualify as party-in-interest transactions. Participant loans also qualify as party-in-interest transactions.

Note 7: Tax Status

The Plan adopted a non-standardized form of a prototype plan sponsored by AccuDraft, Inc. The prototype plan received an opinion letter from the Internal Revenue Service dated March 31, 2008, as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by the Plan. The Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the Internal Revenue Code.

Carestream Health, Inc. Retirement Savings Plan

Notes to Financial Statements - Continued

Note 8: Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Note 9: Reconciliation of Financial Statements To Form 5500

The following is a reconciliation of the financial statements to Form 5500:

	December 31, 2009	*December 31, 2008*
Net Assets Available for Benefits per the Financial Statements	$ 130,499,613	$ 74,070,549
Adjustment from Contract Value to Fair Value for Interest in a Common/Collective Trust Fund Relating to Fully Benefit-Responsive Investment Contracts	966,622	(215,234)
Net Assets Available for Benefits per the Form 5500	**$ 131,466,235**	**$ 73,855,315**
Net Increase in Net Assets Available for Benefits per the Financial Statements	$ 56,429,064	
Change in Adjustment from Contract Value to Fair Value for Interest in a Common/Collective Trust Fund Relating to Fully Benefit-Responsive Investment Contracts	1,181,856	
Net Income Per the Form 5500	**$ 57,610,920**	

Carestream Health, Inc. Retirement Savings Plan

Schedule of Assets (Held at End of Year)

Description of Investment	Current Value *December 31, 2009*
Common/Collective Trust Fund:	
*T. Rowe Price Stable Value Fund	$ 32,188,882
Commingled Trust Funds:	
SSGA S&P 500 Index Class II	8,403,003
SSGA International Index II	5,514,417
SSGA Russell Small Cap Index C	5,094,241
SSGA U.S. Bond Index Class II	2,997,789
Mutual Funds:	
*T. Rowe Price Retirement Income 2020 Fund	16,722,057
*T. Rowe Price Retirement Income 2030 Fund	12,399,649
*T. Rowe Price Retirement Income 2025 Fund	10,271,766
*T. Rowe Price Retirement Income 2015 Fund	7,434,780
*T. Rowe Price Retirement Income 2040 Fund	5,887,341
*T. Rowe Price Retirement Income 2010 Fund	5,014,754
*T. Rowe Price Retirement Income 2035 Fund	4,850,343
*T. Rowe Price Retirement Income 2045 Fund	1,825,978
*T. Rowe Price Retirement Income Fund	1,485,907
*T. Rowe Price Retirement Income 2005 Fund	1,003,512
*T. Rowe Price Growth Stock Fund	941,115
*T. Rowe Price New Income Fund	826,436
*T. Rowe Price Mid-Cap Growth Fund	550,610
*T. Rowe Price Mid-Cap Value Fund	542,417
*T. Rowe Price Retirement Income 2055 Fund	486,746
*T. Rowe Price International Growth and Income Fund	451,277
*T. Rowe Price New Horizons Fund	321,003
*T. Rowe Price Retirement Income 2050 Fund	307,530
*T. Rowe Price U.S. Treasury Intermediate Fund	301,084
*T. Rowe Price Value Fund	295,482
*T. Rowe Price Small-Cap Stock Fund	272,484
*T. Rowe Price Small-Cap Value Fund	210,351
Brokerage Account	
TRADELINK Investments	760,985
***Participant Loans** –interest rates ranging from 3.25% to 8.25% and maturity dates ranging from January 2010 to August 2019.	3,732,865
	$ 131,094,804

*Denotes Party-in-interest.

CARESTREAM HEALTH, INC.
RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2009



Carestream Health, Inc. Retirement Savings Plan
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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants of
Carestream Health, Inc. Retirement Savings Plan

We were engaged to audit the accompanying statements of net assets available for benefits of Carestream Health, Inc. Retirement Savings Plan as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009 and supplemental schedule of assets (held at end of year) as of December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by T. Rowe Price Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. As disclosed in Note 5, the Plan Administrator has obtained certifications from the trustee regarding the completeness and accuracy of the investment information provided to the Plan Administrator by the trustee as of and for the year ended December 31, 2009 and as of December 31, 2008.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Respectfully Submitted,

Insero & Company CPAs, P.C.

