

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>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).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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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: <div><div>☐ a multiemployer plan;</div><div>☒ a multiple-employer plan; or</div><div>☐ a single-employer plan;</div><div>☐ a DFE (specify) ____</div></div>
B	This return/report is: <div><div>☐ the first return/report;</div><div>☐ the final return/report;</div><div>☐ an amended return/report;</div><div>☐ a short plan year return/report (less than 12 months).</div></div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: <div><div>☒ Form 5558;</div><div>☐ automatic extension;</div><div>☐ the DFVC program;</div><div>☐ special extension (enter description)</div></div>

Part II	Basic Plan Information—enter all requested information	
1a	Name of plan THE PROVIDENCE SERVICE CORPORATION RETIREMENT SAVINGS PLAN	1b Three-digit plan number (PN) ▶ 001
		1c Effective date of plan 01/01/1994
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) THE PROVIDENCE SERVICE CORPORATION 5524 E FOURTH STREET TUCSON, AZ 85711	2b Employer Identification Number (EIN) 86-0845127 2c Sponsor's telephone number 520-747-6600 2d Business code (see instructions) 624100

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.	10/05/2010	JANET E MCGEE
	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") THE PROVIDENCE SERVICE CORPORATION 5524 E FOURTH STREET TUCSON, AZ 85711	3b Administrator's EIN 86-0845127 3c Administrator's telephone number 520-747-6600
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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
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5 Total number of participants at the beginning of the plan year	5	5021
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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	5020
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	597
d Subtotal. Add lines 6a , 6b , and 6c	6d	5617
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	5618
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	4335
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	865

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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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 2S 2T 3D 3F 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) ☒ 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
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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) ☐ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☒ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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 THE PROVIDENCE SERVICE CORPORATION RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 THE PROVIDENCE SERVICE CORPORATION	D Employer Identification Number (EIN) 86-0845127	

Part I	Service Provider Information (see instructions)
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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)..... ☒ 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	
AMERICAN FUNDS DISTRIBUTORS, INC.	
95-2769620	

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation	
FRANKLIN TEMPLETON DISTRIBUTORS, IN	100 FOUNTAIN PARKWAY ST. PETERSBURG, FL 33716

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
INVESCO DISTRIBUTORS, INC.	
74-1894784	

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
MORGAN STANLEY INVESTMENT ADVISORS	
13-3680016	

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

T. ROWE PRICE
100 EAST PRATT STREET
BALTIMORE, MD 21202

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

VICTORY CAPITAL MANAGEMENT

13-2700161

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

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

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

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)

ADP BROKER-DEALER

22-3319984

(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?
60 63	RECORD KEEPER	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

ADP

22-1467904

(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 37 64 50	RECORD KEEPER	29935	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

DWS SCUDDER

222 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606

(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?
63 61 25	INVESTMENT MANAGER	0	Yes ☒ No ☐	Yes ☒ No ☐	250	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
ADP BROKER-DEALER	60 63	0

(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.
AMERICAN FUNDS DISTRIBUTORS, INC. 95-2769620	ANNUAL RATE 0.001 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.005 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	60 63	0

(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.
DWS SCUDDER 222 SOUTH RIVERSIDE PLAZA CHICAGO, IL 60606	ANNUAL RATE 0.0035 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	60 63	0

(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.
FRANKLIN TEMPLETON DISTRIBUTORS, IN 100 FOUNTAIN PARKWAY ST. PETERSBURG, FL 33716	ANNUAL RATE 0.0015 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.005 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.005 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0015 OF AVERAGE DAILY ASSETS.

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
ADP BROKER-DEALER	60 63	0
(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.	
INVESCO DISTRIBUTORS, INC. 74-1894784	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.005 OF AVERAGE DAILY ASSETS.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	60	0
(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.	
ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ANNUAL RATE 0.002 OF AVERAGE DAILY ASSETS.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	63	0
(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.	
PIONEER INVESTMENT MANAGEMENT, INC 13-1961193	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.	

