Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

D Check box if filing under:
- [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
INNOVAGE 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2002

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

19511 PAULING
FOOTHILL RANCH, CA 92610

2b Employer Identification Number (EIN) 20-8008726

2c Sponsor's telephone number 949-609-5023

2d Business code (see instructions) 423920

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	SHARON CELIS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2010	SHARON CELIS
	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")
INNOVAGE, LLC

19511 PAULING
FOOTHILL RANCH, CA 92610

3b Administrator's EIN
20-8008726

3c Administrator's telephone number
949-609-5023

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**	131
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**	121
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	30
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	151
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	151
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	102
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 3D 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
INNOVAGE 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
20-8008726

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

AMERICAN CENTURY INVESTMENT SERVICE

44-0640487

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

BLACKROCK INVESTMENTS, INC.

23-2784752

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

FIDELITY DISTRIBUTORS CORP.

500 SALEM STREET
MAIL ZONE O3N
SMITHFIELD, RI 02917

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

FRANKLIN TEMPLETON DISTRIBUTORS, IN

100 FOUNTAIN PARKWAY
ST. PETERSBURG, FL 33716

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

INVESCO DISTRIBUTORS, INC.

74-1894784

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

JANUS DISTRIBUTORS, LLC

151 DETROIT STREET
DENVER, CO 80206

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

J.P. MORGAN INVESTMENT MANAGEMENT I

13-3200244

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

MFS FUND DISTRIBUTORS, INC.

04-2747644

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

NATIXIS DISTRIBUTORS, L.P.

399 BOYLSTON STREET
BOSTON, MA 02116

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

NEUBERGER BERMAN

605 THIRD AVENUE
3RD FLOOR
NEW YORK, NY 10158

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

OPPENHEIMER FUNDS INC.

13-2527171

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

ALLIANZ GLOBAL INVESTORS DISTRIBUTO

1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

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

RIVERSOURCE DISTRIBUTORS, INC.

1 MAIN STREET
CAMBRIDGE, MA 02142

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

THORNBURG SECURITIES CORPORATION

2300 NORTH RIDGETOP RD.
SANTA FE, NM 87506

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

VICTORY CAPITAL MANAGEMENT

13-2700161

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

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

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

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

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

ADP BROKER-DEALER

22-3319984

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
60 63 99	RECORD KEEPER	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

ADP

22-1467904

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 64 50	RECORD KEEPER	1525	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(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
ADP BROKER-DEALER	60 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FRANKLIN TEMPLETON DISTRIBUTORS, IN 100 FOUNTAIN PARKWAY ST. PETERSBURG, FL 33716	ANNUAL RATE 0.0015 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.005 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.005 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0015 OF AVERAGE DAILY ASSETS.

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVESCO DISTRIBUTORS, INC. 74-1894784	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FIDELITY DISTRIBUTORS CORP. 500 SALEM STREET MAIL ZONE O3N SMITHFIELD, RI 02917	ANNUAL RATE 0.0005 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.005 OF AVERAGE DAILY ASSETS.

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
J.P. MORGAN INVESTMENT MANAGEMENT I 13-3200244	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JANUS DISTRIBUTORS, LLC 151 DETROIT STREET DENVER, CO 80206	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ANNUAL RATE 0.002 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIONEER INVESTMENT MANAGEMENT, INC 13-1961193	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	99	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RIVERSOURCE DISTRIBUTORS, INC. 1 MAIN STREET CAMBRIDGE, MA 02142	ANNUAL RATE 0.001 OF AVERAGE DAILY ASSETS.

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NATIXIS DISTRIBUTORS, L.P. 399 BOYLSTON STREET BOSTON, MA 02116	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NEUBERGER BERMAN 605 THIRD AVENUE 3RD FLOOR NEW YORK, NY 10158	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.004 OF AVERAGE DAILY ASSETS.

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPENHEIMER FUNDS INC. 13-2527171	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.005 OF AVERAGE DAILY ASSETS.

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
THORNBURG SECURITIES CORPORATION 2300 NORTH RIDGETOP RD. SANTA FE, NM 87506	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.00253 OF AVERAGE DAILY ASSETS.

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
VICTORY CAPITAL MANAGEMENT 13-2700161	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SELIGMAN 100 PARK AVENUE 7TH FLOOR NEW YORK, NY 10017	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T. ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	ANNUAL RATE 0.0015 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.005 OF AVERAGE DAILY ASSETS.

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	99	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
STATE STREET CORPORATION 04-1867445	ANNUAL RATE 0.0068 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0076 OF AVERAGE DAILY ASSETS.

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS FUND DISTRIBUTORS, INC. 04-2747644	ANNUAL RATE 0.0015 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.005 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
STATE STREET CORPORATION	64 52 99	1424

(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.
ADP 22-1467904	PERFORM A YEAR-END ALLOCATION BASED ON TOTAL $ / TOTAL # OF PLANS AS OF 12/31 WITH EACH SSGA INVESTMENT AND APPLY .5 TO AMOUNT

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

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

A Name of plan
INNOVAGE 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
INNOVAGE, LLC

D Employer Identification Number (EIN)
20-8008726

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

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

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-2675543-001	C	390375

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

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
39-0989781-158	P	0

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

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
39-0989781-102	P	0

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

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
39-0989781-143	P	0

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

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
39-0989781-101	P	0

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

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
39-0989781-186	P	0

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

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
39-0989781-167	P	0

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

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-119	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN REAL ESTATE SEC.

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-441	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: COLUMBIA MID CAP VALUE FUND

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-397	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-149	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN BALANCE SHEET INV.