Insero & Company CPAs, P.C.
Certified Public Accountants

Rochester, New York
July 2, 2010

1500 HSBC Plaza >> Rochester, NY 14604 >> *ph:* 585-454-6996 >> *fax:* 585-454-4024 >> www.inserocpa.com
Insero & Company CPAs, P.C.
AN INDEPENDENTLY OWNED MEMBER OF RSM MCGLADREY NETWORK

Carestream Health, Inc. Retirement Savings Plan

Statements of Net Assets Available for Benefits

ASSETS	*December 31, 2009*	*December 31, 2008*
Investments at Fair Value	**$ 127,361,939**	$ 70,588,944
Participant Loans	**3,732,865**	2,889,520
Employer Contribution Receivable	**371,431**	376,851
Net Assets Available for Benefits at Fair Value	**131,466,235**	73,855,315
Adjustment from Fair Value to Contract Value for Interest in a Common/Collective Trust Fund Relating to Fully Benefit-Responsive Investment Contracts	**(966,622)**	215,234
Net Assets Available for Benefits	**$ 130,499,613**	$ 74,070,549

See accompanying notes to the financial statements.

Carestream Health, Inc. Retirement Savings Plan

Statement of Changes in Net Assets Available for Benefits

		Year Ended December 31, 2009
Additions to net assets attributed to:		
Investment Income:		
Net appreciation in fair value of investments	$	19,608,497
Interest on participant loans		174,333
Dividends		2,472,092
Contributions:		
Participants		24,541,618
Employer		14,473,376
Total Additions		61,269,916
Deductions from net assets attributed to:		
Benefits paid to participants		4,822,605
Participants loan and other fees		18,247
Total Deductions		4,840,852
Net Increase		56,429,064
Net Assets Available for Benefits:		
Beginning of year		74,070,549
End of year	**$**	**130,499,613**

See accompanying notes to the financial statements.

Carestream Health, Inc. Retirement Savings Plan

Notes to Financial Statements

Note 1: Description of the Plan

The following description of the Carestream Health, Inc. Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General
The Plan is a defined contribution plan covering all employees of Carestream Health, Inc. (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act ("ERISA").

Contributions
Each year, participants may contribute up to 75% of pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants can either direct the investment of their contributions into various investment options offered by the Plan, or self-direct their contributions through a brokerage account.

The salary of an employee who has not entered into a salary deferral agreement or elected to forego making salary deferral contributions to the Plan, is reduced by three percent which will be contributed to the participant's account.

The Company matches 100% of elective deferrals for the first 1% of base compensation, then 50% of elective deferrals for the next 4% of base compensation that a participant contributes to the Plan.

The Company also makes an additional 4% of base compensation contribution to all eligible employees whether or not they are contributors of the Plan.

Participant Accounts
Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's contributions, (b) Plan earnings (losses), and (c) charged with withdrawals and an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting
Participants are vested immediately in their contributions and the Company's matching contribution, plus actual earnings thereon. Vesting in the Company's additional contribution is based on years of continuous service. A participant is 100% vested after three years of credited service.

Participant Loans
Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their account balance. The loans bear interest at rates that are based on the local prevailing rates as determined quarterly by the Plan Administrator. Principal and interest are paid ratably through bi-weekly payroll deductions. Repayment terms may not exceed five years on participant loans, with the exception of loans for a principal residence which allow a maximum repayment term of 10 years.

Payment of Benefits
Participants (or their beneficiaries) are eligible to receive vested benefits upon retirement, death, permanent disability or termination of employment with the Company. Participants can take in-service withdrawals upon attaining age 59 ½ or due to financial hardship.

