

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

Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
A	This return/report is for: <div><div>☐ a multiemployer plan;</div><div>☒ a single-employer plan;</div><div>☐ a multiple-employer plan; or</div><div>☐ a DFE (specify) ____</div></div>
B	This return/report is: <div><div>☐ the first return/report;</div><div>☒ an amended return/report;</div><div>☐ the final return/report;</div><div>☐ a short plan year return/report (less than 12 months).</div></div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: <div><div>☒ Form 5558;</div><div>☐ automatic extension;</div><div>☐ the DFVC program;</div><div>☐ special extension (enter description)</div></div>

Part II	Basic Plan Information—enter all requested information
1a	Name of plan HEALTH DIALOG SERVICES CORPORATION RETIREMENT PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 01/01/1997
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) HEALTH DIALOG SERVICES CORPORATION 60 STATE STREET SUITE 1100 BOSTON, MA 02109
2b	Employer Identification Number (EIN) 04-3274661
2c	Sponsor's telephone number 617-406-5200
2d	Business code (see instructions) 561420

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.	10/15/2010	JOAN GORMLEY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")

HEALTH DIALOG SERVICES CORPORATION

60 STATE STREET
SUITE 1100
BOSTON, MA 02109**3b** Administrator's EIN

04-3274661

3c Administrator's telephone number

617-406-5200

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**

1863

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**

1438

b Retired or separated participants receiving benefits.....**6b**

0

c Other retired or separated participants entitled to future benefits.....**6c**

286

d Subtotal. Add lines **6a**, **6b**, and **6c**.....**6d**

1724

e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....**6e**

2

f Total. Add lines **6d** and **6e**.....**6f**

1726

g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....**6g**

1448

h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....**6h**

175

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:

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

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:**9a** Plan funding arrangement (check all that apply)(1) ☐

Insurance

(2) ☐

Code section 412(e)(3) insurance contracts

(3) ☒

Trust

(4) ☐

General assets of the sponsor

9b Plan benefit arrangement (check all that apply)(1) ☐

Insurance

(2) ☐

Code section 412(e)(3) insurance contracts

(3) ☒

Trust

(4) ☐

General assets of the sponsor

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan HEALTH DIALOG SERVICES CORPORATION RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 HEALTH DIALOG SERVICES CORPORATION	D Employer Identification Number (EIN) 04-3274661	

Part I	Service Provider Information (see instructions)
---------------	--

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL
04-2647786

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

(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

(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

(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

(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

(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)

FIDELITY INVESTMENTS INSTITUTIONAL

2801 HIGHWAY 280 S
BIRMINGHAM, AL 35223

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 65 37 60	RECORDKEEPER	13625	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

(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
FIDELITY INVESTMENTS INSTITUTIONAL	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.
RAINIER SM/MID CAP - US BANCORP FUN 39-0281260	0.35%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	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.
RS PARTNERS A - BOSTON FINANCIAL DA 04-2526037	0.55%

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) 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 HEALTH DIALOG SERVICES CORPORATION RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 HEALTH DIALOG SERVICES CORPORATION	D Employer Identification Number (EIN) 04-3274661	

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)	3107351	3836949
(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)	495393	554298
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	23360882	37932104
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	26963626	42323351

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	26963626	42323351
---	-----------	----------	----------

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)	2191207	
(B) Participants	2a(1)(B)	7694725	
(C) Others (including rollovers)	2a(1)(C)	383432	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		10269364
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	25407	
(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)	42915	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		68322
(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)	619964	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		619964
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		7757113
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		18714763

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3339855	
(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)		3339855
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		1209
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)	13974	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		13974
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3355038

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		15359725
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: KPMG

(2) EIN: 13-5565207

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		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)

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>		
A Name of plan <u>HEALTH DIALOG SERVICES CORPORATION RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>	
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HEALTH DIALOG SERVICES CORPORATION</u>	D Employer Identification Number (EIN) <u>04-3274661</u>	

Part I	Distributions
---------------	----------------------

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

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

1	<u>0</u>
----------	----------

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):
EIN(s): 04-6568107

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

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

3	
----------	--

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 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	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	
6c	

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

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

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

Part III	Amendments
-----------------	-------------------

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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



**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Financial Statements

December 31, 2009 and 2008

(With Independent Auditors' Report Thereon)

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Table of Contents

	Page(s)
Independent Auditors' Report	1
Statements of Net Assets Available for Benefits	2
Statements of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4 – 9
Supplemental Schedules	
Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)	10
Note: Certain supplemental schedules specified by the Employee Retirement Income Security Act of 1974 (ERISA) are not applicable and have been omitted.	



KPMG LLP
Two Financial Center
60 South Street
Boston, MA 02111

Independent Auditors' Report

The Participants and Administrator
Health Dialog Services Corporation Retirement Plan:

We were engaged to audit the accompanying statements of net assets available for benefits of the Health Dialog Services Corporation Retirement Plan (the Plan) as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended and the supplemental schedule, schedule H, line 4(i) – Schedule of Assets (Held at End of Year) as of December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds certain of the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee, as of December 31, 2009 and 2008, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information in the Plan's financial statements and supplemental schedules that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the investment 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.