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-444	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-431	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA PARTNERS LARGE VALUE

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-428	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-433	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: DIVERSIFIED INV INTER/LONG

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-432	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA PARTNERS HIGH YIELD

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-434	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-394	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-429	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: DIVERSIFIED INV SHORT/INT

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-430	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

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

A Name of plan
INNOVAGE 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
20-8008726

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		48772
(9) Value of interest in common/collective trusts	1c(9)		390375
(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)	2431347	2541550
(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	2431347	2980697
	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	2431347	2980697

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)	242541	
	(B) Participants	2a(1)(B)	468561	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		711102
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)	1594	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1594
	(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)	41817	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		41817
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		7171
(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)		473576
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1235260
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	96730	
(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)		96730
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)	1525	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1525
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		98255
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		1137005
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		587655

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: WHITE, NELSON AND CO., LLP (2) EIN: 33-0686301

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		244000
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)
MERCHSOURCE 401(K) PLAN	01-0609505	001

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

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

A Name of plan
INNOVAGE 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
20-8008726

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): 57-1198022 39-0989781

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

INNOVAGE 401(k) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL INFORMATION

YEAR ENDED DECEMBER 31, 2009

WITH INDEPENDENT AUDITORS' REPORT

INNOVAGE 401(K) PLAN
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DECEMBER 31, 2009

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WHITE, NELSON & CO. LLP
Certified Public Accountants & Consultants

INDEPENDENT AUDITORS' REPORT

To the Plan Committee of the
Innovage 401(k) Plan

We were engaged to audit the financial statements of the Innovage 401(k) Plan ("the Plan") as of December 31, 2009 and 2008, and for the year ended December 31, 2009, and the supplemental schedule as of December 31, 2009, as listed in the accompanying table of contents. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by both JPMorgan Chase Bank, N.A. ("JPMorgan"), the custodian of the Plan for the year ended December 31, 2009, and by Transamerica Investment Services (Transamerica), the custodian of the Plan for the year ended December 31, 2008, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the custodians as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the custodians is complete and accurate.

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

White, Nelson & Co. LLP
Irvine, CA
October 13, 2010

2875 Michelle Drive, Suite 300, Irvine, CA 92606 ● Tel: 714.978.1300 ● Fax: 714.978.7893

INNOVAGE 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2009 AND 2008

ASSETS

	2009	2008
Investments:		
At Fair Market Value As Determined By Quoted Market Prices:		
Mutual Funds	$ 2,541,550	$ 1,742,900
At Fair Market Value:		
Fixed Income Fund	390,375	628,234
Participant Loans	48,772	60,213
Net Assets Available For Benefits	$ 2,980,697	$ 2,431,347

The accompanying notes are an integral part of these financial statements

INNOVAGE 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2009

Additions To Net Assets Attributed To:		
Contributions:		
Employer Contributions	$	242,541
Participant Contributions		468,561
Total Contributions		711,102
Earnings On Investments:		
At Fair Market Value As Determined By Quoted Market Prices:		
Net Realized And Unrealized Gains And Losses On Investments		515,393
At Fair Market Value:		
Interest And Dividends Income From Fixed Income Fund		7,171
Interest Income From Participant Loans		1,594
Total Earnings On Investments		524,158
Total Additions To Net Assets Available For Benefits		1,235,260
Deductions From Net Assets Attributed To:		
Benefit Payments		96,730
Administrative Expenses		1,525
Transfer of Assets Due To Spin-Off		587,655
Total Deductions From Net Assets Available For Benefits		685,910
Increase In Net Assets Available For Benefits		549,350
Net Assets Available For Benefits, December 31, 2008		2,431,347
Net Assets Available For Benefits, December 31, 2009	$	2,980,697

The accompanying notes are an integral part of these financial statements

INNOVAGE 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009

NOTE A: **Description Of Plan** - The following description of the Innovage 401(k) Plan ("the Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

(1) General - The Plan is a defined contribution plan which was adopted by Innovage, LLC ("the Company") effective January 1, 2002, and is subject to the requirements of the Employee Retirement Income Security Act of 1974 (ERISA) and the Internal Revenue Code of 1986, as amended. The purpose of the Plan is to provide retirement benefits for substantially all employees who have completed at least six months of service and are age 18 or older.

(2) Contributions - Participants may elect to contribute between 1 and 50 percent of their annual wages up to a maximum deferral limitation, as prescribed by law. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company provides for a Safe Harbor enhanced match contribution equal to 100 percent of each participant's salary deferrals that are not in excess of four percent of participants' contributions. Additional amounts including a profit sharing contribution may also be contributed at the discretion of the Company.

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

(4) Vesting - Participants are immediately vested in their contributions plus actual earnings thereon, as well as in the Company's Safe Harbor matching contributions. Vesting in the Company's discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is vested at the rate of 20 percent each year after one year of service and is considered to be 100 percent vested after five years of credited service.

(5) Participant Loans - Participants may borrow against their account balance within plan guidelines. Loan terms are at the discretion of the borrower but generally cannot exceed five years. The loan amount can be a minimum of $500, but cannot exceed the lesser of (a) one-half of the participant's non-forfeitable interest under the Plan, or (b) $50,000. The loans are secured by the vested balance in the participant's account. Interest is charged on the outstanding balance at rates determined by the plan administrator based on the prevailing interest rates. Principal and interest is paid ratably through bi-weekly payroll deductions.

NOTE A: **Description Of Plan** - (Continued)

(6) Benefit Payments - Upon termination of service due to death, disability, retirement, or for other reasons where vested value is more than $5,000, a participant may elect to receive either a lump-sum distribution equal to the vested portion of his or her account or an annuity over the life of the participant or designated beneficiary, as defined in the Plan document. For termination of service outside of death, disability and retirement where the vested value is no more than $5,000, a participant will receive the value of the vested interest in his or her account as a lump-sum distribution. Additionally, under certain circumstances of financial hardship, participants may make withdrawals from the Plan.

