

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 <div style="text-align: center; font-size: 24pt;">2009</div> This Form is Open to Public Inspection
---	---	---

Part I	Annual Report Identification Information		
For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ 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 <u>ANDOVER HEALTHCARE, INC. RETIREMENT SAVINGS PLAN</u>	1b Three-digit plan number (PN) ►	<u>001</u>	
	1c Effective date of plan	<u>01/01/2000</u>	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>ANDOVER HEALTHCARE, INC.</u> <u>9 FANARAS DRIVE</u> <u>SALISBURY, MA 01952-1444</u>	2b Employer Identification Number (EIN) <u>04-2590953</u>	2c Sponsor's telephone number <u>978-465-0044</u>	2d Business code (see instructions) <u>339900</u>

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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/05/2010</u>	<u>THOMAS MURPHY</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/05/2010</u>	<u>THOMAS MURPHY</u>
	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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2009)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") ANDOVER HEALTHCARE, INC. 9 FANARAS DRIVE SALISBURY, MA 01952-1444	3b Administrator's EIN 04-2590953 3c Administrator's telephone number 978-465-0044
--	---

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	229
---	----------	-----

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	73
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	29
d Subtotal. Add lines 6a , 6b , and 6c	6d	102
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	102
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	69
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	4

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 2G 2J 2K 2T 3D

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

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance 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. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	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 ANDOVER HEALTHCARE, INC. RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500. ANDOVER HEALTHCARE, INC.	D Employer Identification Number (EIN) 04-2590953	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
---------------	---

1 Coverage Information:

(a) Name of insurance carrier

JOHN HANCOCK USA

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
01-0233346	65838	22287	84	01/01/2009	12/31/2009

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
4666	1468

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

NORTHWESTERN MUTUAL INVESTMENT SVCS
1779 ELM STREET
MANCHESTER, NH 03104

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
4666			7

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

THIRD PARTY ADMINISTRATORS, INC.
116 SOUTH RIVER ROAD
BLDG D, UNIT 4
BEDFORD, NH 03110

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	950	ADMINISTRATIVE SERVICES FEE	5

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule A (Form 5500) 2009
v.092308.1

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

THIRD PARTY ADMINISTRATORS, INC.

116 SOUTH RIVER ROAD
BLDG D, UNIT 4
BEDFORD, NH 03110

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	486	TPA FORUM PAYMENT	5

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

VANGUARD GROUP

POB 2600
VALLEY FORGE, PA 19482

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	32	REDEMPTION FEES	6

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	12797
5 Current value of plan's interest under this contract in separate accounts at year end	5	1087554

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☒ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	10050
--	-----------	-------

c Additions: (1) Contributions deposited during the year	7c(1)	2294	
(2) Dividends and credits	7c(2)	0	
(3) Interest credited during the year	7c(3)	363	
(4) Transferred from separate account	7c(4)	0	
(5) Other (specify below)	7c(5)	0	

(6) Total additions	7c(6)	2657
---------------------------	--------------	------

d Total of balance and additions (add b and c(6)).	7d	12707
---	-----------	-------

e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	149	
(2) Administration charge made by carrier	7e(2)	113	
(3) Transferred to separate account	7e(3)	33	
(4) Other (specify below)	7e(4)		

(5) Total deductions	7e(5)	295
----------------------------	--------------	-----

f Balance at the end of the current year (subtract e(5) from d)	7f	12412
---	-----------	-------

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2009</div> 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 <u>ANDOVER HEALTHCARE, INC. RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>ANDOVER HEALTHCARE, INC.</u>	D Employer Identification Number (EIN) <u>04-2590953</u>	

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: <u>500 INDEX FUND</u>				
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>				
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3702</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>AIM SMALL CAP GROWTH</u>				
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>				
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>474</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ALL CAP GROWTH FUND</u>				
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>				
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>509</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ALL CAP VALUE FUND</u>				
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>				
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>477</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ALLIANZ RCM TECH FUND</u>				
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>				
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>AMERICAN BALANCED FUND</u>				
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>				
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>17565</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>AMERICAN CENTURY SMALL CO</u>				
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>				
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY VISTA		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1651

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK LARGE VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6892

a Name of MTIA, CCT, PSA, or 103-12 IE: BLUE CHIP GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12069

a Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL APPRECIATION FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5546

a Name of MTIA, CCT, PSA, or 103-12 IE: COLUMBIA MARSICO INTL OPPS		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: COLUMBIA VALUE & RESTRUCTURING		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1193

a Name of MTIA, CCT, PSA, or 103-12 IE: DAVIS FINANCIAL		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6383

a Name of MTIA, CCT, PSA, or 103-12 IE: DAVIS NEW YORK VENTURE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 53247