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
ADP BROKER-DEALER	60	0
(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.	
VICTORY CAPITAL MANAGEMENT 13-2700161	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	60 63	0
(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.	
T. ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	ANNUAL RATE 0.0015 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.005 OF AVERAGE DAILY ASSETS.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DWS SCUDDER	63 61	0
(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.	
AMERICAN FUNDS DISTRIBUTORS, INC. 95-2769620	1 0.75 0.5 0.25 0.0025	

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
DWS SCUDDER	63	0

(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.
INVESCO DISTRIBUTORS, INC. 74-1894784	0.25 0.5

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DWS SCUDDER	63	0

(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.
DWS INVESTMENTS DISTRIBUTOR, INC. 36-3976708	0.25 0.5

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DWS SCUDDER	63 61	0

(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.
FRANKLIN TEMPLETON DISTRIBUTORS, IN 100 FOUNTAIN PARKWAY ST. PETERSBURG, FL 33716	0.5 0.25 0.1

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
DWS SCUDDER	63	0

(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.
MORGAN STANLEY INVESTMENT ADVISORS 13-3680016	0.25

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DWS SCUDDER	63	0

(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.
T. ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	0.5 0.25

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DWS SCUDDER	63	0

(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.
VICTORY CAPITAL MANAGEMENT 13-2700161	0.5 0.25

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
(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

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.
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan THE PROVIDENCE SERVICE CORPORATION 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 THE PROVIDENCE SERVICE CORPORATION	D Employer Identification Number (EIN) 86-0845127	

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE:	MORGAN STANLEY STABLE VALUE
--	-----------------------------

b Name of sponsor of entity listed in (a):	SEI TRUST COMPANY
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c EIN-PN	23-3010584-006	d Entity code	C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	0
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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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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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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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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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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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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)**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 THE PROVIDENCE SERVICE CORPORATION RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 THE PROVIDENCE SERVICE CORPORATION	D Employer Identification Number (EIN) 86-0845127

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)		
(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)	317491	393695
(9) Value of interest in common/collective trusts.....	1c(9)	1442056	
(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)	8627798	15652076
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(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	10387345	16045771

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	10387345	16045771
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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)	296671	
(B) Participants	2a(1)(B)	4044026	
(C) Others (including rollovers)	2a(1)(C)	68392	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4409089

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)	21471	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		21471

(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)	211833	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		211833

(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)		5
(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)		2597809
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		7240207

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1505018	
(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)		1505018
f Corrective distributions (see instructions)	2f		42902
g Certain deemed distributions of participant loans (see instructions).....	2g		3894
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)	29967	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		29967
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1581781

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		5658426
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: **RODEFER MOSS & CO, PLLC**

(2) EIN: **62-1690032**

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		5000000
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)

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

A Name of plan <u>THE PROVIDENCE SERVICE CORPORATION 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>THE PROVIDENCE SERVICE CORPORATION</u>	D Employer Identification Number (EIN) <u>86-0845127</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	<u>0</u>
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>57-1198022</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
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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): _____

THE PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN

Financial Statements and
Supplemental Schedule

December 31, 2009 and 2008

THE PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN
Financial Statements and Supplemental Schedule
December 31, 2009 and 2008

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- Certified Public Accountants
- Business Advisors

p: 615.370.3663
f: 615.373.9917
w: rodefermoss.com
5110 Maryland Way, Suite 350
Brentwood, TN 37027



Independent Auditors' Report

To the Plan Administrator
The Providence Service Corporation Retirement Savings Plan
Tucson, Arizona

We were engaged to audit the financial statements of The Providence Service Corporation Retirement Savings Plan (the "Plan") as of December 31, 2009 and 2008, and for the year ended December 31, 2009, and the supplemental schedule as of December 31, 2009 as listed in the accompanying table of contents. 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 summarized in Note 3, which was certified by DWS Trust Company and State Street Bank & Trust Company, the trustees 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 trustees hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the trustees as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the trustees is complete and accurate.

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

Brentwood, Tennessee
September 27, 2010

THE PROVIDENCE SERVICE CORPORATION
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)		
Registered investment companies	\$ 15,652,077	\$ 8,627,798
Common/collective trust	-	1,214,644
Participant loans	<u>403,202</u>	<u>327,488</u>
Total investments	16,055,279	10,169,930
Contributions receivable		
Participant	<u>29,288</u>	<u>8,141</u>
Total assets	<u>16,084,567</u>	<u>10,178,071</u>
Net assets available for benefits at fair value	16,084,567	10,178,071
Adjustment from fair value to contract value for fully benefit-responsive investment contract	<u>-</u>	<u>227,412</u>
Net assets available for benefits	<u>\$ 16,084,567</u>	<u>\$ 10,405,483</u>