(7) Forfeitures - Forfeitures of the Company's contributions are used to reduce future employer contributions and administrative fees. For the years ended December 31, 2009 and 2008, forfeitures of $7 and $0, respectively, were allocated to participants.

(8) Administrative Expenses - Certain administrative functions are performed by officers or employees of the Company. No such officer or employee received compensation from the Plan. Investment fees and certain transaction fees are paid by the Plan; all other administrative expenses incurred by the Plan are absorbed by the Company.

NOTE B: **Significant Accounting Policies** - The following are the significant accounting policies followed by the Plan:

(1) Basis Of Accounting And Financial Statements Presentation - The accompanying financial statements of the Plan have been prepared under the accrual method of accounting and in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). On July 1, 2009, the Financial Accounting Standards Board ("FASB") issued a standard that established the FASB Accounting Standards Codification ("ASC" or "Codification"). This standard, known as FASB ASC 105, "*Generally Accepted Accounting Principles*," establishes the Codification as the single source of authoritative nongovernmental U.S. GAAP, and is effective for interim and annual periods ending after September 15, 2009. The ASC does not change current U.S. GAAP, and as such, does not have an impact on the Company's financial statements. References to previous authoritative literature have been changed to coincide with the appropriate section of the ASC. New accounting standards issued subsequent to June 30, 2009, are communicated by the FASB through Accounting Standards Updates ("ASUs").

NOTE B: **Significant Accounting Policies** - (Continued)

(2) Investment Valuation And Income Recognition - The Plan's investments are stated at fair value at December 31, 2009 and 2008. 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 K for discussion of fair value measurements.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The "Statements Of Net Assets Available for Benefits" have not been adjusted to represent the contract value, as the contract value of the fully benefit-responsive contract approximated fair value at December 31, 2009 and 2008.

Purchases and sales of investments are recorded as of the trade date. Dividends are accrued as of the ex-dividend date. Capital gains and/or losses are reported the day after the trade date.

Net realized and unrealized appreciation (depreciation) is recorded in the accompanying "Statement of Changes in Net Assets Available for Benefits" as net realized and unrealized gains and losses on investments.

Brokerage fees are added to the acquisition costs of assets purchased and subtracted from the proceeds of assets sold.

(3) Payment Of Benefits - Benefits are recorded when paid.

(4) 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 the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as 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.

NOTE C: **Concentrations, Risks And Uncertainties** - The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the "Statements of Net Assets Available for Benefits."

NOTE D: **Investments** - The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent accountants not to perform any auditing procedures with respect to the following information certified by JPMorgan for the year ended December 31, 2009, and Transamerica for the year ended December 31, 2008, except for comparing such information certified by the asset custodian to information included in the Plan's financial statements and supplemental schedule.

The Plan invests in mutual funds and a fixed income fund. The mutual funds invest primarily in stocks and bonds and do not have guaranteed rates of return. The fixed income fund is more fully described in Note E.

The following table presents the fair values of the participant-directed investments in the plan that are certified by JPMorgan and Transamerica at December 31, 2009 and 2008, respectively. Investments that represent five percent or more of the Plan's net assets are separately identified.

	2009	2008
Mutual Funds:		
Fidelity Advisor Lev Co Stk	$ 149,600	*
JPMorgan Govt Bond Fund	406,391	*
T. Rowe Price Retirement 2030	280,863	*
Thornburg Intl Value – R4	194,538	*
Victory Diversified Stock	233,976	*
Transamerica Equity	*	138,791
Transamerica Index Fund	*	163,249
Templeton Foreign	*	151,308
JP Morgan Government Securities	*	385,417
Other	1,276,182	904,135
Fixed Income Fund	390,375	628,234
Participant Loans **	48,772	60,213
Total Investments	$ 2,980,697	$ 2,431,347

* Investments that represent less than five percent of the Plan's net assets.
** Participant loans were not certified by Transamerica at December 31, 2008.

JPMorgan also certified the completeness and accuracy of net realized and unrealized gains and losses in fair value of mutual funds of $515,393, interest and dividends income of $7,171 for the fixed income fund, and interest income from participant loans of $1,594, for the year ended December 31, 2009.

NOTE E: **Fixed Income Fund** - The fixed income fund (the "Fund") is a group of fully benefit-responsive investment contracts. At December 31, 2009, the Plan had investment contracts issued by State Street Bank and Trust Company (SSBT). At December 31, 2008, the Plan held investment contracts issued by Transamerica. The Funds seek to achieve a stable unit value of $1.00 and a competitive current return with a high quality, diversified, and very liquid portfolio. As such, the Funds invest in a representation of guaranteed investment contracts, bank investment contracts and/or a wrapped portfolio of fixed income instruments ("Synthetic Contracts" or "Synthetic GICs"). Collectively, these contracts are referred to as investment contracts.

Investments in bank, insurance company and other financial institution investment contracts ("GICs") are stated at contract value which is equal to principal balance plus accrued interest. An investment contract is generally permitted to be valued at contract value rather than fair value, to the extent it is fully benefit-responsive and held by a trust offered only to qualified employer-sponsored defined contribution-plans.

Investment contracts that do not meet the criteria for valuation at contract value are valued at fair value as determined by the Trustee, and such value may be more or less than contract value.

Investment transactions are accounted for on the trade date. Interest income is recorded on the accrual basis and reinvested daily. Distributions received from collective investment funds are recorded on the accrual basis and retain the character of income as earned by the underlying fund. Income from investment contracts is recorded at the contract rate, which in the case of synthetic investment contracts is referred to as the crediting rate. Crediting rates on synthetic contracts are net of fees to the issuer of the wrap contract ("wrap fees") and custody fees on underlying assets. For fully benefit-responsive synthetic investment contracts, earnings on the underlying assets are factored into the next computation of the crediting rate re-set.