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA U.S. SMALL CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1851

a Name of MTIA, CCT, PSA, or 103-12 IE: DOMINI SOCIAL EQUITY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 600

a Name of MTIA, CCT, PSA, or 103-12 IE: DWS RREEF REAL ESTATE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: ENERGY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19932
a Name of MTIA, CCT, PSA, or 103-12 IE: EUROPACIFIC GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8530
a Name of MTIA, CCT, PSA, or 103-12 IE: EXPLORER		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 472
a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN BALANCE SHEET		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 441
a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN SMALL-MID GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3912
a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL OPPS FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13143
a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14240
a Name of MTIA, CCT, PSA, or 103-12 IE: INTL EQUITY INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2566
a Name of MTIA, CCT, PSA, or 103-12 IE: INTL SMALL CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 521

a Name of MTIA, CCT, PSA, or 103-12 IE: JENNISON GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 23158

a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK CLASSIC VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: JPM MIDCAP VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2228

a Name of MTIA, CCT, PSA, or 103-12 IE: LEGG MASON GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: LEGG MASON VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: LEGG PARTNERS AGG GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13252

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE BALANCED		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 26784

a Name of MTIA, CCT, PSA, or 103-12 IE: LM PARTNERS GLB HIGH YIELD		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6558

a Name of MTIA, CCT, PSA, or 103-12 IE: MFS UTILITIES		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 488

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 486

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP STOCK FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2938
--------------------------------	------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP VALUE FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
--------------------------------	------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: MID VALUE FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 509
--------------------------------	------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: MONEY MARKET FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 74519
--------------------------------	------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL BEACON**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22289
--------------------------------	------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL GLOBAL DISCOVERY**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8996
--------------------------------	------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER DEVELOPING MKT**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25017
--------------------------------	------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER GLOBAL**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3033
--------------------------------	------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: OPTIMIZED ALL CAP FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 448
--------------------------------	------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: OPTIMIZED VALUE FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 650
--------------------------------	------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO ALL ASSET		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2672

a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO GLOBAL BOND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1517

a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO REAL RETURN		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1499

a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO TOTAL RETURN		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 49220

a Name of MTIA, CCT, PSA, or 103-12 IE: REAL EST. SECURITIES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6583

a Name of MTIA, CCT, PSA, or 103-12 IE: RIVERSOURCE MID CAP VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 525

a Name of MTIA, CCT, PSA, or 103-12 IE: ROYCE OPPORTUNITY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 520

a Name of MTIA, CCT, PSA, or 103-12 IE: RUSSELL BALANCED		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 134714

a Name of MTIA, CCT, PSA, or 103-12 IE: RUSSELL CONSERVATIVE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 42426

a Name of MTIA, CCT, PSA, or 103-12 IE: RUSSELL EQUITY GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 69276

a Name of MTIA, CCT, PSA, or 103-12 IE: RUSSELL GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 173940

a Name of MTIA, CCT, PSA, or 103-12 IE: RUSSELL MODERATE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 45645

a Name of MTIA, CCT, PSA, or 103-12 IE: SCIENCE & TECHNOLOGY FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11124

a Name of MTIA, CCT, PSA, or 103-12 IE: SHORT-TERM FEDERAL		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19489

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1000

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH INDEX		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 993

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 719

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP OPPORTUNITIES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 926

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 485

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE BLUE CHIP		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE EQUITY INC**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 47194
--------------------------------	------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE HEALTH SCI**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19049
--------------------------------	------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SCI & TECH**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5256
--------------------------------	------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SPECTRUM INC**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3120
--------------------------------	------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: TEMPLETON WORLD**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3309
--------------------------------	------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: THE GROWTH FUND OF AMERICA**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13023
--------------------------------	------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL BOND MARKET FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25038
--------------------------------	------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL STOCK MARKET INDEX FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2518
--------------------------------	------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: U.S. HIGH YIELD BOND FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18504
--------------------------------	------------------------	---

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**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**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 <u>ANDOVER HEALTHCARE, INC. RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ANDOVER HEALTHCARE, INC.</u>	D Employer Identification Number (EIN) <u>04-2590953</u>

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	<u>0</u>	<u>1569</u>
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(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)	<u>31568</u>	<u>14718</u>
(9) Value of interest in common/collective trusts	1c(9)		
(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)	<u>800512</u>	<u>1087554</u>
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	<u>0</u>	<u>12797</u>
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	832080	1116638

