

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2009 This Form is Open to Public Inspection
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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:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan THE CAREWORKS FAMILY OF COMPANIES 401(K) PROFIT SHARING PLAN & TRUST	1b Three-digit plan number (PN) ▶	001	
	1c Effective date of plan	02/01/1997	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) CAREWORKS OF OHIO, LTD. P.O. BOX 182726 COLUMBUS, OH 43218-2726	2b Employer Identification Number (EIN)	31-1470304	
	2c Sponsor's telephone number	614-792-1085	
	2d Business code (see instructions)	541990	

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	FRANCES R. WATKINS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2010	FRANCES R. WATKINS
	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") CAREWORKS OF OHIO, LTD. P.O. BOX 182726 COLUMBUS, OH 43218-2726	3b Administrator's EIN 31-1470304 3c Administrator's telephone number 614-792-1085
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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	794
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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	793
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	67
d Subtotal. Add lines 6a , 6b , and 6c	6d	860
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	860
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	603
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	
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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 2R 3D 3H

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ 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 CAREWORKS FAMILY OF COMPANIES 401(K) PROFIT SHARING PLAN & TRUST	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 CAREWORKS OF OHIO, LTD.	D Employer Identification Number (EIN) 31-1470304	

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

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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)

NATIONWIDE

ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215

(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 18 19 37 49 59 60 63 64 99	NONE	12325	Yes ☒ No ☐	Yes ☐ No ☒	30857	Yes ☐ No ☒

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

BLUE BENEFITS CONSULTING, INC.

31-1252745

(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?
36 49 99	NONE	2250	Yes ☒ No ☐	Yes ☐ No ☒	10387	Yes ☐ No ☒

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

THE JOSEPH GROUP CAPITAL MANAGEMENT

31-1455395

(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?
49 64	NONE	48477	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
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

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) 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 CAREWORKS FAMILY OF COMPANIES 401(K) PROFIT SHARING PLAN & TRUST	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 CAREWORKS OF OHIO, LTD.	D Employer Identification Number (EIN) 31-1470304	

Part I	Asset and Liability Statement
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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)	510308	641252
(2) Participant contributions	1b(2)	0	35
(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)	400417	517840
(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)	17465522	23398257
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	1736	3833

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	18377983	24561217

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	18377983	24561217
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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)	642849	
(B) Participants	2a(1)(B)	2508669	
(C) Others (including rollovers)	2a(1)(C)	71710	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3223228

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)	29497	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		29497

(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)	504243	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		504243

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		3750136
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		7507104

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1259900	
(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)		1259900
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)	63970	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		63970
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1323870

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		6183234
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: CLARK SCHAEFER HACKETT

(2) EIN: 31-0800053

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.).....	☒		35
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.).....		☒	
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.)		☒	
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.).....		☒	
e Was this plan covered by a fidelity bond?.....	☒		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		☒	
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?		☒	
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?		☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	☒		
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.).....		☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		☒	
l Has the plan failed to provide any benefit when due under the plan?		☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		☒	
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)

INDEPENDENT AUDITORS' REPORT

Trustees

The CareWorks Family of Companies 401(k) Plan and Trust

We were engaged to audit the financial statements of The CareWorks Family of Companies 401(k) Plan and Trust as of and for the years ended December 31, 2009 and 2008, and the supplemental schedules as of and for the year ended December 31, 2009, as listed in the accompanying table of contents. These financial statements and supplemental schedules 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 (ERISA), 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 Nationwide Trust Company, FSB, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information in the Plan's financial statements and supplemental schedules 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 information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Clark, Schaefer, Hackett & Co.

Columbus, Ohio
October 13, 2010

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columbus, oh 43235

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The CareWorks Family of Companies 401(k) Plan and Trust

Financial Statements and Supplemental Schedules

December 31, 2009 and 2008

with Independent Auditors' Report



CLARK SCHAEFER HACKETT
STRENGTH IN NUMBERS

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INDEPENDENT AUDITORS' REPORT

Trustees

The CareWorks Family of Companies 401(k) Plan and Trust

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The CareWorks Family of Companies 401(k) Plan and Trust
Statements of Net Assets Available for Benefits
December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Investments:		
Mutual funds	\$ 23,398,257	17,465,522
Self-directed brokerage account	3,833	1,736
Participant notes receivable	<u>517,840</u>	<u>400,417</u>
	<u>23,919,930</u>	<u>17,867,675</u>
Contributions receivable:		
Participant	35	-
Employer	<u>641,252</u>	<u>510,308</u>
	<u>641,287</u>	<u>510,308</u>
Net assets available for benefits	\$ <u>24,561,217</u>	<u>18,377,983</u>

See accompanying notes to financial statements.