The average yield earned by the Fund for the years ended December 31, 2009 and 2008, was 3.50 and 3.89 percent, respectively. Since contract value is fair value, the average yield earned by the Fund is equal to the average yield earned by the Fund adjusted to reflect the actual interest rate credited to plan participants.

There are certain employer initiated events which could limit that ability of the Plan to transact at contract value with the issuer. These events include plant closings, layoffs, plan termination, bankruptcy or reorganization, merger, early retirement incentive programs, tax disqualification of a trust of other events. The merger of the Plan assets into the existing plan of an affiliated company at the end of the plan year (see note L) did not constitute an employer initiated event which limits the ability of the Plan to transact at contract value with the issuer.

NOTE E: **Fixed Income Fund** - (Continued)

Issuers may terminate the investment contract if the Fund is in default and is not cured. The following (among other events) may cause the Fund to be in default; a breach of material obligation under the contract, a material misrepresentation, a material amendment to the trust agreement, in the administration of the trust or in the investment of fund assets without consent from the issuer, and an uncured violation of the Fund's investment guidelines. In addition, at any time after the second anniversary of the contract, the issuer may elect to terminate the contract by giving notice to the Trustee.

NOTE F: **Plan Termination** - Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, all participants would become fully vested in their accounts.

NOTE G: **Withdrawn Participants** - At December 31, 2009 and 2008, there were no amounts allocated to accounts of persons who have elected to withdraw from the Plan, but have not been paid.

NOTE H: **Tax Status** - The Plan is based on the Automatic Data Processing Prototype 401(k) and Profit Sharing Plan No.5, which received a determination letter from the Internal Revenue Service (IRS) dated March 31, 2008, stating that the Prototype Plan was designed in accordance with the provisions of the Internal Revenue Code (IRC). The Plan has not yet filed for its own determination letter from the IRS. However, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. The related trust, therefore, is not subject to tax under present income tax law.

NOTE I: **Fidelity Bond** - ERISA requires that the Plan be covered by a fidelity bond. The amount of bond must be equal to the lesser of 10 percent of the funds handled or $500,000. For the years ended December 31, 2009 and 2008, the Plan met the minimum bonding requirement.

NOTE J: **Party-In-Interest** - The Plan has investments that are offered through JPMorgan. JPMorgan is the custodian, as defined by the Plan and therefore, these investments qualify as party-in-interest transactions.

NOTE K: **Fair Value Measurements** - Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *"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 under FASB ASC 820 are described as follows:

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

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 liabilities;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

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

Mutual Funds: Valued at the net asset value of shares held by the Plan at year end. The value of mutual funds is determined by fair market value for each fund and is based upon quotations obtained from national securities exchanges and over-the-counter associations for the underlying investments in the funds.

NOTE K: **Fair Value Measurements** - (Continued)

Fixed Income Fund: Fair value is the amount the plan sponsors would receive currently if they were to withdraw or transfer funds within the Plan prior to their maturity.

Participant Loans: Valued at their outstanding balances, which approximate fair value because assumed market interest rates are estimated to approximate charged interest rates.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets, measured on a recurring basis, at fair value as of December 31, 2009:

	Level 1	Level 2	Level 3	Total
Mutual Funds	$2,541,550	$ -	$ -	$2,541,550
Fixed Income Fund	-	-	390,375	390,375
Participant Loans	-	-	48,772	48,772
Total Assets At Fair Value	$ 2,541,550	$ -	$ 439,147	$2,980,697

The following table sets forth by level, within the fair value hierarchy, the Plan's assets, measured on a recurring basis, at fair value as of December 31, 2008:

	Level 1	Level 2	Level 3	Total
Mutual Funds	$1,742,900	$ -	$ -	$1,742,900
Fixed Income Fund	-	-	628,234	628,234
Participant Loans	-	-	60,213	60,213
Total Assets At Fair Value	$ 1,742,900	$ -	$ 688,447	$2,431,347

NOTE K: **Fair Value Measurements** - (Continued)

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:

	Fixed Income Fund	Participant Loans
Balance, Beginning Of Year	$ 628,234	$ 60,213
Interest Income	7,171	1,594
Purchases, Sales, Issuances And Settlements (Net)	(245,030)	(13,035)
Balance, End Of Year	$ 390,375	$ 48,772

NOTE L: **Plan Spin-Off** - In 2008, the Plan included employees of three commonly controlled entities. On January 8, 2009, the Plan transferred its assets from Transamerica to JPMorgan Chase Bank, N.A. Concurrently, due to a change in ownership, one of the commonly controlled entities spun-off into its own 401(k) plan. As a result, assets of $587,655 were transferred out of the Plan.

NOTE M: **Subsequent Events** - The Plan has evaluated subsequent events through October 13, 2010, the date the financial statements were available to be issued.

During June 2010, the Plan has changed the Trustee from JPMorgan to State Street. All assets of the Plan were transferred at that time.

SUPPLEMENTARY INFORMATION

INNOVAGE 401(K) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2009

Form 5500, Schedule H, Line 4i
Plan Name: Innovage 401(k) Plan
Plan #: 001
Employer I.D.: 20-8008726