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	5405	4989
k Total liabilities (add all amounts in lines 1g through 1j)	1k	5405	4989

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	826675	1111649
---	-----------	--------	---------

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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	36290	
(B) Participants	2a(1)(B)	109532	
(C) Others (including rollovers)	2a(1)(C)	5913	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		151735

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)	1859	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1859

(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(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)		
(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)		218923
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		372517

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	82554	
(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)		82554
f Corrective distributions (see instructions)	2f		4989
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)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		87543

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		284974
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) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: COWAN BOLDUC DOHERTY

(2) EIN: 04-3070916

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.).....		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.).....		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.)		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.).....		X	
e Was this plan covered by a fidelity bond?.....	X		100000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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?		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?		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.).....	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.).....		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?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		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.			

- 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 <u>ANDOVER HEALTHCARE, INC. RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ANDOVER HEALTHCARE, INC.</u>	D Employer Identification Number (EIN) <u>04-2590953</u>

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
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): <u>01-0233346</u> 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 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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2009
v.092308.1

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): _____

- 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): _____

**ANDOVER HEALTHCARE, INC.
RETIREMENT SAVINGS PLAN**

FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2009 AND 2008

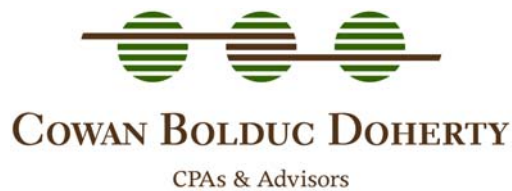
AND

INDEPENDENT AUDITORS' REPORT



COWAN BOLDUC DOHERTY

CPAs & Advisors



To the Participants and Administrator of
Andover Healthcare, Inc. Retirement Savings Plan

INDEPENDENT AUDITORS' REPORT

We were engaged to audit the accompanying statements of net assets available for benefits of Andover Healthcare, Inc. Retirement Savings Plan ("the Plan") as of December 31, 2009 and 2008, along with the related statements of changes in net assets available for benefits for the years ended December 31, 2009 and 2008 and the supplemental schedule of assets (held at end of year) for the year ended 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 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 certified by John Hancock Life Insurance (U.S.A.), the custodian of the Plan ("the Custodian"), 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 custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the Custodian is complete and accurate.

Because of the significance of the information 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 Custodian, 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Cowan Bolduc Doherty LLC

September 30, 2010

ANDOVER HEALTHCARE, INC. RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2009 AND 2008

	<u>2009</u>	<u>2008</u>
ASSETS:		
Investments, at fair value:		
Shares of mutual funds	\$ 1,087,554	\$ 788,787
Participants loans	14,718	31,568
Guaranteed interest account	12,797	10,050
Non-interest bearing cash account	1,569	1,675
Total investments, at fair value	<u>1,116,638</u>	<u>832,080</u>
LIABILITIES:		
Excess contributions payable	<u>4,989</u>	<u>5,405</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 1,111,649</u>	<u>\$ 826,675</u>

See notes to financial statements and
Independent Auditors' Report.

ANDOVER HEALTHCARE, INC. RETIREMENT SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2009 AND 2008

	<u>2009</u>	<u>2008</u>
ADDITIONS:		
Investment income (loss):		
Net appreciation (depreciation) of investments	\$ 218,923	\$ (365,736)
Interest on participant loans	1,859	1,826
Total investment income (loss) - net	<u>220,782</u>	<u>(363,910)</u>
Contributions:		
Participants	109,532	182,717
Employer	36,290	44,171
Rollovers	5,913	-
Total contributions	<u>151,735</u>	<u>226,888</u>
DEDUCTIONS:		
Distributions to participants	<u>(87,543)</u>	<u>(30,511)</u>
INCREASE (DECREASE) IN NET ASSETS AVAILABLE FOR BENEFITS	284,974	(167,533)
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING	<u>826,675</u>	<u>994,208</u>
NET ASSETS AVAILABLE FOR BENEFITS, ENDING	<u><u>\$ 1,111,649</u></u>	<u><u>\$ 826,675</u></u>

See notes to financial statements and
Independent Auditors' Report.