Forfeited Accounts
The Plan allows for forfeited amounts to be used to reduce future employer contributions. At December 31, 2009 and 2008, forfeited nonvested accounts totaled approximately $75,000 and $88,000, respectively. In 2009, employer contributions were reduced by approximately $97,000 from forfeited nonvested accounts.

Administrative Expenses
Administrative expenses can be paid by the Plan or the Company.

Carestream Health, Inc. Retirement Savings Plan

Notes to Financial Statements - Continued

Note 2: Summary of Significant Accounting Policies

Basis of Accounting
The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Investment Contracts
Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in fully benefit-responsive investment contracts through a common/collective trust fund. The statements of net assets available for benefits present the fair value of the investment in the common/collective trust fund as well as the adjustment of the investment in the common/collective trust fund from fair value to contract value relating to the fully benefit-responsive investment contracts. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Date of Management's Review
In preparing the financial statements, the Plan has evaluated events and transactions for potential recognition or disclosure through July 2, 2010, the date that the financial statements were available to be issued.

Use of Estimates
The preparation of the Plan's financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Loans to Participants
Loans to participants are recorded at amortized cost.

Investment Valuation and Income Recognition
Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Plan follows the fair value measurement guidance represented by accounting principles generally accepted in the United States of America for financial and non financial assets and liabilities. This guidance defines fair value and provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Carestream Health, Inc. Retirement Savings Plan

Notes to Financial Statements - Continued

Note 2: Summary of Significant Accounting Policies (Continued)

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Common/Collective and Commingled Trust Funds: Valued at estimated fair value based on the underlying assets of the trust. The fair value of the underlying assets is obtained from information provided by the investment advisor using the audited financial statements of the common/collective and commingled trust funds at year end.

Mutual Funds: These investments are public investment vehicles valued using the Net Asset Value ("NAV") provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities and then divided by the number of shares outstanding. The NAV is a quoted market price in an active market.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value:

	Assets at Fair Value as of December 31, 2009		
	Level 1	Level 2	Total
Common/Collective Trust Fund	$ -	$ 32,188,882	$ 32,188,882
Commingled Trust Funds	-	22,009,450	22,009,450
Mutual Funds	73,163,607	-	73,163,607
Total Investments at Fair Value	**$ 73,163,607**	**$ 54,198,332**	**$ 127,361,939**

	Assets at Fair Value as of December 31, 2008		
	Level 1	Level 2	Total
Common/Collective Trust Fund	$ -	$ 22,960,265	$ 22,960,265
Commingled Trust Funds	-	11,287,846	11,287,846
Mutual Funds	36,340,833	-	36,340,833
Total Investments at Fair Value	**$ 36,340,833**	**$ 34,248,111**	**$ 70,588,944**

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefits are recorded when paid.

Carestream Health, Inc. Retirement Savings Plan

Notes to Financial Statements - Continued

Note 3: Investments

The following presents investments that represent 5 percent or more of the Plan's net assets:

	December 31, 2009	*December 31, 2008*
T. Rowe Price Stable Value Fund	$ 32,188,882	$ 22,960,265
T. Rowe Price Retirement Income 2020 Fund	16,722,057	8,876,790
T. Rowe Price Retirement Income 2030 Fund	12,399,649	6,473,891
T. Rowe Price Retirement Income 2025 Fund	10,271,766	5,169,873
SSGA S&P 500 Index Class II	8,403,003	4,075,423
T. Rowe Price Retirement Income 2015 Fund	7,434,780	4,152,431

During 2009, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Mutual Funds	$ 15,416,661
Commingled Trust Funds	4,191,836
	$ 19,608,497

Note 4: Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their additional employer contributions.

Note 5: Certified Information

The Plan Administrator has instructed the independent public accountants not to examine the information certified as complete and accurate by the trustee of the Plan. The trustee has certified to the completeness and accuracy of all investments and participant loans reflected on the accompanying statements of net assets available for benefits as of December 31, 2009 and 2008 and the schedule of assets (held at end of year) as of December 31, 2009, and the related investment income reflected on the accompanying statement of changes in net assets available for benefits for the year ended December 31, 2009.