(a)	(b) Identity Of Issue, Borrower, Lessor, Or Similar Party	(c) Description Of Investment Including Maturity Date, Rate Of Interest, Collateral, Par Or Maturity Value	(d) Cost	(e) Current Value
	Fixed Income Fund:			
	State Street Bank and Trust Company	SSGA Stable Value / Yield Plus	$ **	$ 390,375
	Mutual Funds:			
	Invesco	Real Estate - A	**	124,286
	BLK RK	Small Cap Growth Equity	**	60,126
	AC Strat	Alloc Cons Fund	**	17,101
	Fidelity	Advisor Lev Co Stk	**	149,600
	Franklin	Mut Glb Disc	**	50,559
*	JP Morgan	Govt Bond Fund	**	406,391
	MFS	Value Fund	**	68,960
	MFS	Core Growth	**	90,671
	Vaughan Nelson	Sm CP Val FD	**	24,175
	Bneuberger	Soc Res - Trust	**	18,072
	Neuberger Berman	MC Grth-Adv	**	78,426
	PIMCO	PIMCO Total Return Fund	**	87,445
	T. Rowe Price	Retirement 2010	**	40,146
	T. Rowe Price	Retirement 2020	**	109,333
	T. Rowe Price	Retirement 2050	**	11,085
	T. Rowe Price	Retirement 2030	**	280,863
	T. Rowe Price	Retirement Inc	**	2,145
	T. Rowe Price	Retirement 2040	**	43,175
	Oppenheimer	Srtateg Income	**	77,647
	Seligman	Con And Info	**	65,426
	Thornburg	Intl Value	**	194,538
	Victory	Established Value	**	120,257
	Victory	Diversified Stock	**	233,976
	Janus	Forty Fund	**	101,447
	Janus	Balanced Fund	**	85,701
	Total Mutual Funds		**	2,541,550
	Participant Loans:			
	Participant Loans	5.00% - 9.25%	**	48,772
	Total Investments		$ **	$ 2,980,697

* Party-In Interest
** Cost Information Excluded As Permitted For All Participant-Directed Accounts

RUN DATE: 05/21/2010

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

Plan Name: INNOVAGE 401(K) PLAN
Employer EIN: 20-8008726
Plan Number: 001
Run Date: 05/21/2010

(a)	(b)Identity of Issue, Borrower, Lessor or Similar Party	(c)Description of Investment (Maturity Date, Rate of Int, Collateral, Par or Maturity Value)		(d)Cost	(e)Current Value
	SSGA STABLE VALUE FUND	Common / Collective Trust	38,119.4616	n/a	390,375.31
	INVESCO REAL ESTATE - A	Registered Investment Company	6,994.1267	n/a	124,285.63
	BLK RK SMALL CAP GROW EQU A	Registered Investment Company	3,357.1161	n/a	60,125.95
	AC STRAT ALLOC CONS FUND - ADV	Registered Investment Company	3,339.9807	n/a	17,100.70
	FIDELITY ADVISOR LEV CO STK -T	Registered Investment Company	5,483.8879	n/a	149,600.46
	FRANKLIN MUT GLB DISC - R	Registered Investment Company	1,907.8918	n/a	50,559.13
	JP MORGAN GOVT BOND FUND - A	Registered Investment Company	38,557.0572	n/a	406,391.38
	MFS VALUE FUND - R2	Registered Investment Company	3,344.3448	n/a	68,960.39
	MFS CORE GROWTH - A	Registered Investment Company	5,823.4314	n/a	90,670.84
	VAUGHAN NELSON SM CP VAL FD-A	Registered Investment Company	1,083.5880	n/a	24,174.85
	NEUBERGER SOC RES - TRUST	Registered Investment Company	1,267.3157	n/a	18,071.92
	NEUBERGER BERMAN MC GRTH-ADV	Registered Investment Company	5,991.2824	n/a	78,425.89
	PIMCO TOTAL RETURN FUND - A	Registered Investment Company	8,096.7255	n/a	87,444.64
	T.ROWE PRICE RETIREMENT 2010-R	Registered Investment Company	2,900.7167	n/a	40,145.92
	T.ROWE PRICE RETIREMENT 2020-R	Registered Investment Company	7,571.5651	n/a	109,333.40
	T. ROWE PRICE RETIRE 2050 - R	Registered Investment Company	1,316.4601	n/a	11,084.60
	T.ROWE PRICE RETIREMENT 2030-R	Registered Investment Company	18,749.2108	n/a	280,863.17
	T. ROWE PRICE RETIREMENT INC-R	Registered Investment Company	175.6745	n/a	2,144.99
	T.ROWE PRICE RETIREMENT 2040-R	Registered Investment Company	2,874.4974	n/a	43,174.95
	OPPENHEIMER STRATEG INCOME -A	Registered Investment Company	19,657.4013	n/a	77,646.73
	SELIGMAN COM AND INFO - A	Registered Investment Company	1,687.0984	n/a	65,425.68
	THORNBURG INTL VALUE - R4	Registered Investment Company	7,869.6455	n/a	194,537.64
	VICTORY ESTABLISHED VALUE - A	Registered Investment Company	5,194.6651	n/a	120,256.50
	VICTORY DIVERSIFIED STOCK FD-A	Registered Investment Company	16,736.4805	n/a	233,975.99
	JANUS FORTY FUND - S	Registered Investment Company	3,218.5036	n/a	101,447.23
	JANUS BALANCED FUND - S	Registered Investment Company	3,490.8738	n/a	85,700.95
	Participant Loans	Interest Rates (5.00% to 9.25%)		n/a	48,771.57
			TOTAL		2,980,696.41

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

RUN DATE: 05/21/2010

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR) PAGE 1

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

Plan Name: INNOVAGE 401(K) PLAN Employer EIN: 20-8008726

Plan Number: 001 Run Date: 05/21/2010

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

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

Schedule C, Line 2(h) Formula Description

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

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

INNOVAGE 401(k) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL INFORMATION

YEAR ENDED DECEMBER 31, 2009

WITH INDEPENDENT AUDITORS' REPORT

INNOVAGE 401(K) PLAN
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WHITE, NELSON & CO. LLP
Certified Public Accountants & Consultants

INDEPENDENT AUDITORS' REPORT

To the Plan Committee of the
Innovage 401(k) Plan

We were engaged to audit the financial statements of the Innovage 401(k) Plan ("the Plan") as of December 31, 2009 and 2008, and for the year ended December 31, 2009, and the supplemental schedule as of December 31, 2009, as listed in the accompanying table of contents. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by both JPMorgan Chase Bank, N.A. ("JPMorgan"), the custodian of the Plan for the year ended December 31, 2009, and by Transamerica Investment Services (Transamerica), the custodian of the Plan for the year ended December 31, 2008, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the custodians as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the custodians is complete and accurate.