THE PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2009

Investment income	
Net appreciation in fair value of investments	\$ 2,809,648
Interest on participant loans	<u>21,470</u>
Total investment income	<u>2,831,118</u>
Contributions	
Participants	4,062,871
Employers	298,974
Rollover	<u>68,392</u>
Total contributions	<u>4,430,237</u>
Deductions from net assets attributed to:	
Benefits paid to participants	(1,509,401)
Corrective distributions	(42,902)
Administrative expenses	<u>(29,968)</u>
Total deductions	<u>(1,582,271)</u>
Net increase	5,679,084
Net assets available for benefits, beginning of year	<u>10,405,483</u>
Net assets available for benefits, end of year	<u>\$ 16,084,567</u>

THE PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN
Notes to Financial Statements
December 31, 2009 and 2008

NOTE 1 - DESCRIPTION OF PLAN

The following description of The Providence Service Corporation 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 regular employees of The Providence Service Corporation and adopting employers (collectively the "Company") that have completed two months of service and are age twenty-one or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions - Each year, participants may contribute, on a pre-tax or post-tax basis, up to 90% of their eligible compensation, as defined in the Plan. Effective January 1, 2008, new employees are automatically enrolled in the Plan at a deferral percentage of 3% on the first day of the month that immediately follows or is coincident with completion of the eligibility requirements. Total contributions in any taxable year may not exceed a dollar limit which is set by law. Participants who have attained age fifty 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 contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers eighteen mutual funds and a common/collective trust as investment options for participants.

The Company may, at its discretion, make employer profit sharing or matching contributions. A participant must have completed one year of service and be actively employed on the last day of the Plan year to be allocated an employer profit sharing contribution. No profit sharing contributions were made in 2009. There is no service requirement for a participant to receive a matching contribution. For 2009, the Company contributed 10% of each participant's total contributions up to \$400.

Participant Accounts - Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contributions (if any) and (b) plan earnings, and charged with 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 immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant vests in 20% increments in his or her company contribution account after each additional year of credited service. A participant is 100% vested in his or her company contribution account after five years of credited service.

Participant Loans - Participants may borrow from their accounts a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or one-half of their vested account balance. Only one loan may be outstanding at any time. The loans are secured by the balance in the participant's account and bear interest at the rate of prime plus 1% on the date of the loan. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits - On termination of service due to death, disability, retirement or separation, a participant with a vested account balance of over \$5,000 may elect to receive either a lump-sum equal to the value of the participant's vested balance in his or her account, or substantially equal installments. Terminated participants with vested account balances of \$5,000 or less are required to take a distribution as promptly as possible following his/her termination of employment.

Forfeited Accounts - At December 31, 2009 and 2008, forfeited non-vested accounts totaled \$5,658 and \$3,464, respectively. These accounts will be used to reduce future employer contributions. Also, in 2009, employer contributions were reduced by \$40,114 from forfeited nonvested accounts.

THE PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN
Notes to Financial Statements (Continued)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Basis of Accounting - Investment contracts held 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 Statement of Net Assets Available for Benefits presents the fair value of the common/collective trust as well as the adjustment of the common/collective trust from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Investment Valuation - The Plan's investments are stated at fair value.

Payment of Benefit - Benefits are recorded when paid.

Administrative Expenses - Certain administrative expenses of the Plan are paid directly by the Company.

Subsequent Events - Plan management 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 27, 2010, which is the date the financial statements were available to be issued.

NOTE 3 - INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEES

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the trustees:

	2009	2008
Investments	\$ 16,055,279	\$ 10,169,930
Net appreciation (depreciation) in fair value	2,809,648	(4,030,535)
Interest on participant loans	21,470	22,324

NOTE 4 - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board ("FSAB") Accounting Standards Codification ("ASC") 820, establishes a framework for measuring fair value. That framework 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 and liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described as follows:

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.

THE PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN
Notes to Financial Statements (Continued)

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

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.

The asset or liability's fair value measurement 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.

Registered Investment Companies

The fair value of registered investment companies (mutual funds) is based on quoted net asset values of the shares held by the Plan at year-end.

Common/Collective Trust

The common/collective trust (the "Trust") invests in a variety of investment contracts such as guaranteed investment contracts issued by insurance companies and other financial institutions and other investment products with similar characteristics. The fair value of the Plan's investment in the Trust was computed based on the ratio of contract value to fair value for the Trust as a whole obtained from the Trust's Annual Reports.