Note 6: Related Party Transactions

Certain Plan investments are shares of mutual funds and a common/collective trust fund managed by T. Rowe Price Trust Company. T. Rowe Price Trust Company is the trustee as defined by the Plan and, therefore, transactions involving these investments qualify as party-in-interest transactions. Participant loans also qualify as party-in-interest transactions.

Note 7: Tax Status

The Plan adopted a non-standardized form of a prototype plan sponsored by AccuDraft, Inc. The prototype plan received an opinion letter from the Internal Revenue Service dated March 31, 2008, as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by the Plan. The Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the Internal Revenue Code.

Carestream Health, Inc. Retirement Savings Plan

Notes to Financial Statements - Continued

Note 8: Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Note 9: Reconciliation of Financial Statements To Form 5500

The following is a reconciliation of the financial statements to Form 5500:

	December 31, 2009	*December 31, 2008*
Net Assets Available for Benefits per the Financial Statements	$ 130,499,613	$ 74,070,549
Adjustment from Contract Value to Fair Value for Interest in a Common/Collective Trust Fund Relating to Fully Benefit-Responsive Investment Contracts	966,622	(215,234)
Net Assets Available for Benefits per the Form 5500	**$ 131,466,235**	**$ 73,855,315**
Net Increase in Net Assets Available for Benefits per the Financial Statements	$ 56,429,064	
Change in Adjustment from Contract Value to Fair Value for Interest in a Common/Collective Trust Fund Relating to Fully Benefit-Responsive Investment Contracts	1,181,856	
Net Income Per the Form 5500	**$ 57,610,920**	

Carestream Health, Inc. Retirement Savings Plan

Schedule of Assets (Held at End of Year)

Description of Investment	Current Value *December 31, 2009*
Common/Collective Trust Fund:	
*T. Rowe Price Stable Value Fund	$ 32,188,882
Commingled Trust Funds:	
SSGA S&P 500 Index Class II	8,403,003
SSGA International Index II	5,514,417
SSGA Russell Small Cap Index C	5,094,241
SSGA U.S. Bond Index Class II	2,997,789
Mutual Funds:	
*T. Rowe Price Retirement Income 2020 Fund	16,722,057
*T. Rowe Price Retirement Income 2030 Fund	12,399,649
*T. Rowe Price Retirement Income 2025 Fund	10,271,766
*T. Rowe Price Retirement Income 2015 Fund	7,434,780
*T. Rowe Price Retirement Income 2040 Fund	5,887,341
*T. Rowe Price Retirement Income 2010 Fund	5,014,754
*T. Rowe Price Retirement Income 2035 Fund	4,850,343
*T. Rowe Price Retirement Income 2045 Fund	1,825,978
*T. Rowe Price Retirement Income Fund	1,485,907
*T. Rowe Price Retirement Income 2005 Fund	1,003,512
*T. Rowe Price Growth Stock Fund	941,115
*T. Rowe Price New Income Fund	826,436
*T. Rowe Price Mid-Cap Growth Fund	550,610
*T. Rowe Price Mid-Cap Value Fund	542,417
*T. Rowe Price Retirement Income 2055 Fund	486,746
*T. Rowe Price International Growth and Income Fund	451,277
*T. Rowe Price New Horizons Fund	321,003
*T. Rowe Price Retirement Income 2050 Fund	307,530
*T. Rowe Price U.S. Treasury Intermediate Fund	301,084
*T. Rowe Price Value Fund	295,482
*T. Rowe Price Small-Cap Stock Fund	272,484
*T. Rowe Price Small-Cap Value Fund	210,351
Brokerage Account	
TRADELINK Investments	760,985
***Participant Loans** –interest rates ranging from 3.25% to 8.25% and maturity dates ranging from January 2010 to August 2019.	3,732,865
	$ 131,094,804

*Denotes Party-in-interest.