The CareWorks Family of Companies 401(k) Plan and Trust
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Investment activity:		
Net appreciation (depreciation) in fair value of investments	\$ <u>3,750,136</u>	<u>(8,331,702)</u>
Interest and dividends:		
Participant notes receivable	29,497	34,580
Other	<u>504,243</u>	<u>1,062,570</u>
	<u>533,740</u>	<u>1,097,150</u>
	<u>4,283,876</u>	<u>(7,234,552)</u>
Contributions:		
Rollovers	71,710	192,695
Participants'	2,508,669	2,320,269
Employer's - cash	<u>642,849</u>	<u>504,272</u>
	<u>3,223,228</u>	<u>3,017,236</u>
Benefits paid	1,259,900	1,498,144
Administrative expenses	<u>63,970</u>	<u>59,938</u>
	<u>1,323,870</u>	<u>1,558,082</u>
Net increase (decrease)	6,183,234	(5,775,398)
Net assets available for benefits:		
Beginning of year	<u>18,377,983</u>	<u>24,153,381</u>
End of year	\$ <u>24,561,217</u>	<u>18,377,983</u>

See accompanying notes to financial statements.

1. DESCRIPTION OF PLAN:

The following description of The CareWorks Family of Companies 401(k) Plan and Trust (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees of CareWorks of Ohio Ltd. and affiliated adopting companies (collectively, the Employer) who have attained age 18. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, participants may contribute a minimum of 3% and up to a maximum of 75% of eligible compensation, as defined by the Plan, subject to limitation by law. The participants' elective deferrals are not taxed as compensation in the year of deferral. Participants will be automatically enrolled at 3% if the plan administrator does not receive a signed enrollment form electing a different percentage or a signed form where the participant declines participation. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants who reach age 50 may elect to make catch-up contributions.

The Employer may elect to make discretionary matching and profit sharing contributions. The Employer matched 40% of the first 6% that a participant contributed to the Plan during 2009. The Employer matched 33% of the first 6% that a participant contributed to the Plan during 2008. There was no discretionary profit sharing contribution for 2009 or 2008.

Participant accounts

Each participant's account is credited with the participant's contributions, an allocation of the Employer's contribution and Plan earnings or losses thereon. Each participant's account is 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 account. The Plan's investments are participant-directed.

Vesting

Participants are immediately vested in their elective contributions and the portion of their account attributable to Employer discretionary profit sharing contributions. Effective January 1, 2009, participants are vested in Employer discretionary matching contributions after one year of service. Prior to January 1, 2009, participants were immediately vested in Employer discretionary matching and discretionary profit sharing contributions.

Payment of benefits

Upon termination of service, death, disability, or retirement, a participant (or beneficiary, if applicable) may receive a lump-sum amount equal to the vested value of his or her account.

Participant notes receivable

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of the vested portion of their account balance. Note terms range from one year to five years (or longer for the purchase of a primary residence) and a participant may only have one outstanding note at a time. The notes are secured by the balance in the participant's account and bear interest at a reasonable rate as determined by the plan administrator at the time of granting the participant note. Principal and interest are paid ratably through payroll deductions.

Administrative expenses

Certain expenses incurred in the administration of the Plan are paid by the Employer.

Forfeited accounts

Forfeitures are used to first pay plan administrative expenses and then to reduce future Employer contributions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

The following accounting principles and practices of the Plan are set forth to facilitate the understanding of data presented in the financial statements:

Basis of accounting

The financial statements are prepared on the accrual basis of accounting.

Use of 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 certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment valuation and income recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 9 for discussion of fair value measurements. Interest income is recognized when earned. Dividends are recorded on the ex-dividend date. Purchases and sales of securities are recorded on a trade date basis.

Risks and uncertainties

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

Payment of benefits

Benefits are recognized when paid.