ANDOVER HEALTHCARE, INC. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
DECEMBER 31, 2009 AND 2008

1. PLAN DESCRIPTION

General

The following description of the Andover Healthcare, Inc. Retirement Savings Plan (the "Plan") is provided for general informational purposes only. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

The Plan is a defined contribution plan established on January 1, 2000 by Andover Healthcare, Inc. f/k/a Andover Coated Products, Inc. ("Andover Healthcare" or the "Sponsor") to provide benefits to eligible employees. The Plan is administered by the Sponsor (the "plan administrator") and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA") and the Internal Revenue Code (the "Code"). The custodian of the Plan is John Hancock Life Insurance Company (U.S.A.) (the "Custodian").

Eligibility

All full-time employees having completed three months of service (subject to quarterly entrance dates) and attained the age of twenty-one (21), as defined, are eligible for participation.

Contributions

A participant may contribute a percentage of his/her compensation, as defined in the Plan. Such contributions are deducted from the participant's earnings. The Plan also permits catch-up contributions pursuant to federal regulations. The Sponsor is currently matching up to 50 percent of the first four percent of an employee's compensation contributed to the Plan under a discretionary match formula. Both Sponsor and participant contributions are subject to certain limitations as defined in the Plan documents and in accordance with applicable regulations.

Participants' Accounts

Contributions made by the participants and the Sponsor are sent to the Custodian and are allocated to the respective participants' accounts. Each participant's account is credited with his/her pre-tax contributions, the employer matching contributions and investment earnings. The benefit to which a participant is entitled to is the benefit provided by his/her account.

Vesting of Contributions

A participant's contributions and earnings thereon are fully vested at all times. Under normal vesting circumstances, the Employer Matching Contributions and earnings thereon are 20% vested after two years of service, and an additional 20% vested each subsequent year until 100% vested after six years of vesting service, as defined in the Plan. Any participant becomes fully vested, regardless of the vesting table, upon attainment of normal retirement age as defined in the Plan, upon retirement due to disability, upon death, or upon termination of the Plan.

ANDOVER HEALTHCARE, INC. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE (CONTINUED)
DECEMBER 31, 2009 AND 2008

1. PLAN DESCRIPTION (CONTINUED)

Forfeitures

Participants who terminate their employment prior to becoming fully vested in sponsor contributions forfeit such nonvested contributions and earnings thereon. Forfeitures are retained, in a non-interest bearing cash account, in the Plan and are used to reduce future sponsor contributions and pay expenses. The forfeitures held as of December 31, 2009 and 2008 were \$1,569 and \$1,675, respectively. During the years ended December 31, 2009 and 2008, forfeitures of \$1,413 and \$2,858, respectively, were created. During the years ended December 31, 2009 and 2008, forfeitures of \$1,519 and \$3,700, respectively, were used to reduce sponsor contributions.

Rollover Contributions

With the approval of the Sponsor, the Plan may receive amounts designated as rollover contributions from another qualified plan provided that the receipt of such amounts does not adversely affect the qualified tax status of the Plan. Participants are fully vested in these amounts.

Participant Loans

Under certain conditions, as defined in the Plan documents, a participant may be granted a loan for a minimum of \$1,000 up to a maximum equal to the lesser of 1) one half of his/her vested account balance or 2) \$50,000 reduced by the highest outstanding loan balance during the prior twelve month period. The loans are secured by the balance in the participant's account, and bear interest at a rate determined when the loan is granted. The interest rate applied to new loans during 2009 and 2008 was the prime rate, plus 2%.

Payment of Benefits

Upon termination of service due to retirement or disability, a participant may elect to receive either a lump-sum distribution equal to the value of his/her account or to defer receipt of his/her account balance, provided a distribution is made or commences no later than the April 1st following the end of the calendar year in which the participant attains age 70-1/2.

In the event of death, a participant's entire account balance will be distributed to his/her beneficiary.

Withdrawals

Withdrawals are not permitted except for a severe financial hardship, such as the purchase of a primary residence, educational expenses, uninsured medical expenses or the prevention of eviction from or foreclosure on a primary residence. Hardship guidelines adhere to the final 401(k) regulations of the Code.

Excess Contributions Payable

The Plan is required to return contributions received during the plan year in excess of the Code's limits. Contributions received from participants and the Sponsor for 2009 are net of payments of \$4,989 made in 2010, and contributions received from participants and the Sponsor for 2008 are net of payments of \$5,405 made in 2009 to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. These amounts are also included in the plan's statement of net assets available for benefits as excess contributions payable at December 31, 2009 and 2008, respectively.

ANDOVER HEALTHCARE, INC. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE (CONTINUED)
DECEMBER 31, 2009 AND 2008

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies which are in conformity with accounting principles generally accepted in the United States of America, consistently followed by the Plan in the preparation of its financial statements.