Participant Loans

The participant loans are not actively traded and significant other observable inputs are not available. Thus, the fair value of participant loans is equal to the amortized cost of the loans because the loans are secured by each respective participant's account balance.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although 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 PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN
Notes to Financial Statements (Continued)

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

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:

Assets at Fair Value:				
	Level 1	Level 2	Level 3	Total
December 31, 2009				
Registered investment companies	\$ 15,652,077	\$ -	\$ -	\$ 15,652,077
Common/collective trust	-	-	-	-
Participant loans	-	-	403,202	403,202
	<u>\$ 15,652,077</u>	<u>\$ -</u>	<u>\$ 403,202</u>	<u>\$ 16,055,279</u>
December 31, 2008				
Registered investment companies	\$ 8,627,798	\$ -	\$ -	\$ 8,627,798
Common/collective trust	-	1,214,644	-	1,214,644
Employer stock account	-	-	327,488	327,488
	<u>\$ 8,627,798</u>	<u>\$ 1,214,644</u>	<u>\$ 327,488</u>	<u>\$ 10,169,930</u>

Level 3 Gains and Losses

The following table sets forth a summary of changes in fair value of the Plan's level 3 assets for the year ended December 31, 2009:

	Participant Loans
Beginning balance	\$ 327,488
Total gains or losses (realized and unrealized) included	
in changes in net assets available for benefits	-
Issuances and settlements, net	<u>75,714</u>
Ending balance	<u>\$ 403,202</u>

THE PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN
Notes to Financial Statements (Continued)

NOTE 5 - INVESTMENTS

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

	2009	2008
Registered investment companies:		
DWS Money Market Prime Series - DWS Cash	\$ 2,965,646	\$ 817,274
T. Rowe Price Retirement 2030 Fund	1,956,166	1,040,045
T. Rowe Price Retirement 2020 Fund	1,341,881	693,031
T. Rowe Price Retirement 2040 Fund	1,199,525	*
American Funds Fundamental Investors	1,035,683	671,414
American Funds Bond Fund of America	1,011,037	785,975
DWS Global Thematic Fund	947,181	605,658
American Funds Growth Fund of America	887,922	585,680
DWS S&P 500 Index Fund	848,738	533,107
DWS Dremar High Return Equity Fund	*	554,624

* - does not represent 5% or more of the Plan's net assets available for benefits for respective year.

During 2009, the Plan's registered investments companies appreciated in values by \$2,809,648.

NOTE 6 - MORGAN STANLEY STABLE VALUE FUND

Until January 1, 2008, participants in the Plan were able to invest in the Morgan Stanley Stable Value Fund, a common/collective trust (the "Trust") established by SEI Trust Company in 1999. The Trust is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The Trust expects that each unit will have a constant value of \$1.00. However, there is no assurance that a unit's value will remain constant at \$1.00.

As described in Note 2, because the Trust is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the Trust. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The weighted average portfolio crediting rate at December 31, 2008 was 2.24%.

During 2009 the Plan removed the Morgan Stanley Stable Value Fund as an investment option.

NOTE 7 - 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 company contributions.

THE PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN
Notes to Financial Statements (Continued)

NOTE 8 - TAX STATUS

The Plan has adopted the Automatic Data Processing Non-Standardized 401(k) Plan. The Internal Revenue Service has determined and informed the Company by a letter dated March 18, 2009, that the Plan and related trust are designed in accordance with applicable sections the Internal Revenue Code ("IRC").

NOTE 9 - RISKS AND UNCERTAINTIES

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

NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500:

	<u>2009</u>	<u>2008</u>
Net assets available for benefits per the financial statements	\$ 16,084,567	\$ 10,405,483
Contributions receivable	(29,288)	(8,141)
Deemed distributed loans	<u>(9,508)</u>	<u>(9,997)</u>
Net assets available for benefits per Schedule H to the Form 5500	<u>\$ 16,045,771</u>	<u>\$ 10,387,345</u>

The following is a reconciliation of net increase per the financial statements for the year ended December 31, 2008 to the net income per Schedule H of Form 5500:

Net increase per the financial statements	\$ 5,679,084
Contributions receivable, beginning of year	8,141
Contributions receivable, end of year	(29,288)
Deemed distributed loans, beginning of year	9,997
Deemed distributed loans, end of year	<u>(9,508)</u>
Net increase per Schedule H to the Form 5500	<u>\$ 5,658,426</u>