Subsequent events

The Plan evaluates events and transactions occurring subsequent to the date of the financial statements for matters requiring recognition or disclosure in the financial statements. The Plan has evaluated subsequent events through October 13, 2010, the date the financial statements were available to be issued.

3. CUSTODIAN CERTIFICATION:

The following information included in the accompanying financial statements and supplemental schedules were obtained from data that has been prepared and certified to as complete and accurate by Nationwide Trust Company, FSB, the custodian of the Plan, and furnished to the plan administrator:

- Investments
- Net appreciation (depreciation) in fair value of investments
- Interest and dividends
- Assets held at end of year

4. FORFEITED ACCOUNTS:

Forfeited nonvested accounts were \$2,401 at December 31, 2009. There were no forfeited nonvested accounts as of December 31, 2008. During 2008, forfeited nonvested accounts of \$7,081 were used to pay Employer matching contributions. During 2009, no forfeited nonvested accounts were used to pay Employer matching contributions.

5. PLAN TERMINATION:

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

6. TAX STATUS:

The Plan has received a determination letter from the Internal Revenue Service dated January 19, 2005, which stated that the Plan and the related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

The plan administrator discovered that one of the affiliated companies did not execute a participation agreement upon entering the Plan on January 1, 2007. The agreement was executed on May 2, 2008. The Employer corrected the error through the Voluntary Fiduciary Correction Program (VFCP) during 2008 and received verification from the IRS during 2009 that the correction was accepted.

Although the Plan states that participants are fully vested in Employer contributions, certain distributions to participants were subjected to a vesting schedule. During the year ended December 31, 2009, the plan administrator took corrective action to all affected participants as necessary in accordance with IRS guidelines.

7. INVESTMENTS:

The fair value of individual investments that represent 5% or more of the Plan's net assets available at December 31, 2009 and 2008 are as follows:

	<u>2009</u>	<u>2008</u>
Growth Fund of America R5	\$ 1,550,786	1,104,449
American Century Equity Index Income	1,549,421	1,139,285
Nationwide Investor Destinations Moderate Aggressive Svc	2,704,803	2,115,358
Nationwide Investor Destinations Moderate Svc	3,636,515	2,906,290
Nationwide Money Market Inst	2,230,185	2,466,279

The Plan's investments in mutual funds (including investments bought, sold, and held during the year) appreciated in value by \$3,750,136 during the year ended December 31, 2009 and depreciated in value by \$8,331,702 during the year ended December 31, 2008.

8. RELATED PARTY TRANSACTIONS:

Certain Plan investments are shares of investment contracts managed by Nationwide Trust Company, FSB, the custodian of the Plan. Therefore, transactions involving these investment contracts qualify as party-in-interest transactions.

9. FAIR VALUE MEASUREMENTS:

Financial Accounting Standards Board's *Fair Value Measurements and Disclosures* provides the 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 or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2: Inputs to the valuation methodology include:
 - Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;
 - Inputs other than quoted prices that are observable for the asset or liability;
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

The following is a description of the valuation methodologies used for assets measured at fair value. In 2009, the Plan adopted disclosure guidance which requires greater disaggregation of the categories of debt and equity securities held as of December 31, 2009. There have been no changes in methodologies used at December 31, 2009 and 2008.

- *Mutual funds*: Valued at the net asset value ("NAV") of shares held by the plan at year-end.
- *Self-directed brokerage account*: Valued at observable market quotations for identical assets and are priced on a daily basis. The accounts hold primarily common stocks.
- *Participant notes receivable*: Valued at amortized cost, which approximates fair value.

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

The CareWorks Family of Companies 401(k) Plan and Trust
Notes to Financial Statements
December 31, 2009 and 2008

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:

<u>Assets at Fair Value as of December 31, 2009</u>				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Specialty	\$ 1,474,916	-	-	1,474,916
International	2,245,502	-	-	2,245,502
Small-cap	511,190	-	-	511,190
Mid-cap	1,316,504	-	-	1,316,504
Large-cap	4,317,247	-	-	4,317,247
Balanced	9,227,512	-	-	9,227,512
Bonds	1,956,989	-	-	1,956,989
Money market	2,230,185	-	-	2,230,185
Natural resources	29,903	-	-	29,903
Real estate	12,734	-	-	12,734
Equity energy	23,550	-	-	23,550
Moderate allocation	<u>52,025</u>	<u>-</u>	<u>-</u>	<u>52,025</u>
	<u>23,398,257</u>	<u>-</u>	<u>-</u>	<u>23,398,257</u>
Self-directed brokerage account:				
Technology	1,040	-	-	1,040
Industrial goods	1,352	-	-	1,352
Consumer goods	340	-	-	340
Basic materials	138	-	-	138
Financial	176	-	-	176
Services	47	-	-	47
Healthcare	273	-	-	273
Money market	<u>467</u>	<u>-</u>	<u>-</u>	<u>467</u>
	<u>3,833</u>	<u>-</u>	<u>-</u>	<u>3,833</u>
Participant notes receivable	<u>-</u>	<u>-</u>	<u>517,840</u>	<u>517,840</u>
Total assets at fair value	\$ <u>23,402,090</u>	<u>-</u>	<u>517,840</u>	<u>23,919,930</u>

<u>Assets at Fair Value as of December 31, 2008</u>				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 17,465,522	-	-	17,465,522
Self-directed brokerage account	1,736	-	-	1,736
Participant notes receivable	<u>-</u>	<u>-</u>	<u>400,417</u>	<u>400,417</u>
Total assets at fair value	\$ <u>17,467,258</u>	<u>-</u>	<u>400,417</u>	<u>17,867,675</u>

The CareWorks Family of Companies 401(k) Plan and Trust
Notes to Financial Statements
December 31, 2009 and 2008

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the years ended December 31, 2009 and 2008:

	<u>Participant Notes Receivable</u>	
	<u>2009</u>	<u>2008</u>
Balance, beginning of year	\$ 400,417	474,551
Purchases, sales, issuances and settlements (net)	<u>117,423</u>	<u>(74,134)</u>
Balance, end of year	\$ <u>517,840</u>	<u>400,417</u>

10. NONEXEMPT TRANSACTIONS:

A participant deferral from one manual payroll in 2008 totaling \$35 was not received by the Plan in a timely manner. The Employer plans to take necessary corrective actions in 2010 to correct the affected participant's account.

(a)	(b) Identity of Issue, Borrower, Lesser or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e)
				Current Value
	AMCAP Fund Class R5	Mutual Fund	**	\$ 661
	American High Income Trust Class R5	Mutual Fund	**	1,181
	American Mutual Fund Class R5	Mutual Fund	**	10,354
	Capital Income Bldr Class R5	Mutual Fund	**	36,421
	Capital World Growth & Income R5	Mutual Fund	**	9,857
	Capital World Bond Fund Class R5	Mutual Fund	**	17,569
	Europacific Growth Fund R5	Mutual Fund	**	391,192
	Alger Capital Appreciation Instl I	Mutual Fund	**	43,238
	Fundamental Investor Class R5	Mutual Fund	**	14,190
	Growth Fund of America R3	Mutual Fund	**	5
	Growth Fund of America R5	Mutual Fund	**	1,550,786
	American century Infl-Aje Db Instl	Mutual Fund	**	192,796
	Intermediate Bond Fund of America R5	Mutual Fund	**	838
	InvestmentCo of America R5	Mutual Fund	**	39,290
	New Prespective Fund Class R5	Mutual Fund	**	15,118
	New World Fund Class R5	Mutual Fund	**	15,307
	Smallcap World Fund Class R5	Mutual Fund	**	2,479
	The Bond Fund of America R5	Mutual Fund	**	41,921
	The New Economy Fund Class R5	Mutual Fund	**	15,874
	US Government Securities Fund Class R5	Mutual Fund	**	89,197
	Washington Mutual Investors R5	Mutual Fund	**	19,738
	AIM Capital Development Fund A	Mutual Fund	**	61
	AIM Energy Fund	Mutual Fund	**	18,866
	Aberdeen Small Cap A	Mutual Fund	**	4,845
	Allianz RCM Technology A	Mutual Fund	**	427,028
	American Century Equity Index Income	Mutual Fund	**	1,549,421
	Astrn Tamro Small Cap N	Mutual Fund	**	5,727
	Baron Partners Fund	Mutual Fund	**	510,757
	Baron Small Cap	Mutual Fund	**	29,565
	BlackRock GNMA Port Inv A	Mutual Fund	**	119,461
	BlackRock Golbal Resource Inv A	Mutual Fund	**	138,943
	BlackRock energy & resources inv A	Mutual Fund	**	4,684
	BlackRock International Opportunity Portfolio A	Mutual Fund	**	167,145
	BlackRock Natural Resources Trust A	Mutual Fund	**	6,156
	BlackRock Equity Dividend A	Mutual Fund	**	22,379
	BlackRock Health Sciences Ops Inv A	Mutual Fund	**	157,376
	Buffalo Small Cap Fund	Mutual Fund	**	336,814
	Cambiar Opportunity Fund Portfolio	Mutual Fund	**	16,103
	Davis Financial Fund A	Mutual Fund	**	27,280
	Davis Select Am Shares S	Mutual Fund	**	42,349
	Dodge & Cox International Stock Fund	Mutual Fund	**	34,642
	Dreyfus Greater China A	Mutual Fund	**	26,876
	Dryden Global Real Estate A	Mutual Fund	**	130,239
	DWS Global International Latian American Equity A	Mutual Fund	**	14,708
	Ev Divid Bldr A	Mutual Fund	**	26,635
	Ev Small Cap Growth Fund A	Mutual Fund	**	3,457
	Fed Stock Trust	Mutual Fund	**	8,761
	Fidelity Advisor Equity Growth Fund A	Mutual Fund	**	2,968
	Frank MSF Mutbea Fund A	Mutual Fund	**	25,903
	Franklin Development Mkt Tr A	Mutual Fund	**	248
	Franklin Mutual Discovery Fund A	Mutual Fund	**	479,341