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of sources and applications of net assets during the reporting period. Actual results could differ from those estimates.

Investment Valuation, Income Recognition and Investment Transactions

Investments are stated at fair value based upon net asset unit value as determined by the Custodian on the close of each business day. Participant loans are valued at outstanding principal, which approximates fair value.

Net appreciation or depreciation in fair value of investments represents dividends earned, realized gains and losses and the change in the unrealized appreciation or depreciation during the year. Dividend income earned on investments is reinvested in the respective investment.

Purchases and sales of securities are recorded on a trade-date basis.

The plan invests in certain contracts that have been identified on the attachment to Form 5500 - Schedule H - Part IV - Line 4i as John Hancock Guaranteed Interest Accounts. These accounts have been determined to not be fully-benefit responsive; therefore, the additional disclosures relating to guaranteed investment contracts have not been made.

Administrative Expenses

For the years ended December 31, 2009 and 2008, the Sponsor absorbed Plan administrative expenses, in the amount of \$16,105 and \$25,580, respectively.

Benefit Payments

Benefit payments to participants are recorded when paid.

Reclassification

Certain reclassifications have been made to the 2008 financial statements in order for them to conform to the 2009 presentation.

ANDOVER HEALTHCARE, INC. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE (CONTINUED)
DECEMBER 31, 2009 AND 2008

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Subsequent Events

The Plan Sponsor evaluates events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements. Subsequent events have been evaluated through September 30, 2010, which is the date the financial statements were available to be issued.

3. TAX STATUS

The Plan is a John Hancock prototypical plan and is designed to operate in compliance with the applicable requirements of the Internal Revenue Code. The Plan obtained its latest determination letter on November 19, 2001 in which the Internal Revenue Service stated that the Plan, as designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's ERISA counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and has no income subject to unrelated business income tax. Therefore, no provision for income taxes has been included in the Plan's financial statements. In 2009, the Plan adopted accounting provisions with respect to uncertain tax positions, which had no impact on these financial statements.

4. PLAN TERMINATION

The Sponsor has stated its intent to continue the Plan indefinitely; however, continuation of the Plan is voluntary on the part of the Sponsor, and the Sponsor reserves the right to modify or terminate the Plan at any time. In the event of a Plan termination, participants will become 100% vested in their accounts, net of any expenses necessary to terminate the Plan.

5. FAIR VALUE MEASUREMENTS

The Plan has adopted accounting and reporting standards with respect to measuring fair value. These standards establish a framework that 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.

ANDOVER HEALTHCARE, INC. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE (CONTINUED)
DECEMBER 31, 2009 AND 2008

5. FAIR VALUE MEASUREMENTS (CONTINUED)

The asset's 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.

The 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.

Mutual funds: Valued at the net asset value ("NAV") of shares held by the plan at year end.

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 as of December 31, 2009 and 2008:

December 31, 2009:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds				
Money market	\$ 74,519	\$ -	\$ -	\$ 74,519
Asset allocation funds	492,785	-	-	492,785
Aggressive growth funds	153,544	-	-	153,544
Growth funds	94,442	-	-	94,442
Growth and income funds	147,319	-	-	147,319
Income funds	<u>124,945</u>	<u>-</u>	<u>-</u>	<u>124,945</u>
Total assets at fair value	<u>\$ 1,087,554</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,087,554</u>

December 31, 2008:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds				
Money market	\$ 18,771	\$ -	\$ -	\$ 18,771
Asset allocation funds	307,899	-	-	307,899
Aggressive growth funds	100,430	-	-	100,430
Growth funds	74,066	-	-	74,066
Growth and income funds	122,904	-	-	122,904
Income funds	<u>164,717</u>	<u>-</u>	<u>-</u>	<u>164,717</u>
Total assets at fair value	<u>\$ 788,787</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 788,787</u>

ANDOVER HEALTHCARE, INC. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE (CONTINUED)
DECEMBER 31, 2009 AND 2008

6. CERTIFIED FINANCIAL DATA

The following is a summary of financial information and data certified by the Custodian as complete and accurate in accordance with Section 2520.103-5(d) of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA.