SUPPLEMENTAL SCHEDULE

THE PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2009

Employer Identification Number: 86-0845127
Plan No. 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
Registered Investment Companies:				
	American Funds Distributors, Inc.	American Funds The Bond Fund of AmericaSM - Class R3	@	\$ 1,011,037
	American Funds Distributors, Inc.	American Funds Fundamental Investors Fund - Class R3	@	1,035,683
	American Funds Distributors, Inc.	American FundsSM The Growth Fund of America - Class R3	@	887,922
	American Funds Distributors, Inc.	American Funds The Income Fund of America - Class R3	@	655,882
*	DWS Investments Distributors, Inc.	DWS Money Market Prime Series - DWS Cash Investment Trust - Class A	@	2,965,646
*	DWS Investments Distributors, Inc.	DWS Global Thematic Fund - Class A	@	947,181
*	DWS Investments Distributors, Inc.	DWS Strategic Value Fund - Class A	@	755,267
*	DWS Investments Distributors, Inc.	DWS S&P 500 Index Fund - Class A	@	848,738
		DWS Strategic Government Securities Fund - Class A	@	410,616
	Franklin Templeton Distributors, Inc.	Franklin Small Cap Value Fund - Class R	@	625,138
	Franklin Templeton Distributors, Inc.	Franklin Small-Mid Cap Growth Fund - Class R	@	349,004
	Invesco Aim Distributors, Inc.	AIM Trimark Small Companies Fund - Class R	@	40,209
	T. Rowe Price Investment Services, Inc.	T. Rowe Price Retirement 2010 Fund - R Class	@	308,234
	T. Rowe Price Investment Services, Inc.	T. Rowe Price Retirement 2020 Fund - R Class	@	1,341,881
	T. Rowe Price Investment Services, Inc.	T. Rowe Price Retirement 2030 Fund - R Class	@	1,956,167
	T. Rowe Price Investment Services, Inc.	T. Rowe Price Retirement 2040 Fund - R Class	@	1,199,525
	Victory Capital Advisers, Inc.	Victory Established Value Fund - Class R	@	313,947
*	Participant Loans	Maturing at various dates through October 2037, interest rates range from 4% to 10%, collateralized by vested account balances	-	403,202
				<u>\$ 16,055,279</u>

* A party-in-interest as defined by ERISA.

@ The cost of participant-directed investments is not required to be disclosed.

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF: 12/31/2009

PAGE 1

Plan Name: PROVIDENCE SERVICE CORPORATION RETIREMENT SAVINGS PLAN
Plan Number: 001

Employer EIN: 86-0845127

Run Date: 05/25/2010

(a) (b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment (Maturity Date, Rate of Int, Collateral, Par or Maturity Value)	(d) Cost	(e) Current Value
AM FND THE BND FND OF AM - R3	Registered Investment Company	85,681.1285	n/a
VICTORY ESTABLISHED VALUE - R	Registered Investment Company	13,655.8208	n/a
AM FND THE INCOME FND OF AM-R3	Registered Investment Company	42,479.3952	n/a
AMERICAN FUNDS FUNDAMENTAL -R3	Registered Investment Company	31,701.3587	n/a
FRANKLIN SMALLMID CAP GROWTH-R	Registered Investment Company	12,306.1863	n/a
T.ROWE PRICE RETIREMENT 2010-R	Registered Investment Company	22,271.2607	n/a
T.ROWE PRICE RETIREMENT 2020-R	Registered Investment Company	92,928.0699	n/a
T.ROWE PRICE RETIREMENT 2030-R	Registered Investment Company	130,585.2062	n/a
T.ROWE PRICE RETIREMENT 2040-R	Registered Investment Company	79,861.8250	n/a
FRANKLIN SMALL CAP VALUE FD-R	Registered Investment Company	17,876.3928	n/a
DWS MMPS-CASH INVEST TRUST - A	Registered Investment Company	2,965,645.9700	n/a
INVESCO SMALL COMPANIES - R	Registered Investment Company	2,876.1926	n/a
AM FND THE GROWTH FND OF AM-R3	Registered Investment Company	32,971.4758	n/a
DWS GLOBAL THEMATIC FUND-A	Registered Investment Company	44,636.2408	n/a
DWS S&P 500 INDEX FUND-A	Registered Investment Company	57,463.6653	n/a
DWS STRAT GOVT SECURITIES - A	Registered Investment Company	47,635.2041	n/a
DWS STRATEGIC VALUE-A	Registered Investment Company	25,698.0989	n/a
Participant Loans	Interest Rates (4.25% to 10.00%)		n/a
	TOTAL		16,055,278.64

NOTE: The following is specifically for Form 5500 reporting.
The difference between Participant Loans on this Schedule and Participant Loans reported on Form 5500 Schedule H or I is the amount of DDLs. Loan amounts shown here include DDLs, while loan amounts reported on 5500 forms do not include DDLs.