(Continued)

See accompanying notes to financial statements.

(a)	(b) Identity of Issue, Borrower, Lesser or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Harbor International Investor Fund	Mutual Fund	** \$	227,116
	Heartland Select Value Fund	Mutual Fund	**	4,665
	Ivy European Opportunities Fund Y	Mutual Fund	**	6,265
	Ivy Global Natural Resources Fund Y	Mutual Fund	**	13,228
	Ivy International Core Equity Y	Mutual Fund	**	7,951
	JP Morgan Small Cap Value Fund A	Mutual Fund	**	34,278
	Janus Adviser Forty S	Mutual Fund	**	65,679
	Jennsion National Resources A	Mutual Fund	**	10,518
	Jennsion Overseas I	Mutual Fund	**	313,302
	Jennison Utility Fund A	Mutual Fund	**	106,152
	Lazard Emerging Markets Equity Open	Mutual Fund	**	494,178
	Loomis Sayles Bond Fund Admin	Mutual Fund	**	227,042
	Manning and Napier Extend Term	Mutual Fund	**	209
	Manning and Napier Maximum Term	Mutual Fund	**	33,192
	Mfs Tech R1	Mutual Fund	**	14,360
*	Nationwide Investor Destinations Aggressive Svc	Mutual Fund	**	1,131,796
*	Nationwide Investor Destinations Conservative Svc	Mutual Fund	**	268,612
*	Nationwide Investor Destinations Moderate Aggressive Svc	Mutual Fund	**	2,704,803
*	Nationwide Investor Destinations Moderate Conservative Svc	Mutual Fund	**	909,436
*	Nationwide Investor Destinations Moderate Svc	Mutual Fund	**	3,636,515
*	Nationwide Mid Cap Market Index A	Mutual Fund	**	113,846
*	Nationwide Money Market Inst	Mutual Fund	**	2,230,185
*	Nationwide S&P 500 Index Sc	Mutual Fund	**	93,910
*	Nationwide Smallcap Index A	Mutual Fund	**	53,251
	Neu Ber Partners Fd Tc	Mutual Fund	**	23,276
	Oakmark Equity & Income Fund II	Mutual Fund	**	51,817
	Oppenheimer International Bond Fund A	Mutual Fund	**	204,078
	Oppenheimer Small & Mid Cap Value A	Mutual Fund	**	12,649
	PIMCO All Asset Fund A	Mutual Fund	**	437,407
	PIMCO Funds Total Return Fund A	Mutual Fund	**	673,993
	Pioneer Cullen Value A	Mutual Fund	**	693,618
	Principal Inv High Yield A	Mutual Fund	**	354,034
	RS Global Natural Resources A	Mutual Fund	**	407,771
	RS Value A	Mutual Fund	**	4,016
	Royce Value Pls K	Mutual Fund	**	31,852
	RiverSource Mid Cap Value A	Mutual Fund	**	651,588
	Rydex Multi Hedge Strategies H	Mutual Fund	**	632
	T Rowe Price New Income Fund r	Mutual Fund	**	56,015
	Vanguard Growth & Income Fund Instl	Mutual Fund	**	2,897
	Vanguard Growth Index Fund Instl	Mutual Fund	**	13,861
	Vanguard Inflation-Protected Secs Instl	Mutual Fund	**	1,625
	Vanguard REIT Index Fund Instl	Mutual Fund	**	12,734
	Vanguard Small Cap Value Index Instl	Mutual Fund	**	1,478
	Vanguard Short-Term US Treasury Instl	Mutual Fund	**	181,319
	Vanguard Small Cap Growth Index Instl	Mutual Fund	**	9,922
	Vanguard Value Index Fund Instl	Mutual Fund	**	2,157
	Wells Fargo Advantage Asia Pacific Inv	Mutual Fund	**	3,356
	Wells Fargo Advantage Mid Cap Discp Inv	Mutual Fund	**	18,923
	Self-Directed Brokerage Account	Brokerage account	**	3,833
*	Participant Notes Receivable	4.25% - 10.00%	-	517,840
				<u>\$ 23,919,930</u>

