Form 5500	Annual Return/Report of Employee Benefit Plan	OMB Nos. 1210-0110 1210-0089
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ▶ **Complete all entries in accordance with the instructions to the Form 5500.**	**2009** **This Form is Open to Public Inspection**

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
SENIOR CARE 401K PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/01/1997

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
DAYTON SENIOR CARE, LLC

5790 DENLINGER ROAD
DAYTON, OH 45426

5790 DENLINGER ROAD
DAYTON, OH 45426

2b Employer Identification Number (EIN) 20-5347202

2c Sponsor's telephone number 423-238-5736

2d Business code (see instructions) 623000

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.	10/14/2010	KAREN MARSHALL
	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

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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") DAYTON SENIOR CARE, LLC 5790 DENLINGER ROAD DAYTON, OH 45426	**3b** Administrator's EIN 20-5347202 **3c** Administrator's telephone number 423-238-5736

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:		**4b** EIN
a Sponsor's name		**4c** PN

5 Total number of participants at the beginning of the plan year	**5**	810
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**	772
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	21
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	793
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f Total. Add lines **6d** and **6e**	**6f**	794
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	110
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2F 2G 2J 2K 2T 3D 3H

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

9a Plan funding arrangement (check all that apply)			**9b** Plan benefit arrangement (check all that apply)		
(1)	☐	Insurance	**(1)**	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts	**(2)**	☐	Code section 412(e)(3) insurance contracts
(3)	X	Trust	**(3)**	X	Trust
(4)	☐	General assets of the sponsor	**(4)**	☐	General assets of the sponsor

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

a Pension Schedules			**b General Schedules**		
(1)	X	**R** (Retirement Plan Information)	**(1)**	X	**H** (Financial Information)
(2)	☐	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	**(2)**	☐	**I** (Financial Information – Small Plan)
			(3)	☐	___ **A** (Insurance Information)
			(4)	X	**C** (Service Provider Information)
(3)	☐	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	**(5)**	☐	**D** (DFE/Participating Plan Information)
			(6)	☐	**G** (Financial Transaction Schedules)

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

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

A Name of plan
SENIOR CARE 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DAYTON SENIOR CARE, LLC

D Employer Identification Number (EIN)
20-5347202

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 65 37	RECORDKEEPER	3925	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

(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 H (Form 5500)	Financial Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ **File as an attachment to Form 5500.**	**2009** **This Form is Open to Public Inspection**

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

A Name of plan
SENIOR CARE 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DAYTON SENIOR CARE, LLC

D Employer Identification Number (EIN)
20-5347202

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)	60244	38941
(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)	40042	29839
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	700691	980880
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	800977	1049660
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	800977	1049660

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	20777	
(B) Participants	2a(1)(B)	153808	
(C) Others (including rollovers)	2a(1)(C)	13195	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		187780
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	420	
(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)	3395	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3815
(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)	28376	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		28376
(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)		

		(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)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		169173
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		389144

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	136536	
(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)		136536
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	3925	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		3925
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		140461

Net Income and Reconciliation

k Net income (loss). Subtract line **2j** from line **2d**	2k		248683
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: MOORE STEPHENS LOVELACE, P.A. **(2)** EIN: 59-3070669

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

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

Part IV Compliance Questions

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

During the plan year:

			Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		706
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		250000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

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

SCHEDULE R (Form 5500)	Retirement Plan Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 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.**	**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
SENIOR CARE 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DAYTON SENIOR CARE, LLC

D Employer Identification Number (EIN)
20-5347202

Part I Distributions

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

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

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

EIN(s): 04-6568107 _____

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

a Name of contributing employer

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

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

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

a Name of contributing employer

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

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

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

a Name of contributing employer

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

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

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

a Name of contributing employer

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

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

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

a Name of contributing employer

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

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

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

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):

SENIOR CARE 401(k) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

Year Ended December 31, 2009

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MOORE STEPHENS
LOVELACE, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Plan Administrator
Senior Care 401(k) Plan
Dayton, Ohio

We were engaged to audit the statements of net assets available for benefits of Senior Care 401(k) Plan (the "Plan") as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009, and the supplemental schedules as of December 31, 2009. These financial statements and supplemental schedules are the responsibility of the Plan's management. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the basic financial statements.