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RUN DATE: 05/25/2010

PAGE 1

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR)

Period: 01/01/2009 through 12/31/2009

Plan Name: PROVIDENCE SERVICE CORPORATION RETIREMENT SAVINGS PLAN

Employer EIN: 86-0845127

Plan Number: 001

Run Date: 05/25/2010

(a) Identity of Issue, Borrower, or Similar Party	(b) Description of Investment (Maturity Date, Rate of Int, Collateral, Par or Maturity Value)	(c) Cost of Acquisitions	(d) Proceeds of Dispositions
--	--	-----------------------------	---------------------------------

NOTE: IN ACCORDANCE WITH SPECIFIC INSTRUCTIONS, ACQUISITIONS
AND DISPOSITIONS OF CERTAIN TYPES OF ASSETS NEED NOT
BE REPORTED. THESE INCLUDE FUNDS OF COMMON/COLLECTIVE
TRUSTS AND REGISTERED INVESTMENT COMPANIES.

Schedule C, Line 2(h) Formula Description

For those service providers listed on Line 2 for which Line 2(h) has been checked “yes”:

For a description of indirect compensation received by service providers listed on Line 2 that was disclosed as a formula, please see Line 3(e). Please note: If indirect compensation disclosed as a formula was received by a service provider from more than one source, there will be multiple Lines 3(e) for that service provider.

THE PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN

Financial Statements and
Supplemental Schedule

December 31, 2009 and 2008

THE PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN
Financial Statements and Supplemental Schedule
December 31, 2009 and 2008

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Statement of Changes in Net Assets Available for Benefits	3
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- Certified Public Accountants
- Business Advisors

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w: rodefermoss.com
5110 Maryland Way, Suite 350
Brentwood, TN 37027



Independent Auditors' Report

To the Plan Administrator
The Providence Service Corporation Retirement Savings Plan
Tucson, Arizona

We were engaged to audit the financial statements of The Providence Service Corporation Retirement Savings Plan (the "Plan") as of December 31, 2009 and 2008, and for the year ended December 31, 2009, and the supplemental schedule as of December 31, 2009 as listed in the accompanying table of contents. 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 summarized in Note 3, which was certified by DWS Trust Company and State Street Bank & Trust Company, the trustees 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 trustees hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the trustees as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the trustees is complete and accurate.

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

Brentwood, Tennessee
September 27, 2010

THE PROVIDENCE SERVICE CORPORATION
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)		
Registered investment companies	\$ 15,652,077	\$ 8,627,798
Common/collective trust	-	1,214,644
Participant loans	<u>403,202</u>	<u>327,488</u>
Total investments	16,055,279	10,169,930
Contributions receivable		
Participant	<u>29,288</u>	<u>8,141</u>
Total assets	<u>16,084,567</u>	<u>10,178,071</u>
Net assets available for benefits at fair value	16,084,567	10,178,071
Adjustment from fair value to contract value for fully benefit-responsive investment contract	<u>-</u>	<u>227,412</u>
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THE PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2009

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Net assets available for benefits, end of year	<u>\$ 16,084,567</u>

THE PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN
Notes to Financial Statements
December 31, 2009 and 2008

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The following description of The Providence Service Corporation 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.

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Contributions - Each year, participants may contribute, on a pre-tax or post-tax basis, up to 90% of their eligible compensation, as defined in the Plan. Effective January 1, 2008, new employees are automatically enrolled in the Plan at a deferral percentage of 3% on the first day of the month that immediately follows or is coincident with completion of the eligibility requirements. Total contributions in any taxable year may not exceed a dollar limit which is set by law. Participants who have attained age fifty 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 contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers eighteen mutual funds and a common/collective trust as investment options for participants.

The Company may, at its discretion, make employer profit sharing or matching contributions. A participant must have completed one year of service and be actively employed on the last day of the Plan year to be allocated an employer profit sharing contribution. No profit sharing contributions were made in 2009. There is no service requirement for a participant to receive a matching contribution. For 2009, the Company contributed 10% of each participant's total contributions up to \$400.

Participant Accounts - Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contributions (if any) and (b) plan earnings, and charged with 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 immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant vests in 20% increments in his or her company contribution account after each additional year of credited service. A participant is 100% vested in his or her company contribution account after five years of credited service.