* Indicates party-in-interest to the Plan

** Cost omitted for participant directed investments

The data in this schedule has been certified as complete and accurate by Nationwide Trust Company, FSB, the custodian of the Plan.

See accompanying notes to financial statements.

The CareWorks Family of Companies 401(k) Plan and Trust
 EIN 31-1470304

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions
 PN 001
 Year Ended December 31, 2009

Total That Constitutes Nonexempt Prohibited Transactions									
Participant Contributions Transferred Late to the Plan	Check Here if Late Participant Loan Repayments are Included	Contributions Not Corrected	Contributions Corrected Outside Voluntary Fiduciary Correction Program	Contributions		Total Fully Corrected Under Voluntary Fiduciary Correction Program and PTE 2002-51			
				Pending Correction in Voluntary Fiduciary Correction Program					
Period withheld	Amount								
2008	\$ 35	\$ -	\$ 35	\$ -	\$ -	\$ -			

(a)	(b) Identity of Issue, Borrower, Lesser or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e)
				Current Value
	AMCAP Fund Class R5	Mutual Fund	**	\$ 661
	American High Income Trust Class R5	Mutual Fund	**	1,181
	American Mutual Fund Class R5	Mutual Fund	**	10,354
	Capital Income Bldr Class R5	Mutual Fund	**	36,421
	Capital World Growth & Income R5	Mutual Fund	**	9,857
	Capital World Bond Fund Class R5	Mutual Fund	**	17,569
	Europacific Growth Fund R5	Mutual Fund	**	391,192
	Alger Capital Appreciation Instl I	Mutual Fund	**	43,238
	Fundamental Investor Class R5	Mutual Fund	**	14,190
	Growth Fund of America R3	Mutual Fund	**	5
	Growth Fund of America R5	Mutual Fund	**	1,550,786
	American century Infl-Aje Db Instl	Mutual Fund	**	192,796
	Intermediate Bond Fund of America R5	Mutual Fund	**	838
	InvestmentCo of America R5	Mutual Fund	**	39,290
	New Prespective Fund Class R5	Mutual Fund	**	15,118
	New World Fund Class R5	Mutual Fund	**	15,307
	Smallcap World Fund Class R5	Mutual Fund	**	2,479
	The Bond Fund of America R5	Mutual Fund	**	41,921
	The New Economy Fund Class R5	Mutual Fund	**	15,874
	US Government Securities Fund Class R5	Mutual Fund	**	89,197
	Washington Mutual Investors R5	Mutual Fund	**	19,738
	AIM Capital Development Fund A	Mutual Fund	**	61
	AIM Energy Fund	Mutual Fund	**	18,866
	Aberdeen Small Cap A	Mutual Fund	**	4,845
	Allianz RCM Technology A	Mutual Fund	**	427,028
	American Century Equity Index Income	Mutual Fund	**	1,549,421
	Astrn Tamro Small Cap N	Mutual Fund	**	5,727
	Baron Partners Fund	Mutual Fund	**	510,757
	Baron Small Cap	Mutual Fund	**	29,565
	BlackRock GNMA Port Inv A	Mutual Fund	**	119,461
	BlackRock Golbal Resource Inv A	Mutual Fund	**	138,943
	BlackRock energy & resources inv A	Mutual Fund	**	4,684
	BlackRock International Opportunity Portfolio A	Mutual Fund	**	167,145
	BlackRock Natural Resources Trust A	Mutual Fund	**	6,156
	BlackRock Equity Dividend A	Mutual Fund	**	22,379
	BlackRock Health Sciences Ops Inv A	Mutual Fund	**	157,376
	Buffalo Small Cap Fund	Mutual Fund	**	336,814
	Cambiar Opportunity Fund Portfolio	Mutual Fund	**	16,103
	Davis Financial Fund A	Mutual Fund	**	27,280
	Davis Select Am Shares S	Mutual Fund	**	42,349
	Dodge & Cox International Stock Fund	Mutual Fund	**	34,642
	Dreyfus Greater China A	Mutual Fund	**	26,876
	Dryden Global Real Estate A	Mutual Fund	**	130,239