	<u>2009</u>	<u>2008</u>
Investments in mutual funds, at fair value		
Russell Conservative Strategy Fund	\$ 42,426	\$ 16,392
Russell Moderate Strategy Fund	45,645	28,305
Russell Balanced Strategy Fund	134,714*	100,441*
Russell LifePoints Growth Strategy Fund	173,940*	111,762*
Russell LifePoints Equity Growth Strategy Fund	69,276*	46,500*
Lifestyle Balanced Fund	26,784	4,499
Money Market Fund	74,519*	18,771
Short-Term Federal Fund	19,489	14,061
PIMCO Total Return Fund	49,220	74,299*
PIMCO Global Bond Fund	1,517	3,795
T Rowe Price Spectrum Income Fund	3,120	2,648
U.S. High Yield Bond Fund	18,504	25,759
Legg Mason Partners High Yield Bond Fund	6,558	44,155*
PIMCO All Asset Fund	2,672	4,145
American Balanced Fund	17,565	14,659
T. Rowe Price Equity Income Fund	47,194	34,293
Davis New York Venture Fund	53,247	34,097
Mutual Beacon Fund	22,289	17,115
Franklin Balance Sheet Investment Fund	441	427
Mutual Discovery Fund	8,996	10,605
BlackRock Large Cap Value Fund	6,892	5,613
Legg Mason Value Fund	-	291
T. Rowe Price Blue Chip Growth Fund	-	7,898
Legg Mason Growth Fund	-	3,178
Columbia Value & Restructuring	1,193	767
MFS Utilities Fund	488	316
John Hancock Classic Value Fund	-	494
Growth Fund of America	13,023	7,854
Jennison Growth Fund	23,158	12,468
Templeton World Fund	3,309	2,199
Oppenheimer Global fund	3,033	2,073
EuroPacific Growth Fund	8,530	5,682
Columbia Marsico Intl Opps Fund	-	7,303
Davis Financial Fund	6,383	3,195
All Cap Growth Fund	509	693
Energy Fund	19,932	8,335
Legg Mason Partners Aggressive Growth Fund	13,252	10,422
American Century Vista Fund	1,651	1,313
Franklin Small-Mid Cap Growth Fund	3,912	1,927
American Century Small Company Fund	-	1,424
T. Rowe Price Health Sciences Fund	19,049	15,947
Royce Opportunity Fund	520	273
Oppenheimer Developing Markets Fund	25,017	11,884
Small Cap Growth Index Fund	993	957
T. Rowe Price Science and Technology Fund	5,256	3,484
Explorer Fund	472	297
AIM Small Cap Growth Fund	474	637

ANDOVER HEALTHCARE, INC. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE (CONTINUED)
DECEMBER 31, 2009 AND 2008

6. CERTIFIED FINANCIAL DATA (CONTINUED)

	<u>2009</u>	<u>2008</u>
Allianz RCM Global Technology Fund	\$ -	\$ 6,912
Small Cap Growth Fund	1,000	615
Optimized Value Fund	650	148
500 Index Fund	3,702	9,125
All Cap Value Fund	477	326
Small Cap Value Fund	485	322
Mid Cap Value Fund	-	307
Total Stock Market Index Fund	2,518	1,917
Optimized All Cap Fund	448	296
Small Cap Opportunities Fund	926	593
International Small Cap Fund	521	260
Mid Cap Index Fund	486	7,267
International Equity Index Fund	2,566	4,610
Small Cap Index Fund	719	4,610
Mid Cap Stock Fund	2,938	2,842
International Value Fund	14,240	8,618
PIMCO Real Return	1,499	-
DFA U.S. Small Cap Fund	1,851	-
Total Bond Market Fund	25,038	-
Capital Appreciation Fund	5,546	-
Blue Chip Growth Fund	12,069	-
Mid Value Fund	509	-
Science & Technology Fund	11,124	-
JPM MidCap Value Fund	2,228	11,448
RiverSource Mid Cap Value Fund	525	325
DWS RREEF Real Estate Securities Fund	-	4,202
Domini Social Equity Fund	600	392
Real Est. Securities Fund	6,583	-
International Opps Fund	13,144	-
Non-Interest Bearing Cash Account	1,569	1,675
John Hancock Guaranteed Interest Accounts	12,797	10,050
Participant Loans	<u>14,718</u>	<u>31,568</u>
Total	<u>\$ 1,116,638</u>	<u>\$ 832,080</u>

* Investment represents greater than 5% of the Plan's net assets.

** There were no transactions greater than 5% of net assets available for benefits, as of and for the years ended December 31, 2009 and 2008.

	<u>Year Ended December 31, 2009</u>	<u>Year Ended December 31, 2008</u>
Net appreciation (depreciation) in fair value of investments	<u>\$ 218,923</u>	<u>\$ (365,736)</u>
Interest income on participant loans	<u>\$ 1,859</u>	<u>\$ 1,826</u>

In addition, the Custodian has certified the information included in the supplemental schedule Form 5500 - Schedule H - Part IV - Line 4i, Schedule of Assets (Held at End of Year).