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 investment information summarized in Note 3, which was certified by Fidelity Management Trust Company (the "Plan Custodian"), except for comparing such information with the related information included in the accompanying financial statements and supplemental schedules. We have been informed by the Plan administrator that the Plan Custodian holds the Plan's investment assets and executes investments. The Plan administrator has obtained certifications from the Plan Custodian as of December 31, 2009 and 2008, and for the year ended December 31, 2009, that the information provided to the Plan administrator by the Plan Custodian 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 schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the investment information certified by the Plan Custodian, has 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.

Moore Stephens Lovelace, P.A.

Certified Public Accountants

Orlando, Florida
October 12, 2010

SENIOR CARE 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2009 and 2008

	2009	2008
ASSETS		
Investments, at fair value:		
Money market	**$ 38,941**	$ 60,244
Registered investment companies	**980,880**	700,692
Participant loans	**29,839**	40,042
TOTAL INVESTMENTS	**1,049,660**	800,978
Contributions receivable:		
Employer	**263**	413
Participants	**1,816**	3,312
TOTAL RECEIVABLES	**2,079**	3,725
TOTAL ASSETS	**1,051,739**	804,703
LIABILITIES	**-**	-
NET ASSETS AVAILABLE FOR BENEFITS	**$ 1,051,739**	$ 804,703

The accompanying notes are an integral part of the financial statements.

SENIOR CARE 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2009

INVESTMENT INCOME:		
Net appreciation in fair value of investments		$ 169,179
Interest and dividends		32,184
	TOTAL INVESTMENT INCOME	201,363
CONTRIBUTIONS:		
Employer		20,627
Participants		152,312
Rollovers		13,195
	TOTAL CONTRIBUTIONS	186,134
DEDUCTIONS:		
Benefits paid to participants		136,536
Administrative expenses		3,925
	TOTAL DEDUCTIONS	140,461
	NET INCREASE IN NET ASSETS	247,036
NET ASSETS AVAILABLE FOR BENEFITS - BEGINNING OF YEAR		804,703
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR		$ 1,051,739

The accompanying notes are an integral part of the financial statements.

SENIOR CARE 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Year Ended December 31, 2009

NOTE 1 - PLAN DESCRIPTION

The following description of Senior Care 401(k) Plan (the "Plan") (f/k/a Dayton Senior Care d/b/a Friendship Village 401(k) Salary Savings 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, which was established on July 1, 1997 and subsequently amended, is classified as a defined-contribution plan covering all eligible employees of Dayton Senior Care, LLC d/b/a Friendship Village; Sebring Senior Care, LLC d/b/a The Palms of Sebring; Cincinnati Senior Care, LLC d/b/a Hyde Park Health Center; Covington Investments, LLC, and Covington Senior Living, LLC (collectively, the "Company"/"Employer"/"Plan Sponsor"), who are age 21 or older, have completed three months of continuous service during the Plan year, and are employed on the next entry date. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Participation in the Plan is voluntary. Dayton Senior Care, LLC; Sebring Senior Care, LLC; Cincinnati Senior Care, LLC, Covington Investments, LLC, and Covington Senior Living, LLC are related through common ownership.

Contributions

Under the Plan, each participant may elect to contribute, on a tax-deferred basis, from 1% to 90% of their eligible salary each payroll period. Participants may also contribute amounts representing distributions from other qualified defined-contribution plans. Company matching contributions are determined each payroll period and currently equal 15% of the first 10% of the participant's compensation that is deferred as an elective deferral. The Company may also make non-elective contributions to the Plan at its sole discretion.

Participant Accounts

Under the Plan, a separate account is maintained for each participant, and each participant account is credited with the participant's contribution, an allocation of the Company's matching contribution, an allocation of the Company's discretionary contribution, and an allocation of Plan earnings or losses. Allocations to participants' accounts are based on participants' compensation or account balances, as defined by the provisions of the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

NOTE 1 - PLAN DESCRIPTION (*Continued*)

Investment Options

Upon enrollment in the Plan, participants may elect to have their employee and Company contributions and related earnings thereon allocated to one or more registered investment company funds offered by the Plan and held at Fidelity Management Trust Company (the "Plan Custodian").

Vesting

Participants are immediately vested in all participant contributions and the Company's matching and discretionary contributions.

Participant Loans

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of the lesser of $50,000, or 50%, of the value of the accrued benefit of their account balance. Loan transactions are treated as transfers between the Investment Fund and the Loan Fund. Loan terms range from 1-5 years, or up to 10 years for the purchase of a principal residence. The loans are collateralized by the balance in the participant's account and bear interest at a variable rate, as defined by the Plan. Principal and interest is paid ratably through payroll deductions. Participants may have only one outstanding loan at a time.