	DWS Global International Latian American Equity A	Mutual Fund	**	14,708
	Ev Divid Bldr A	Mutual Fund	**	26,635
	Ev Small Cap Growth Fund A	Mutual Fund	**	3,457
	Fed Stock Trust	Mutual Fund	**	8,761
	Fidelity Advisor Equity Growth Fund A	Mutual Fund	**	2,968
	Frank MSF Mutbea Fund A	Mutual Fund	**	25,903
	Franklin Development Mkt Tr A	Mutual Fund	**	248
	Franklin Mutual Discovery Fund A	Mutual Fund	**	479,341

(Continued)

See accompanying notes to financial statements.

(a)	(b) Identity of Issue, Borrower, Lesser or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Harbor International Investor Fund	Mutual Fund	** \$	227,116
	Heartland Select Value Fund	Mutual Fund	**	4,665
	Ivy European Opportunities Fund Y	Mutual Fund	**	6,265
	Ivy Global Natural Resources Fund Y	Mutual Fund	**	13,228
	Ivy International Core Equity Y	Mutual Fund	**	7,951
	JP Morgan Small Cap Value Fund A	Mutual Fund	**	34,278
	Janus Adviser Forty S	Mutual Fund	**	65,679
	Jennsion National Resources A	Mutual Fund	**	10,518
	Jennsion Overseas I	Mutual Fund	**	313,302
	Jennison Utility Fund A	Mutual Fund	**	106,152
	Lazard Emerging Markets Equity Open	Mutual Fund	**	494,178
	Loomis Sayles Bond Fund Admin	Mutual Fund	**	227,042
	Manning and Napier Extend Term	Mutual Fund	**	209
	Manning and Napier Maximum Term	Mutual Fund	**	33,192
	Mfs Tech R1	Mutual Fund	**	14,360
*	Nationwide Investor Destinations Aggressive Svc	Mutual Fund	**	1,131,796
*	Nationwide Investor Destinations Conservative Svc	Mutual Fund	**	268,612
*	Nationwide Investor Destinations Moderate Aggressive Svc	Mutual Fund	**	2,704,803
*	Nationwide Investor Destinations Moderate Conservative Svc	Mutual Fund	**	909,436
*	Nationwide Investor Destinations Moderate Svc	Mutual Fund	**	3,636,515
*	Nationwide Mid Cap Market Index A	Mutual Fund	**	113,846
*	Nationwide Money Market Inst	Mutual Fund	**	2,230,185
*	Nationwide S&P 500 Index Sc	Mutual Fund	**	93,910
*	Nationwide Smallcap Index A	Mutual Fund	**	53,251
	Neu Ber Partners Fd Tc	Mutual Fund	**	23,276
	Oakmark Equity & Income Fund II	Mutual Fund	**	51,817
	Oppenheimer International Bond Fund A	Mutual Fund	**	204,078
	Oppenheimer Small & Mid Cap Value A	Mutual Fund	**	12,649
	PIMCO All Asset Fund A	Mutual Fund	**	437,407
	PIMCO Funds Total Return Fund A	Mutual Fund	**	673,993
	Pioneer Cullen Value A	Mutual Fund	**	693,618
	Principal Inv High Yield A	Mutual Fund	**	354,034
	RS Global Natural Resources A	Mutual Fund	**	407,771
	RS Value A	Mutual Fund	**	4,016
	Royce Value Pls K	Mutual Fund	**	31,852
	RiverSource Mid Cap Value A	Mutual Fund	**	651,588
	Rydex Multi Hedge Strategies H	Mutual Fund	**	632
	T Rowe Price New Income Fund r	Mutual Fund	**	56,015
	Vanguard Growth & Income Fund Instl	Mutual Fund	**	2,897
	Vanguard Growth Index Fund Instl	Mutual Fund	**	13,861
	Vanguard Inflation-Protected Secs Instl	Mutual Fund	**	1,625
	Vanguard REIT Index Fund Instl	Mutual Fund	**	12,734
	Vanguard Small Cap Value Index Instl	Mutual Fund	**	1,478
	Vanguard Short-Term US Treasury Instl	Mutual Fund	**	181,319
	Vanguard Small Cap Growth Index Instl	Mutual Fund	**	9,922
	Vanguard Value Index Fund Instl	Mutual Fund	**	2,157
	Wells Fargo Advantage Asia Pacific Inv	Mutual Fund	**	3,356
	Wells Fargo Advantage Mid Cap Discp Inv	Mutual Fund	**	18,923
	Self-Directed Brokerage Account	Brokerage account	**	3,833
*	Participant Notes Receivable	4.25% - 10.00%	-	517,840
				<u>\$ 23,919,930</u>