ANDOVER HEALTHCARE, INC. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE (CONTINUED)
DECEMBER 31, 2009 AND 2008

7. 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.

8. PARTY-IN-INTEREST TRANSACTIONS

Some investments are managed by an affiliate of the Custodian; therefore, these transactions qualify as party-in-interest transactions. In addition, participant loans are party-in-interest transactions.

ANDOVER HEALTHCARE, INC. RETIREMENT SAVINGS PLAN
SPONSOR EIN: 04-2590953 (PLAN #001)
FORM 5500 - SCHEDULE H - PART IV - LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FOR THE YEAR ENDED DECEMBER 31, 2009

	Historical cost	Current value
Investments in mutual funds		
Russell Conservative Strategy Fund*	\$ 37,187	\$ 42,426
Russell Moderate Strategy Fund*	41,500	45,645
Russell Balanced Strategy Fund*	124,205	134,714
Russell LifePoints Growth Strategy Fund*	157,234	173,940
Russell LifePoints Equity Growth Strategy Fund*	61,641	69,276
Lifestyle Balanced Fund*	20,966	26,784
Money Market Fund*	73,711	74,519
Short-Term Federal Fund*	17,392	19,489
PIMCO Total Return Fund*	37,181	49,220
PIMCO Global Bond Fund*	1,372	1,517
T Rowe Price Spectrum Income Fund*	2,692	3,120
U.S. High Yield Bond Fund*	12,951	18,504
Legg Mason Partners High Yield Bond Fund*	5,176	6,558
PIMCO All Asset Fund*	2,525	2,672
American Balanced Fund*	17,788	17,565
T. Rowe Price Equity Income Fund*	49,989	47,194
Davis New York Venture Fund*	57,739	53,247
Mutual Beacon Fund*	23,031	22,289
Franklin Balance Sheet Investment Fund*	424	441
Mutual Discovery Fund*	7,479	8,996
BlackRock Large Cap Value Fund*	8,365	6,892
Columbia Value & Restructuring*	968	1,193
MFS Utilities Fund*	454	488
Growth Fund of America*	13,577	13,023
Jennison Growth Fund*	21,553	23,158
Templeton World Fund*	3,280	3,309
Oppenheimer Global fund*	2,824	3,033
EuroPacific Growth Fund*	8,779	8,530
Davis Financial Fund*	6,355	6,383
All Cap Growth Fund*	390	509
Energy Fund*	17,954	19,932
Legg Mason Partners Aggressive Growth Fund*	16,132	13,252
American Century Vista Fund*	2,034	1,651
Franklin Small-Mid Cap Growth Fund*	3,351	3,912
T. Rowe Price Health Sciences Fund*	17,227	19,049
Royce Opportunity Fund*	454	520
Oppenheimer Developing Markets Fund*	20,046	25,017
Small Cap Growth Index Fund*	649	993
T. Rowe Price Science and Technology Fund*	4,403	5,256
Explorer Fund*	454	472
AIM Small Cap Growth Fund*	490	474
Small Cap Growth Fund	716	1,000
Optimized Value Fund	544	650
500 Index Fund	3,921	3,702
All Cap Value Fund	360	477
Small Cap Value Fund	445	485
Total Stock Market Index Fund	2,756	2,518
Optimized All Cap Fund	459	448
Small Cap Opportunities Fund	768	926
International Small Cap Fund	324	521
Mid Cap Index Fund	460	486
International Equity Index Fund	2,052	2,566
Small Cap Index Fund	730	719
Mid Cap Stock Fund*	2,793	2,938
International Value Fund	15,207	14,240
PIMCO Real Return*	1,406	1,499
DFA U.S. Small Cap Fund*	1,366	1,851
Total Bond Market Fund*	23,935	25,038
Capital Appreciation Fund*	5,268	5,546
Blue Chip Growth Fund*	11,593	12,069
Mid Value Fund*	376	509
Science & Technology Fund*	10,501	11,124
JPM MidCap Value Fund*	2,742	2,228
RiverSource Mid Cap Value Fund*	493	525
Domini Social Equity Fund*	545	600
Real Est. Securities Fund*	5,995	6,583
International Opps Fund*	13,320	13,144
Non-interest bearing cash account	-	1,569
John Hancock Guaranteed Interest Accounts*	-	12,797
Participant Loans*, interest rates between 5.25% and 8%, maturity dates through November 2013	-	14,718
Total investments		<u><u>\$ 1,116,638</u></u>

* Party-in-interest

Information certified as complete and accurate by the Custodian.