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

White, Nelson & Co. LLP
Irvine, CA
October 13, 2010

2875 Michelle Drive, Suite 300, Irvine, CA 92606 ● Tel: 714.978.1300 ● Fax: 714.978.7893

INNOVAGE 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2009 AND 2008

ASSETS

	2009	2008
Investments:		
At Fair Market Value As Determined By Quoted Market Prices:		
Mutual Funds	$ 2,541,550	$ 1,742,900
At Fair Market Value:		
Fixed Income Fund	390,375	628,234
Participant Loans	48,772	60,213
Net Assets Available For Benefits	$ 2,980,697	$ 2,431,347

The accompanying notes are an integral part of these financial statements

INNOVAGE 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2009

Additions To Net Assets Attributed To:		
Contributions:		
Employer Contributions	$	242,541
Participant Contributions		468,561
Total Contributions		711,102
Earnings On Investments:		
At Fair Market Value As Determined By Quoted Market Prices:		
Net Realized And Unrealized Gains And Losses On Investments		515,393
At Fair Market Value:		
Interest And Dividends Income From Fixed Income Fund		7,171
Interest Income From Participant Loans		1,594
Total Earnings On Investments		524,158
Total Additions To Net Assets Available For Benefits		1,235,260
Deductions From Net Assets Attributed To:		
Benefit Payments		96,730
Administrative Expenses		1,525
Transfer of Assets Due To Spin-Off		587,655
Total Deductions From Net Assets Available For Benefits		685,910
Increase In Net Assets Available For Benefits		549,350
Net Assets Available For Benefits, December 31, 2008		2,431,347
Net Assets Available For Benefits, December 31, 2009	$	2,980,697

The accompanying notes are an integral part of these financial statements

INNOVAGE 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009

NOTE A: **Description Of Plan** - The following description of the Innovage 401(k) Plan ("the Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

(1) General - The Plan is a defined contribution plan which was adopted by Innovage, LLC ("the Company") effective January 1, 2002, and is subject to the requirements of the Employee Retirement Income Security Act of 1974 (ERISA) and the Internal Revenue Code of 1986, as amended. The purpose of the Plan is to provide retirement benefits for substantially all employees who have completed at least six months of service and are age 18 or older.

(2) Contributions - Participants may elect to contribute between 1 and 50 percent of their annual wages up to a maximum deferral limitation, as prescribed by law. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company provides for a Safe Harbor enhanced match contribution equal to 100 percent of each participant's salary deferrals that are not in excess of four percent of participants' contributions. Additional amounts including a profit sharing contribution may also be contributed at the discretion of the Company.

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

(4) Vesting - Participants are immediately vested in their contributions plus actual earnings thereon, as well as in the Company's Safe Harbor matching contributions. Vesting in the Company's discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is vested at the rate of 20 percent each year after one year of service and is considered to be 100 percent vested after five years of credited service.

(5) Participant Loans - Participants may borrow against their account balance within plan guidelines. Loan terms are at the discretion of the borrower but generally cannot exceed five years. The loan amount can be a minimum of $500, but cannot exceed the lesser of (a) one-half of the participant's non-forfeitable interest under the Plan, or (b) $50,000. The loans are secured by the vested balance in the participant's account. Interest is charged on the outstanding balance at rates determined by the plan administrator based on the prevailing interest rates. Principal and interest is paid ratably through bi-weekly payroll deductions.

NOTE A: **Description Of Plan** - (Continued)

(6) Benefit Payments - Upon termination of service due to death, disability, retirement, or for other reasons where vested value is more than $5,000, a participant may elect to receive either a lump-sum distribution equal to the vested portion of his or her account or an annuity over the life of the participant or designated beneficiary, as defined in the Plan document. For termination of service outside of death, disability and retirement where the vested value is no more than $5,000, a participant will receive the value of the vested interest in his or her account as a lump-sum distribution. Additionally, under certain circumstances of financial hardship, participants may make withdrawals from the Plan.

(7) Forfeitures - Forfeitures of the Company's contributions are used to reduce future employer contributions and administrative fees. For the years ended December 31, 2009 and 2008, forfeitures of $7 and $0, respectively, were allocated to participants.

(8) Administrative Expenses - Certain administrative functions are performed by officers or employees of the Company. No such officer or employee received compensation from the Plan. Investment fees and certain transaction fees are paid by the Plan; all other administrative expenses incurred by the Plan are absorbed by the Company.

NOTE B: **Significant Accounting Policies** - The following are the significant accounting policies followed by the Plan:

(1) Basis Of Accounting And Financial Statements Presentation - The accompanying financial statements of the Plan have been prepared under the accrual method of accounting and in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). On July 1, 2009, the Financial Accounting Standards Board ("FASB") issued a standard that established the FASB Accounting Standards Codification ("ASC" or "Codification"). This standard, known as FASB ASC 105, "*Generally Accepted Accounting Principles*," establishes the Codification as the single source of authoritative nongovernmental U.S. GAAP, and is effective for interim and annual periods ending after September 15, 2009. The ASC does not change current U.S. GAAP, and as such, does not have an impact on the Company's financial statements. References to previous authoritative literature have been changed to coincide with the appropriate section of the ASC. New accounting standards issued subsequent to June 30, 2009, are communicated by the FASB through Accounting Standards Updates ("ASUs").