* Indicates party-in-interest to the Plan

** Cost omitted for participant directed investments

The data in this schedule has been certified as complete and accurate by Nationwide Trust Company, FSB, the custodian of the Plan.

See accompanying notes to financial statements.

The CareWorks Family of Companies 401(k) Plan and Trust
 EIN 31-1470304

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions
 PN 001
 Year Ended December 31, 2009

Total That Constitutes Nonexempt Prohibited Transactions									
Participant Contributions Transferred Late to the Plan	Check Here if Late Participant Loan Repayments are Included	Contributions Not Corrected	Contributions Corrected Outside Voluntary Fiduciary Correction Program	Contributions		Total Fully Corrected Under Voluntary Fiduciary Correction Program and PTE 2002-51			
				Pending Correction in Voluntary Fiduciary Correction Program	Contributions Corrected Under Voluntary Fiduciary Correction Program				
Period withheld	Amount								
2008	\$ 35	\$ -	\$ 35	\$ -	\$ -	\$ -			

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(a), and 6058(a) of the Internal Revenue Code (the Code). Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2009 This Form is Open to Public Inspection
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Part I Annual Report Identification Information			
For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) _____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here. ☐			
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description) _____		

Part II Basic Plan Information—enter all requested information			
1a Name of plan THE CAREWORKS FAMILY OF COMPANIES 401(K) PROFIT SHARING PLAN & TRUST	1b Three-digit plan number (PN)	<u>001</u>	
		1c Effective date of plan <u>02/01/1997</u>	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) CAREWORKS OF OHIO, LTD. P.O. BOX 182726 COLUMBUS OH 43218-2726		2b Employer Identification Number (EIN) <u>31-1470304</u>	
		2c Sponsor's telephone number <u>(614) 792-1085</u>	
		2d Business code (see instructions) <u>541990</u>	

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

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

SIGN HERE		Date	FRANCES R. WATKINS
	Signature of plan administrator		Enter name of individual signing as plan administrator
SIGN HERE		Date	FRANCES R. WATKINS
	Signature of employer/plan sponsor		Enter name of individual signing as employer or plan sponsor
SIGN HERE		Date	FRANCES R. WATKINS
	Signature of DFE		Enter name of individual signing as DFE

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

Form 5500 (2009)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") SAME		3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5	794
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	793
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	67
d Subtotal. Add lines 6a, 6b, and 6c.....	6d	860
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e.....	6f	860
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	603
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 2R 3D 3H

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☐ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information - Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)