Payment of Benefits

Distribution of benefits may be made in a lump-sum, cash payment equal to the value of the participant's interest in their account. Upon termination of service, for reasons other than death, disability or retirement, a participant may receive a lump-sum payment equal to the value of their account. There were no vested amounts allocated to accounts of participants who, as of December 31, 2009, elected to withdraw from the Plan but had not yet been paid.

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

These financial statements are presented on the accrual basis.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (*Continued*)

Estimates

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

Administration and Other Costs

Plan administration costs charged to the Plan for the year ended December 31, 2009 were approximately $4,000. Certain administration costs are paid for by the Plan Sponsor. Investment fees, commissions, and related expenses are included in net appreciation (depreciation) in fair value of investments in these financial statements.

Investment Valuation and Income Recognition

The Plan's investments include participant loans, registered investment companies, and a money market fund, and are valued at fair value. Investments in registered investments companies and the money market are valued at the fund's reported net asset value ("NAV"). NAV is calculated as of the close of business of the New York Stock Exchange and is based upon the fair value of the fund's underlying securities, less fund liabilities. When calculating a fund's NAV, portfolio securities for which market quotations are readily available are generally valued at their market value, which is typically the last quoted sales price at the time of valuation. When there are no readily available market quotations for a security, the portfolio security is valued based on its fair value, which is typically the amount which the fund might reasonably expect to receive for the security upon a current sale. Participant loans are valued at their outstanding balances, which approximate fair value.

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.

Purchases and sales of marketable securities are reflected on a trade-date basis. Dividend income is recorded on the dividend date. Interest income is recorded as earned on the accrual basis.

In accordance with the Plan's policy of stating marketable securities at market value, the change in net appreciation (depreciation) in the fair value of investments for the fiscal year is reflected in the statement of changes in net assets available for benefits.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (*Continued*)

Investment Risk

The Plan's investments are not insured and are subject to credit and market risks. Financial information relating to those investments is included in these financial statements based on information provided by Fidelity Management Trust Company as the Plan Custodian.

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

Contributions

Company contributions to the Plan are recorded in the period in which they become obligations of the Company.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

In preparing these financial statements, the Plan Sponsor has evaluated events and transactions for potential recognition through October 12, 2010, the date the financial statements were available to be issued.

NOTE 3 - PLAN CERTIFICATION

The Plan Custodian held the Plan's investments and executed all investment transactions. All investment information disclosed in the accompanying financial statements and supplemental schedules, including investments held at December 31, 2009 and 2008, net appreciation in fair value of investments, and dividends and interest for the year ended December 31, 2009, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by the Plan Custodian.

NOTE 4 - INCOME TAX STATUS

The Plan is designed to be a qualified trust under Section 401 of the Internal Revenue Code ("IRC") and is subject to the provisions of ERISA. The Plan has not requested a determination letter from the Internal Revenue Service ("IRS") stating that the Plan is qualified under Section 401 of the IRC. However, the adopted Plan is based on a prototype plan prepared and maintained by Fidelity Management Trust Company. The prototype plan received a letter of determination of qualification from the IRS, dated October 9, 2003. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the adopted and amended Plan continues to qualify and will remain exempt from federal income taxes under Section 401. Therefore, no provision for income taxes has been included in the Plan's financial statements. As of December 31, 2009, with few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal taxing authorities for any years before 2006.

NOTE 5 - INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets as of December 31, 2009 and 2008:

	Fair Value	
	2009	2008
Fidelity Puritan Fund	**$ 56,143**	*
Fidelity Investors Growth Bond Fund	**$ 68,854**	$53,105
Fidelity Intermediate Bond Fund	**$ 61,778**	$49,593
Fidelity Total Bond Fund	**$ 83,894**	$62,605
Fidelity Retirement Money Market Fund	*	$60,244
Fidelity Freedom 2010 Fund	**$ 74,045**	$53,746
Fidelity Freedom 2020 Fund	**$ 82,389**	$61,726
Fidelity Freedom 2030 Fund	**$105,976**	$56,631
Fidelity Freedom 2005 Fund	*	$44,153
Fidelity Freedom 2015 Fund	**$109,606**	$84,122
Fidelity Freedom 2025 Fund	**$ 91,504**	$66,948

**Less than 5% of net assets*

NOTE 6 - FAIR VALUE MEASUREMENT

The fair value of financial instruments is presented based upon a hierarchy of levels that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The three levels of the fair value hierarchy under Financial Accounting Standards Board Accounting Standards Codification ("FASB ASC") 820-10, 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.