Participant Loans - Participants may borrow from their accounts a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or one-half of their vested account balance. Only one loan may be outstanding at any time. The loans are secured by the balance in the participant's account and bear interest at the rate of prime plus 1% on the date of the loan. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits - On termination of service due to death, disability, retirement or separation, a participant with a vested account balance of over \$5,000 may elect to receive either a lump-sum equal to the value of the participant's vested balance in his or her account, or substantially equal installments. Terminated participants with vested account balances of \$5,000 or less are required to take a distribution as promptly as possible following his/her termination of employment.

Forfeited Accounts - At December 31, 2009 and 2008, forfeited non-vested accounts totaled \$5,658 and \$3,464, respectively. These accounts will be used to reduce future employer contributions. Also, in 2009, employer contributions were reduced by \$40,114 from forfeited nonvested accounts.

THE PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN
Notes to Financial Statements (Continued)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Basis of Accounting - Investment contracts held 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 Statement of Net Assets Available for Benefits presents the fair value of the common/collective trust as well as the adjustment of the common/collective trust from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Investment Valuation - The Plan's investments are stated at fair value.

Payment of Benefit - Benefits are recorded when paid.

Administrative Expenses - Certain administrative expenses of the Plan are paid directly by the Company.

Subsequent Events - Plan management 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 27, 2010, which is the date the financial statements were available to be issued.

NOTE 3 - INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEES

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the trustees:

	2009	2008
Investments	\$ 16,055,279	\$ 10,169,930
Net appreciation (depreciation) in fair value	2,809,648	(4,030,535)
Interest on participant loans	21,470	22,324

NOTE 4 - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board ("FSAB") Accounting Standards Codification ("ASC") 820, establishes a framework for measuring fair value. That framework 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 and liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described as follows:

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.

THE PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN
Notes to Financial Statements (Continued)

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

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.

The asset or liability's fair value measurement 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.

Registered Investment Companies

The fair value of registered investment companies (mutual funds) is based on quoted net asset values of the shares held by the Plan at year-end.

Common/Collective Trust

The common/collective trust (the "Trust") invests in a variety of investment contracts such as guaranteed investment contracts issued by insurance companies and other financial institutions and other investment products with similar characteristics. The fair value of the Plan's investment in the Trust was computed based on the ratio of contract value to fair value for the Trust as a whole obtained from the Trust's Annual Reports.

Participant Loans

The participant loans are not actively traded and significant other observable inputs are not available. Thus, the fair value of participant loans is equal to the amortized cost of the loans because the loans are secured by each respective participant's account balance.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although 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 PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN
Notes to Financial Statements (Continued)

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

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:

Assets at Fair Value:				
	Level 1	Level 2	Level 3	Total
December 31, 2009				
Registered investment companies	\$ 15,652,077	\$ -	\$ -	\$ 15,652,077
Common/collective trust	-	-	-	-
Participant loans	-	-	403,202	403,202
	<u>\$ 15,652,077</u>	<u>\$ -</u>	<u>\$ 403,202</u>	<u>\$ 16,055,279</u>
December 31, 2008				
Registered investment companies	\$ 8,627,798	\$ -	\$ -	\$ 8,627,798
Common/collective trust	-	1,214,644	-	1,214,644
Employer stock account	-	-	327,488	327,488
	<u>\$ 8,627,798</u>	<u>\$ 1,214,644</u>	<u>\$ 327,488</u>	<u>\$ 10,169,930</u>

Level 3 Gains and Losses

The following table sets forth a summary of changes in fair value of the Plan's level 3 assets for the year ended December 31, 2009:

	Participant Loans
Beginning balance	\$ 327,488
Total gains or losses (realized and unrealized) included	
in changes in net assets available for benefits	-
Issuances and settlements, net	<u>75,714</u>
Ending balance	<u>\$ 403,202</u>

THE PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN
Notes to Financial Statements (Continued)

NOTE 5 - INVESTMENTS

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

	2009	2008
Registered investment companies:		
DWS Money Market Prime Series - DWS Cash	\$ 2,965,646	\$ 817,274
T. Rowe Price Retirement 2030 Fund	1,956,166	1,040,045
T. Rowe Price Retirement 2020 Fund	1,341,881	693,031
T. Rowe Price Retirement 2040 Fund	1,199,525	*
American Funds Fundamental Investors	1,035,683	671,414
American Funds Bond Fund of America	1,011,037	785,975
DWS Global Thematic Fund	947,181	605,658
American Funds Growth Fund of America	887,922	585,680
DWS S&P 500 Index Fund	848,738	533,107
DWS Dremar High Return Equity Fund	*	554,624

* - does not represent 5% or more of the Plan's net assets available for benefits for respective year.