NOTE B: **Significant Accounting Policies** - (Continued)

(2) Investment Valuation And Income Recognition - The Plan's investments are stated at fair value at December 31, 2009 and 2008. 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 K for discussion of fair value measurements.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The "Statements Of Net Assets Available for Benefits" have not been adjusted to represent the contract value, as the contract value of the fully benefit-responsive contract approximated fair value at December 31, 2009 and 2008.

Purchases and sales of investments are recorded as of the trade date. Dividends are accrued as of the ex-dividend date. Capital gains and/or losses are reported the day after the trade date.

Net realized and unrealized appreciation (depreciation) is recorded in the accompanying "Statement of Changes in Net Assets Available for Benefits" as net realized and unrealized gains and losses on investments.

Brokerage fees are added to the acquisition costs of assets purchased and subtracted from the proceeds of assets sold.

(3) Payment Of Benefits - Benefits are recorded when paid.

(4) 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 the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as 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.

NOTE C: **Concentrations, Risks And Uncertainties** - The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the "Statements of Net Assets Available for Benefits."

NOTE D: **Investments** - The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent accountants not to perform any auditing procedures with respect to the following information certified by JPMorgan for the year ended December 31, 2009, and Transamerica for the year ended December 31, 2008, except for comparing such information certified by the asset custodian to information included in the Plan's financial statements and supplemental schedule.

The Plan invests in mutual funds and a fixed income fund. The mutual funds invest primarily in stocks and bonds and do not have guaranteed rates of return. The fixed income fund is more fully described in Note E.

The following table presents the fair values of the participant-directed investments in the plan that are certified by JPMorgan and Transamerica at December 31, 2009 and 2008, respectively. Investments that represent five percent or more of the Plan's net assets are separately identified.

	2009	2008
Mutual Funds:		
Fidelity Advisor Lev Co Stk	$ 149,600	*
JPMorgan Govt Bond Fund	406,391	*
T. Rowe Price Retirement 2030	280,863	*
Thornburg Intl Value – R4	194,538	*
Victory Diversified Stock	233,976	*
Transamerica Equity	*	138,791
Transamerica Index Fund	*	163,249
Templeton Foreign	*	151,308
JP Morgan Government Securities	*	385,417
Other	1,276,182	904,135
Fixed Income Fund	390,375	628,234
Participant Loans **	48,772	60,213
Total Investments	$ 2,980,697	$ 2,431,347

* Investments that represent less than five percent of the Plan's net assets.
** Participant loans were not certified by Transamerica at December 31, 2008.

JPMorgan also certified the completeness and accuracy of net realized and unrealized gains and losses in fair value of mutual funds of $515,393, interest and dividends income of $7,171 for the fixed income fund, and interest income from participant loans of $1,594, for the year ended December 31, 2009.

NOTE E: **Fixed Income Fund** - The fixed income fund (the "Fund") is a group of fully benefit-responsive investment contracts. At December 31, 2009, the Plan had investment contracts issued by State Street Bank and Trust Company (SSBT). At December 31, 2008, the Plan held investment contracts issued by Transamerica. The Funds seek to achieve a stable unit value of $1.00 and a competitive current return with a high quality, diversified, and very liquid portfolio. As such, the Funds invest in a representation of guaranteed investment contracts, bank investment contracts and/or a wrapped portfolio of fixed income instruments ("Synthetic Contracts" or "Synthetic GICs"). Collectively, these contracts are referred to as investment contracts.

Investments in bank, insurance company and other financial institution investment contracts ("GICs") are stated at contract value which is equal to principal balance plus accrued interest. An investment contract is generally permitted to be valued at contract value rather than fair value, to the extent it is fully benefit-responsive and held by a trust offered only to qualified employer-sponsored defined contribution-plans.

Investment contracts that do not meet the criteria for valuation at contract value are valued at fair value as determined by the Trustee, and such value may be more or less than contract value.

Investment transactions are accounted for on the trade date. Interest income is recorded on the accrual basis and reinvested daily. Distributions received from collective investment funds are recorded on the accrual basis and retain the character of income as earned by the underlying fund. Income from investment contracts is recorded at the contract rate, which in the case of synthetic investment contracts is referred to as the crediting rate. Crediting rates on synthetic contracts are net of fees to the issuer of the wrap contract ("wrap fees") and custody fees on underlying assets. For fully benefit-responsive synthetic investment contracts, earnings on the underlying assets are factored into the next computation of the crediting rate re-set.

The average yield earned by the Fund for the years ended December 31, 2009 and 2008, was 3.50 and 3.89 percent, respectively. Since contract value is fair value, the average yield earned by the Fund is equal to the average yield earned by the Fund adjusted to reflect the actual interest rate credited to plan participants.

There are certain employer initiated events which could limit that ability of the Plan to transact at contract value with the issuer. These events include plant closings, layoffs, plan termination, bankruptcy or reorganization, merger, early retirement incentive programs, tax disqualification of a trust of other events. The merger of the Plan assets into the existing plan of an affiliated company at the end of the plan year (see note L) did not constitute an employer initiated event which limits the ability of the Plan to transact at contract value with the issuer.

NOTE E: **Fixed Income Fund** - (Continued)

Issuers may terminate the investment contract if the Fund is in default and is not cured. The following (among other events) may cause the Fund to be in default; a breach of material obligation under the contract, a material misrepresentation, a material amendment to the trust agreement, in the administration of the trust or in the investment of fund assets without consent from the issuer, and an uncured violation of the Fund's investment guidelines. In addition, at any time after the second anniversary of the contract, the issuer may elect to terminate the contract by giving notice to the Trustee.

NOTE F: **Plan Termination** - Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, all participants would become fully vested in their accounts.

NOTE G: **Withdrawn Participants** - At December 31, 2009 and 2008, there were no amounts allocated to accounts of persons who have elected to withdraw from the Plan, but have not been paid.