NOTE 6 - FAIR VALUE MEASUREMENT (*Continued*)

- Level 2 - Inputs to the valuation methodology that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. 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 following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2009 and 2008:

	December 31, 2009			
	Level 1	Level 2	Level 3	Total
Investments:				
Money market funds	$ 38,941	$ -	$ -	$ 38,941
Bond funds	214,854	-	-	214,854
Balanced/hybrid fund	56,143	-	-	56,143
Large cap funds	75,240	-	-	75,240
Mid cap funds	28,199	-	-	28,199
Small cap funds	3,312	-	-	3,312
International/global equity funds	25,611	-	-	25,611
Specialty funds (real estate)	1,291	-	-	1,291
Target-date funds	576,230	-	-	576,230
Loans to participants	-	-	29,839	29,839
Investments at fair value	$ 1,019,821	$ -	$ 29,839	$ 1,049,660

	December 31, 2008			
	Level 1	Level 2	Level 3	Total
Investments:				
Registered investment companies	$ 700,692	$ -	$ -	$ 700,692
Money market	60,244	-	-	60,244
Loans to participants	-	-	40,042	40,042
Investments at fair value	$ 760,936	$ -	$ 40,042	$ 800,978

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

	Participant Loans
Balance as of January 1, 2009	$ 40,042
Issuances	10,881
Repayments	(13,269)
Settlements, net	(7,815)
Balance as of December 31, 2009	$ 29,839

NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2009 and 2008:

	2009	2008
Per financial statements	**$1,051,739**	$ 804,703
Less: Employer contributions receivable	**(263)**	(413)
Less: Participant contributions receivable	**(1,816)**	(3,312)
Net assets available for benefits per Form 5500	**$1,049,660**	$ 800,978

The following is a reconciliation of the net decrease in net assets available for benefits per the financial statements to the Plan's IRS Form 5500 for the year ended December 31, 2009:

Net increase in net assets available for benefits per financial statements	**$ 247,036**
Add: Contributions receivable at December 31, 2008	**3,725**
Less: Contributions receivable at December 31, 2009	**(2,079)**
Net increase in net assets available for benefits per Form 5500	**$ 248,682**

NOTE 8 - PROHIBITED TRANSACTIONS

The Company determined that certain employee contributions were not transmitted to the Plan in a timely manner during the year ended December 31, 2008. The Company corrected these untimely transactions during the Plan year ended December 31, 2009.

SUPPLEMENTAL SCHEDULES

SENIOR CARE 401(k) PLAN

FORM 5500 - SCHEDULE H, LINE 4(a) -
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
EIN: 20-5347202
Plan Number: 001

Year Ended December 31, 2009

Participant Contributions Transferred Late to Plan	Total That Constitutes Nonexempt Prohibited Transactions $706*			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if late participant loan repayments are included	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
☐	$ -	$706*	$ -	$ -

** 2008 Late contributions corrected in 2009*

See Report of Independent Certified Public Accountants.

SENIOR CARE 401(k) PLAN

FORM 5500 - SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 20-5347202
Plan Number: 001