During 2009, the Plan's registered investments companies appreciated in values by \$2,809,648.

NOTE 6 - MORGAN STANLEY STABLE VALUE FUND

Until January 1, 2008, participants in the Plan were able to invest in the Morgan Stanley Stable Value Fund, a common/collective trust (the "Trust") established by SEI Trust Company in 1999. The Trust is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The Trust expects that each unit will have a constant value of \$1.00. However, there is no assurance that a unit's value will remain constant at \$1.00.

As described in Note 2, because the Trust is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the Trust. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The weighted average portfolio crediting rate at December 31, 2008 was 2.24%.

During 2009 the Plan removed the Morgan Stanley Stable Value Fund as an investment option.

NOTE 7 - 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 company contributions.

THE PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN
Notes to Financial Statements (Continued)

NOTE 8 - TAX STATUS

The Plan has adopted the Automatic Data Processing Non-Standardized 401(k) Plan. The Internal Revenue Service has determined and informed the Company by a letter dated March 18, 2009, that the Plan and related trust are designed in accordance with applicable sections the Internal Revenue Code ("IRC").

NOTE 9 - RISKS AND UNCERTAINTIES

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

NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500:

	<u>2009</u>	<u>2008</u>
Net assets available for benefits per the financial statements	\$ 16,084,567	\$ 10,405,483
Contributions receivable	(29,288)	(8,141)
Deemed distributed loans	<u>(9,508)</u>	<u>(9,997)</u>
Net assets available for benefits per Schedule H to the Form 5500	<u>\$ 16,045,771</u>	<u>\$ 10,387,345</u>

The following is a reconciliation of net increase per the financial statements for the year ended December 31, 2008 to the net income per Schedule H of Form 5500:

Net increase per the financial statements	\$ 5,679,084
Contributions receivable, beginning of year	8,141
Contributions receivable, end of year	(29,288)
Deemed distributed loans, beginning of year	9,997
Deemed distributed loans, end of year	<u>(9,508)</u>
Net increase per Schedule H to the Form 5500	<u>\$ 5,658,426</u>

SUPPLEMENTAL SCHEDULE

THE PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2009

Employer Identification Number: 86-0845127
Plan No. 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
Registered Investment Companies:				
	American Funds Distributors, Inc.	American Funds The Bond Fund of AmericaSM - Class R3	@	\$ 1,011,037
	American Funds Distributors, Inc.	American Funds Fundamental Investors Fund - Class R3	@	1,035,683
	American Funds Distributors, Inc.	American FundsSM The Growth Fund of America - Class R3	@	887,922
	American Funds Distributors, Inc.	American Funds The Income Fund of America - Class R3	@	655,882
*	DWS Investments Distributors, Inc.	DWS Money Market Prime Series - DWS Cash Investment Trust - Class A	@	2,965,646
*	DWS Investments Distributors, Inc.	DWS Global Thematic Fund - Class A	@	947,181
*	DWS Investments Distributors, Inc.	DWS Strategic Value Fund - Class A	@	755,267
*	DWS Investments Distributors, Inc.	DWS S&P 500 Index Fund - Class A	@	848,738
		DWS Strategic Government Securities Fund - Class A	@	410,616
	Franklin Templeton Distributors, Inc.	Franklin Small Cap Value Fund - Class R	@	625,138
	Franklin Templeton Distributors, Inc.	Franklin Small-Mid Cap Growth Fund - Class R	@	349,004
	Invesco Aim Distributors, Inc.	AIM Trimark Small Companies Fund - Class R	@	40,209
	T. Rowe Price Investment Services, Inc.	T. Rowe Price Retirement 2010 Fund - R Class	@	308,234
	T. Rowe Price Investment Services, Inc.	T. Rowe Price Retirement 2020 Fund - R Class	@	1,341,881
	T. Rowe Price Investment Services, Inc.	T. Rowe Price Retirement 2030 Fund - R Class	@	1,956,167
	T. Rowe Price Investment Services, Inc.	T. Rowe Price Retirement 2040 Fund - R Class	@	1,199,525
	Victory Capital Advisers, Inc.	Victory Established Value Fund - Class R	@	313,947
*	Participant Loans	Maturing at various dates through October 2037, interest rates range from 4% to 10%, collateralized by vested account balances	-	403,202
				<u>\$ 16,055,279</u>

* A party-in-interest as defined by ERISA.

@ The cost of participant-directed investments is not required to be disclosed.