NOTE H: **Tax Status** - The Plan is based on the Automatic Data Processing Prototype 401(k) and Profit Sharing Plan No.5, which received a determination letter from the Internal Revenue Service (IRS) dated March 31, 2008, stating that the Prototype Plan was designed in accordance with the provisions of the Internal Revenue Code (IRC). The Plan has not yet filed for its own determination letter from the IRS. However, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. The related trust, therefore, is not subject to tax under present income tax law.

NOTE I: **Fidelity Bond** - ERISA requires that the Plan be covered by a fidelity bond. The amount of bond must be equal to the lesser of 10 percent of the funds handled or $500,000. For the years ended December 31, 2009 and 2008, the Plan met the minimum bonding requirement.

NOTE J: **Party-In-Interest** - The Plan has investments that are offered through JPMorgan. JPMorgan is the custodian, as defined by the Plan and therefore, these investments qualify as party-in-interest transactions.

NOTE K: **Fair Value Measurements** - Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *"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 under FASB ASC 820 are described as follows:

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

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 liabilities;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

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

Mutual Funds: Valued at the net asset value of shares held by the Plan at year end. The value of mutual funds is determined by fair market value for each fund and is based upon quotations obtained from national securities exchanges and over-the-counter associations for the underlying investments in the funds.

NOTE K: **Fair Value Measurements** - (Continued)

Fixed Income Fund: Fair value is the amount the plan sponsors would receive currently if they were to withdraw or transfer funds within the Plan prior to their maturity.

Participant Loans: Valued at their outstanding balances, which approximate fair value because assumed market interest rates are estimated to approximate charged interest rates.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets, measured on a recurring basis, at fair value as of December 31, 2009:

	Level 1	Level 2	Level 3	Total
Mutual Funds	$2,541,550	$ -	$ -	$2,541,550
Fixed Income Fund	-	-	390,375	390,375
Participant Loans	-	-	48,772	48,772
Total Assets At Fair Value	$ 2,541,550	$ -	$ 439,147	$2,980,697

The following table sets forth by level, within the fair value hierarchy, the Plan's assets, measured on a recurring basis, at fair value as of December 31, 2008:

	Level 1	Level 2	Level 3	Total
Mutual Funds	$1,742,900	$ -	$ -	$1,742,900
Fixed Income Fund	-	-	628,234	628,234
Participant Loans	-	-	60,213	60,213
Total Assets At Fair Value	$ 1,742,900	$ -	$ 688,447	$2,431,347

NOTE K: **Fair Value Measurements** - (Continued)

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:

	Fixed Income Fund	Participant Loans
Balance, Beginning Of Year	$ 628,234	$ 60,213
Interest Income	7,171	1,594
Purchases, Sales, Issuances And Settlements (Net)	(245,030)	(13,035)
Balance, End Of Year	$ 390,375	$ 48,772

NOTE L: **Plan Spin-Off** - In 2008, the Plan included employees of three commonly controlled entities. On January 8, 2009, the Plan transferred its assets from Transamerica to JPMorgan Chase Bank, N.A. Concurrently, due to a change in ownership, one of the commonly controlled entities spun-off into its own 401(k) plan. As a result, assets of $587,655 were transferred out of the Plan.

NOTE M: **Subsequent Events** - The Plan has evaluated subsequent events through October 13, 2010, the date the financial statements were available to be issued.

During June 2010, the Plan has changed the Trustee from JPMorgan to State Street. All assets of the Plan were transferred at that time.

SUPPLEMENTARY INFORMATION

INNOVAGE 401(K) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2009

Form 5500, Schedule H, Line 4i
Plan Name: Innovage 401(k) Plan
Plan #: 001
Employer I.D.: 20-8008726

(a)	(b) Identity Of Issue, Borrower, Lessor, Or Similar Party	(c) Description Of Investment Including Maturity Date, Rate Of Interest, Collateral, Par Or Maturity Value	(d) Cost	(e) Current Value
	Fixed Income Fund:			
	State Street Bank and Trust Company	SSGA Stable Value / Yield Plus	$ **	$ 390,375
	Mutual Funds:			
	Invesco	Real Estate - A	**	124,286
	BLK RK	Small Cap Growth Equity	**	60,126
	AC Strat	Alloc Cons Fund	**	17,101
	Fidelity	Advisor Lev Co Stk	**	149,600
	Franklin	Mut Glb Disc	**	50,559
*	JP Morgan	Govt Bond Fund	**	406,391
	MFS	Value Fund	**	68,960
	MFS	Core Growth	**	90,671
	Vaughan Nelson	Sm CP Val FD	**	24,175
	Bneuberger	Soc Res - Trust	**	18,072
	Neuberger Berman	MC Grth-Adv	**	78,426
	PIMCO	PIMCO Total Return Fund	**	87,445
	T. Rowe Price	Retirement 2010	**	40,146
	T. Rowe Price	Retirement 2020	**	109,333
	T. Rowe Price	Retirement 2050	**	11,085
	T. Rowe Price	Retirement 2030	**	280,863
	T. Rowe Price	Retirement Inc	**	2,145
	T. Rowe Price	Retirement 2040	**	43,175
	Oppenheimer	Srtateg Income	**	77,647
	Seligman	Con And Info	**	65,426
	Thornburg	Intl Value	**	194,538
	Victory	Established Value	**	120,257
	Victory	Diversified Stock	**	233,976
	Janus	Forty Fund	**	101,447
	Janus	Balanced Fund	**	85,701
	Total Mutual Funds		**	2,541,550
	Participant Loans:			
	Participant Loans	5.00% - 9.25%	**	48,772
	Total Investments		$ **	$ 2,980,697

* Party-In Interest
** Cost Information Excluded As Permitted For All Participant-Directed Accounts