December 31, 2009

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment	(e) Current Value
*	Fidelity Investments	Fidelity Fund	$ 4,894
*	Fidelity Investments	Puritan Fund	$ 56,143
*	Fidelity Investments	Value Strategies Fund	$ 4,074
*	Fidelity Investments	Equity Income Fund	$ 17,169
*	Fidelity Investments	Investment Grade Bond Fund	$ 68,854
*	Fidelity Investments	Intermediate Bond Fund	$ 61,778
*	Fidelity Investments	Value Fund	$ 2,852
*	Fidelity Investments	OTC Portfolio Fund	$ 21,390
*	Fidelity Investments	Overseas Fund	$ 7,246
*	Fidelity Investments	Leveraged Company Stock Fund	$ 6,616
*	Fidelity Investments	Real Estate Investors Fund	$ 1,291
*	Fidelity Investments	International Discovery Fund	$ 17,588
*	Fidelity Investments	Capital Appreciation Fund	$ 6,562
*	Fidelity Investments	Blue Chip Growth Fund	$ 869
*	Fidelity Investments	Equity Income II Fund	$ 363
*	Fidelity Investments	Growth Strategies Fund	$ 2,344
*	Fidelity Investments	EXP & Multinational Fund	$ 5,253
*	Fidelity Investments	International Cap Appreciation	$ 777
*	Fidelity Investments	Small Cap Independence Fund	$ 2,841
*	Fidelity Investments	Large Cap Stock Fund	$ 933
*	Fidelity Investments	Freedom Income Fund	$ 4,529
*	Fidelity Investments	Freedom 2010 Fund	$ 74,045
*	Fidelity Investments	Freedom 2020 Fund	$ 82,389
*	Fidelity Investments	Freedom 2030 Fund	$ 105,976
*	Fidelity Investments	Fidelity Small Cap Discovery Fund	$ 217
*	Fidelity Investments	Spartan Total Market Index Fund	$ 15,993
*	Fidelity Investments	Spartan Extended Market Index Fund	$ 3,916
*	Fidelity Investments	Short Term Bond Fund	$ 328
*	Fidelity Investments	Fifty Fund	$ 9,838
*	Fidelity Investments	Retirement Money Market Fund	$ 38,941
*	Fidelity Investments	Large Cap Value Fund	$ 2,557
*	Fidelity Investments	Freedom 2040 Fund	$ 24,118
*	Fidelity Investments	Mid Cap Growth Fund	$ 3,144
*	Fidelity Investments	Total Bond Fund	$ 83,894
*	Fidelity Investments	Value Discovery Fund	$ 4,510
*	Fidelity Investments	Freedom 2005 Fund	$ 18,315
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*	Fidelity Investments	Small Cap Value Fund	$ 254
*	Fidelity Investments	Freedom 2045 Fund	$ 5,994
*	Fidelity Investments	Freedom 2050 Fund	$ 18,424
*	Participant Loans	Interest rate range 5.00% - 10.25%	$ 29,839

* *Party-in-interest*

See Report of Independent Certified Public Accountants.

SENIOR CARE 401(k) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

Year Ended December 31, 2009

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MOORE STEPHENS
LOVELACE, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Plan Administrator
Senior Care 401(k) Plan
Dayton, Ohio

We were engaged to audit the statements of net assets available for benefits of Senior Care 401(k) Plan (the "Plan") as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009, and the supplemental schedules as of December 31, 2009. These financial statements and supplemental schedules are the responsibility of the Plan's management. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the basic financial statements.

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 investment information summarized in Note 3, which was certified by Fidelity Management Trust Company (the "Plan Custodian"), except for comparing such information with the related information included in the accompanying financial statements and supplemental schedules. We have been informed by the Plan administrator that the Plan Custodian holds the Plan's investment assets and executes investments. The Plan administrator has obtained certifications from the Plan Custodian as of December 31, 2009 and 2008, and for the year ended December 31, 2009, that the information provided to the Plan administrator by the Plan Custodian 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 schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the investment information certified by the Plan Custodian, has 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.

Moore Stephens Lovelace, P.A.

Certified Public Accountants

Orlando, Florida
October 12, 2010

SENIOR CARE 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2009 and 2008

	2009	2008
ASSETS		
Investments, at fair value:		
Money market	**$ 38,941**	$ 60,244
Registered investment companies	**980,880**	700,692
Participant loans	**29,839**	40,042
TOTAL INVESTMENTS	**1,049,660**	800,978
Contributions receivable:		
Employer	**263**	413
Participants	**1,816**	3,312
TOTAL RECEIVABLES	**2,079**	3,725
TOTAL ASSETS	**1,051,739**	804,703
LIABILITIES	**-**	-
NET ASSETS AVAILABLE FOR BENEFITS	**$ 1,051,739**	$ 804,703

The accompanying notes are an integral part of the financial statements.

SENIOR CARE 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2009

INVESTMENT INCOME:		
Net appreciation in fair value of investments		$ 169,179
Interest and dividends		32,184
	TOTAL INVESTMENT INCOME	201,363
CONTRIBUTIONS:		
Employer		20,627
Participants		152,312
Rollovers		13,195
	TOTAL CONTRIBUTIONS	186,134
DEDUCTIONS:		
Benefits paid to participants		136,536
Administrative expenses		3,925
	TOTAL DEDUCTIONS	140,461
	NET INCREASE IN NET ASSETS	247,036
NET ASSETS AVAILABLE FOR BENEFITS - BEGINNING OF YEAR		804,703
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR		$ 1,051,739

The accompanying notes are an integral part of the financial statements.