See notes to financial statements and
Independent Auditors' Report.

ANDOVER HEALTHCARE, INC. RETIREMENT SAVINGS PLAN
SPONSOR EIN: 04-2590953 (PLAN #001)
FORM 5500 - SCHEDULE H - PART IV - LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FOR THE YEAR ENDED DECEMBER 31, 2009

	Historical cost	Current value
Investments in mutual funds		
Russell Conservative Strategy Fund*	\$ 37,187	\$ 42,426
Russell Moderate Strategy Fund*	41,500	45,645
Russell Balanced Strategy Fund*	124,205	134,714
Russell LifePoints Growth Strategy Fund*	157,234	173,940
Russell LifePoints Equity Growth Strategy Fund*	61,641	69,276
Lifestyle Balanced Fund*	20,966	26,784
Money Market Fund*	73,711	74,519
Short-Term Federal Fund*	17,392	19,489
PIMCO Total Return Fund*	37,181	49,220
PIMCO Global Bond Fund*	1,372	1,517
T Rowe Price Spectrum Income Fund*	2,692	3,120
U.S. High Yield Bond Fund*	12,951	18,504
Legg Mason Partners High Yield Bond Fund*	5,176	6,558
PIMCO All Asset Fund*	2,525	2,672
American Balanced Fund*	17,788	17,565
T. Rowe Price Equity Income Fund*	49,989	47,194
Davis New York Venture Fund*	57,739	53,247
Mutual Beacon Fund*	23,031	22,289
Franklin Balance Sheet Investment Fund*	424	441
Mutual Discovery Fund*	7,479	8,996
BlackRock Large Cap Value Fund*	8,365	6,892
Columbia Value & Restructuring*	968	1,193
MFS Utilities Fund*	454	488
Growth Fund of America*	13,577	13,023
Jennison Growth Fund*	21,553	23,158
Templeton World Fund*	3,280	3,309
Oppenheimer Global fund*	2,824	3,033
EuroPacific Growth Fund*	8,779	8,530
Davis Financial Fund*	6,355	6,383
All Cap Growth Fund*	390	509
Energy Fund*	17,954	19,932
Legg Mason Partners Aggressive Growth Fund*	16,132	13,252
American Century Vista Fund*	2,034	1,651
Franklin Small-Mid Cap Growth Fund*	3,351	3,912
T. Rowe Price Health Sciences Fund*	17,227	19,049
Royce Opportunity Fund*	454	520
Oppenheimer Developing Markets Fund*	20,046	25,017
Small Cap Growth Index Fund*	649	993
T. Rowe Price Science and Technology Fund*	4,403	5,256
Explorer Fund*	454	472
AIM Small Cap Growth Fund*	490	474
Small Cap Growth Fund	716	1,000
Optimized Value Fund	544	650
500 Index Fund	3,921	3,702
All Cap Value Fund	360	477
Small Cap Value Fund	445	485
Total Stock Market Index Fund	2,756	2,518
Optimized All Cap Fund	459	448
Small Cap Opportunities Fund	768	926
International Small Cap Fund	324	521
Mid Cap Index Fund	460	486
International Equity Index Fund	2,052	2,566
Small Cap Index Fund	730	719
Mid Cap Stock Fund*	2,793	2,938
International Value Fund	15,207	14,240
PIMCO Real Return*	1,406	1,499
DFA U.S. Small Cap Fund*	1,366	1,851
Total Bond Market Fund*	23,935	25,038
Capital Appreciation Fund*	5,268	5,546
Blue Chip Growth Fund*	11,593	12,069
Mid Value Fund*	376	509
Science & Technology Fund*	10,501	11,124
JPM MidCap Value Fund*	2,742	2,228
RiverSource Mid Cap Value Fund*	493	525
Domini Social Equity Fund*	545	600
Real Est. Securities Fund*	5,995	6,583
International Opps Fund*	13,320	13,144
Non-interest bearing cash account	-	1,569
John Hancock Guaranteed Interest Accounts*	-	12,797
Participant Loans*, interest rates between 5.25% and 8%, maturity dates through November 2013	-	14,718
Total investments		<u><u>\$ 1,116,638</u></u>

* Party-in-interest

Information certified as complete and accurate by the Custodian.

See notes to financial statements and
Independent Auditors' Report.