SENIOR CARE 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Year Ended December 31, 2009

NOTE 1 - PLAN DESCRIPTION

The following description of Senior Care 401(k) Plan (the "Plan") (f/k/a Dayton Senior Care d/b/a Friendship Village 401(k) Salary Savings 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, which was established on July 1, 1997 and subsequently amended, is classified as a defined-contribution plan covering all eligible employees of Dayton Senior Care, LLC d/b/a Friendship Village; Sebring Senior Care, LLC d/b/a The Palms of Sebring; Cincinnati Senior Care, LLC d/b/a Hyde Park Health Center; Covington Investments, LLC, and Covington Senior Living, LLC (collectively, the "Company"/"Employer"/"Plan Sponsor"), who are age 21 or older, have completed three months of continuous service during the Plan year, and are employed on the next entry date. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Participation in the Plan is voluntary. Dayton Senior Care, LLC; Sebring Senior Care, LLC; Cincinnati Senior Care, LLC, Covington Investments, LLC, and Covington Senior Living, LLC are related through common ownership.

Contributions

Under the Plan, each participant may elect to contribute, on a tax-deferred basis, from 1% to 90% of their eligible salary each payroll period. Participants may also contribute amounts representing distributions from other qualified defined-contribution plans. Company matching contributions are determined each payroll period and currently equal 15% of the first 10% of the participant's compensation that is deferred as an elective deferral. The Company may also make non-elective contributions to the Plan at its sole discretion.

Participant Accounts

Under the Plan, a separate account is maintained for each participant, and each participant account is credited with the participant's contribution, an allocation of the Company's matching contribution, an allocation of the Company's discretionary contribution, and an allocation of Plan earnings or losses. Allocations to participants' accounts are based on participants' compensation or account balances, as defined by the provisions of the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

NOTE 1 - PLAN DESCRIPTION (*Continued*)

Investment Options

Upon enrollment in the Plan, participants may elect to have their employee and Company contributions and related earnings thereon allocated to one or more registered investment company funds offered by the Plan and held at Fidelity Management Trust Company (the "Plan Custodian").

Vesting

Participants are immediately vested in all participant contributions and the Company's matching and discretionary contributions.

Participant Loans

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of the lesser of $50,000, or 50%, of the value of the accrued benefit of their account balance. Loan transactions are treated as transfers between the Investment Fund and the Loan Fund. Loan terms range from 1-5 years, or up to 10 years for the purchase of a principal residence. The loans are collateralized by the balance in the participant's account and bear interest at a variable rate, as defined by the Plan. Principal and interest is paid ratably through payroll deductions. Participants may have only one outstanding loan at a time.

Payment of Benefits

Distribution of benefits may be made in a lump-sum, cash payment equal to the value of the participant's interest in their account. Upon termination of service, for reasons other than death, disability or retirement, a participant may receive a lump-sum payment equal to the value of their account. There were no vested amounts allocated to accounts of participants who, as of December 31, 2009, elected to withdraw from the Plan but had not yet been paid.

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

These financial statements are presented on the accrual basis.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (*Continued*)

Estimates

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

Administration and Other Costs

Plan administration costs charged to the Plan for the year ended December 31, 2009 were approximately $4,000. Certain administration costs are paid for by the Plan Sponsor. Investment fees, commissions, and related expenses are included in net appreciation (depreciation) in fair value of investments in these financial statements.

Investment Valuation and Income Recognition

The Plan's investments include participant loans, registered investment companies, and a money market fund, and are valued at fair value. Investments in registered investments companies and the money market are valued at the fund's reported net asset value ("NAV"). NAV is calculated as of the close of business of the New York Stock Exchange and is based upon the fair value of the fund's underlying securities, less fund liabilities. When calculating a fund's NAV, portfolio securities for which market quotations are readily available are generally valued at their market value, which is typically the last quoted sales price at the time of valuation. When there are no readily available market quotations for a security, the portfolio security is valued based on its fair value, which is typically the amount which the fund might reasonably expect to receive for the security upon a current sale. Participant loans are valued at their outstanding balances, which approximate fair value.

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.

Purchases and sales of marketable securities are reflected on a trade-date basis. Dividend income is recorded on the dividend date. Interest income is recorded as earned on the accrual basis.

In accordance with the Plan's policy of stating marketable securities at market value, the change in net appreciation (depreciation) in the fair value of investments for the fiscal year is reflected in the statement of changes in net assets available for benefits.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (*Continued*)

Investment Risk

The Plan's investments are not insured and are subject to credit and market risks. Financial information relating to those investments is included in these financial statements based on information provided by Fidelity Management Trust Company as the Plan Custodian.

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

Contributions

Company contributions to the Plan are recorded in the period in which they become obligations of the Company.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

In preparing these financial statements, the Plan Sponsor has evaluated events and transactions for potential recognition through October 12, 2010, the date the financial statements were available to be issued.

NOTE 3 - PLAN CERTIFICATION

The Plan Custodian held the Plan's investments and executed all investment transactions. All investment information disclosed in the accompanying financial statements and supplemental schedules, including investments held at December 31, 2009 and 2008, net appreciation in fair value of investments, and dividends and interest for the year ended December 31, 2009, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by the Plan Custodian.

NOTE 4 - INCOME TAX STATUS

The Plan is designed to be a qualified trust under Section 401 of the Internal Revenue Code ("IRC") and is subject to the provisions of ERISA. The Plan has not requested a determination letter from the Internal Revenue Service ("IRS") stating that the Plan is qualified under Section 401 of the IRC. However, the adopted Plan is based on a prototype plan prepared and maintained by Fidelity Management Trust Company. The prototype plan received a letter of determination of qualification from the IRS, dated October 9, 2003. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the adopted and amended Plan continues to qualify and will remain exempt from federal income taxes under Section 401. Therefore, no provision for income taxes has been included in the Plan's financial statements. As of December 31, 2009, with few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal taxing authorities for any years before 2006.

NOTE 5 - INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets as of December 31, 2009 and 2008:

	Fair Value	
	2009	2008
Fidelity Puritan Fund	**$ 56,143**	*
Fidelity Investors Growth Bond Fund	**$ 68,854**	$53,105
Fidelity Intermediate Bond Fund	**$ 61,778**	$49,593
Fidelity Total Bond Fund	**$ 83,894**	$62,605
Fidelity Retirement Money Market Fund	*	$60,244
Fidelity Freedom 2010 Fund	**$ 74,045**	$53,746
Fidelity Freedom 2020 Fund	**$ 82,389**	$61,726
Fidelity Freedom 2030 Fund	**$105,976**	$56,631
Fidelity Freedom 2005 Fund	*	$44,153
Fidelity Freedom 2015 Fund	**$109,606**	$84,122
Fidelity Freedom 2025 Fund	**$ 91,504**	$66,948

**Less than 5% of net assets*

NOTE 6 - FAIR VALUE MEASUREMENT

The fair value of financial instruments is presented based upon a hierarchy of levels that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The three levels of the fair value hierarchy under Financial Accounting Standards Board Accounting Standards Codification ("FASB ASC") 820-10, 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.

NOTE 6 - FAIR VALUE MEASUREMENT (*Continued*)

- Level 2 - Inputs to the valuation methodology that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. 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 following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2009 and 2008:

	December 31, 2009			
	Level 1	Level 2	Level 3	Total
Investments:				
Money market funds	$ 38,941	$ -	$ -	$ 38,941
Bond funds	214,854	-	-	214,854
Balanced/hybrid fund	56,143	-	-	56,143
Large cap funds	75,240	-	-	75,240
Mid cap funds	28,199	-	-	28,199
Small cap funds	3,312	-	-	3,312
International/global equity funds	25,611	-	-	25,611
Specialty funds (real estate)	1,291	-	-	1,291
Target-date funds	576,230	-	-	576,230
Loans to participants	-	-	29,839	29,839
Investments at fair value	$ 1,019,821	$ -	$ 29,839	$ 1,049,660

	December 31, 2008			
	Level 1	Level 2	Level 3	Total
Investments:				
Registered investment companies	$ 700,692	$ -	$ -	$ 700,692
Money market	60,244	-	-	60,244
Loans to participants	-	-	40,042	40,042
Investments at fair value	$ 760,936	$ -	$ 40,042	$ 800,978

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

	Participant Loans
Balance as of January 1, 2009	$ 40,042
Issuances	10,881
Repayments	(13,269)
Settlements, net	(7,815)
Balance as of December 31, 2009	$ 29,839

NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2009 and 2008:

	2009	2008
Per financial statements	**$1,051,739**	$ 804,703
Less: Employer contributions receivable	**(263)**	(413)
Less: Participant contributions receivable	**(1,816)**	(3,312)
Net assets available for benefits per Form 5500	**$1,049,660**	$ 800,978

The following is a reconciliation of the net decrease in net assets available for benefits per the financial statements to the Plan's IRS Form 5500 for the year ended December 31, 2009:

Net increase in net assets available for benefits per financial statements	**$ 247,036**
Add: Contributions receivable at December 31, 2008	**3,725**
Less: Contributions receivable at December 31, 2009	**(2,079)**
Net increase in net assets available for benefits per Form 5500	**$ 248,682**

NOTE 8 - PROHIBITED TRANSACTIONS

The Company determined that certain employee contributions were not transmitted to the Plan in a timely manner during the year ended December 31, 2008. The Company corrected these untimely transactions during the Plan year ended December 31, 2009.

SUPPLEMENTAL SCHEDULES

SENIOR CARE 401(k) PLAN

FORM 5500 - SCHEDULE H, LINE 4(a) -
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
EIN: 20-5347202
Plan Number: 001

Year Ended December 31, 2009

Participant Contributions Transferred Late to Plan	Total That Constitutes Nonexempt Prohibited Transactions $706*			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if late participant loan repayments are included	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
☐	$ -	$706*	$ -	$ -

** 2008 Late contributions corrected in 2009*

See Report of Independent Certified Public Accountants.

SENIOR CARE 401(k) PLAN

FORM 5500 - SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 20-5347202
Plan Number: 001

December 31, 2009

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment	(e) Current Value
*	Fidelity Investments	Fidelity Fund	$ 4,894
*	Fidelity Investments	Puritan Fund	$ 56,143
*	Fidelity Investments	Value Strategies Fund	$ 4,074
*	Fidelity Investments	Equity Income Fund	$ 17,169
*	Fidelity Investments	Investment Grade Bond Fund	$ 68,854
*	Fidelity Investments	Intermediate Bond Fund	$ 61,778
*	Fidelity Investments	Value Fund	$ 2,852
*	Fidelity Investments	OTC Portfolio Fund	$ 21,390
*	Fidelity Investments	Overseas Fund	$ 7,246
*	Fidelity Investments	Leveraged Company Stock Fund	$ 6,616
*	Fidelity Investments	Real Estate Investors Fund	$ 1,291
*	Fidelity Investments	International Discovery Fund	$ 17,588
*	Fidelity Investments	Capital Appreciation Fund	$ 6,562
*	Fidelity Investments	Blue Chip Growth Fund	$ 869
*	Fidelity Investments	Equity Income II Fund	$ 363
*	Fidelity Investments	Growth Strategies Fund	$ 2,344
*	Fidelity Investments	EXP & Multinational Fund	$ 5,253
*	Fidelity Investments	International Cap Appreciation	$ 777
*	Fidelity Investments	Small Cap Independence Fund	$ 2,841
*	Fidelity Investments	Large Cap Stock Fund	$ 933
*	Fidelity Investments	Freedom Income Fund	$ 4,529
*	Fidelity Investments	Freedom 2010 Fund	$ 74,045
*	Fidelity Investments	Freedom 2020 Fund	$ 82,389
*	Fidelity Investments	Freedom 2030 Fund	$ 105,976
*	Fidelity Investments	Fidelity Small Cap Discovery Fund	$ 217
*	Fidelity Investments	Spartan Total Market Index Fund	$ 15,993
*	Fidelity Investments	Spartan Extended Market Index Fund	$ 3,916
*	Fidelity Investments	Short Term Bond Fund	$ 328
*	Fidelity Investments	Fifty Fund	$ 9,838
*	Fidelity Investments	Retirement Money Market Fund	$ 38,941
*	Fidelity Investments	Large Cap Value Fund	$ 2,557
*	Fidelity Investments	Freedom 2040 Fund	$ 24,118
*	Fidelity Investments	Mid Cap Growth Fund	$ 3,144
*	Fidelity Investments	Total Bond Fund	$ 83,894
*	Fidelity Investments	Value Discovery Fund	$ 4,510
*	Fidelity Investments	Freedom 2005 Fund	$ 18,315
*	Fidelity Investments	Freedom 2015 Fund	$ 109,606
*	Fidelity Investments	Freedom 2025 Fund	$ 91,504
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*	Participant Loans	Interest rate range 5.00% - 10.25%	$ 29,839

* *Party-in-interest*

See Report of Independent Certified Public Accountants.