KPMG LLP

October 15, 2010

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Statements of Net Assets Available for Benefits

December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Assets:		
Investments, at fair value (notes 3 and 8)	\$ 41,769,053	26,468,233
Participant loans (note 3)	<u>554,298</u>	<u>495,393</u>
Total investment assets	<u>42,323,351</u>	<u>26,963,626</u>
Contributions receivable:		
Participants	244,266	411,482
Employer	<u>80,410</u>	<u>125,993</u>
Total contributions receivable	<u>324,676</u>	<u>537,475</u>
Net assets available for benefits	<u><u>\$ 42,648,027</u></u>	<u><u>27,501,101</u></u>

See accompanying notes to financial statements.

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Statements of Changes in Net Assets Available for Benefits

Year ended December 31, 2009

	<u>2009</u>	<u>2008</u>
Additions:		
Net appreciation (depreciation) in fair value of investments (note 3)	\$ 7,755,763	(12,817,118)
Interest and dividends (note 3)	<u>688,427</u>	<u>867,382</u>
	<u>8,444,190</u>	<u>(11,949,736)</u>
Contributions:		
Participants	7,527,509	7,868,389
Rollover	383,432	830,895
Employer	<u>2,145,624</u>	<u>2,246,096</u>
Total contributions	<u>10,056,565</u>	<u>10,945,380</u>
Total additions (deductions)	<u>18,500,755</u>	<u>(1,004,356)</u>
Deductions:		
Benefits paid directly to participants	3,339,855	1,429,103
Administrative expenses	<u>13,974</u>	<u>21,237</u>
Total deductions	<u>3,353,829</u>	<u>1,450,340</u>
Net increase (decrease)	<u>15,146,926</u>	<u>(2,454,696)</u>
Net assets available for benefits:		
Beginning of year	<u>27,501,101</u>	<u>29,955,797</u>
End of year	<u>\$ 42,648,027</u>	<u>27,501,101</u>

See accompanying notes to financial statements.

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2009 and 2008

(1) Description of the Plan

The following description of Health Dialog Services Corporation Retirement Plan (the Plan) is provided for general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan sponsored by Health Dialog Services Corporation (the Company) and was established effective August 25, 1997 and is subject to applicable provisions of the Internal Revenue Code (the Code). The Plan covers all eligible employees of the Company and its subsidiaries who choose to participate in the Plan. An employee is eligible to participate in the Plan on January 1, April 1, July 1, or October 1 following their date of hire provided that the employee has reached the age of 21. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

(b) Contributions and Vesting

Participants may make tax deferred contributions up to an annual maximum of the lesser of 60% of their eligible compensation, as defined, or the Internal Revenue Service limit of \$16,500 for 2009 and \$15,500 for 2008. In 2006, ERISA regulations allowed participants over the age of 50 to contribute an additional catch-up amount of \$5,000, allowing a total maximum contribution of \$21,500. Participants are vested immediately in their contributions plus actual earnings thereon. Contributions are recognized each pay period. The Company elected to make matching contributions in an amount equal to 50% of the first 6% of a participant's compensation contributed to the Plan. Participants vest in the employer matching contribution at a rate of 20% per year for a period of five years. Participants automatically become 100% vested in their account balances when they attain age 65.

At December 31, 2009 and 2008 forfeited nonvested accounts totaled \$17,272 and \$12,019 respectively. These accounts will be used to reduce future employer contributions. Also, in 2009 and 2008 employer contributions were reduced by \$201,744 and \$119,403, respectively, from forfeited nonvested accounts.

(c) Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of plan earnings plus the Company's matching contribution and earnings thereon and charged with administrative expenses, as applicable. Participants are provided with the option to allocate their contributions into any of 33 different investment options in 2009 and 32 different investment options in 2008 through Fidelity Management Trust Company, a party-in-interest.

(d) Distribution of Benefits

If employment is terminated because of death, disability, retirement or any other reason, a participant (or in the event of death, a designated beneficiary) may receive the vested accrued benefit credited to his or her account in a lump sum or installment distributions.

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2009 and 2008

(e) Participant Loans

In accordance with the Plan's provisions, employees may borrow against their individual account balances. Participants may borrow a minimum of \$1,000 up to a maximum of the lesser of 50% of their vested account balance or \$50,000 reduced by their highest outstanding loan balance during the prior 12-month period. Only one loan may be outstanding at any given time. Loans are collateralized by the participant's account. Loans are to be repaid in level payments through payroll deductions on at least a quarterly basis over a five-year period, or over a ten-year period if it is for the purchase of a principal residence. Loans shall bear interest at a rate determined by the plan administrator based on prevailing interest rates. The interest rate was 8.25% for 2009 and 2008.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

(b) Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares of mutual funds are valued at quoted market prices which represent the net asset values of shares held by the Plan at year-end.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

(c) Participant Loans

Participant loans are valued at amortized cost.

(d) Payment of Benefits

Benefits are recorded when paid.

(e) Administrative Expenses

Administrative expenses are generally paid by the Company.

(f) Use of Estimates

The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America, requires the plan administrator to make estimates and assumptions that affect the reported amounts of net assets available for benefits during the reporting period and, when applicable, disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

(g) Risk and Uncertainties

The Plan provides for various investment options in any combination of mutual funds. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2009 and 2008

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 amount reported in the statements of net assets available for benefits.

(h) Subsequent Events

The Plan has evaluated subsequent events through October 15, 2010, the date the financial statements were available to be issued.

(3) Investments

All investment information disclosed in the accompanying financial statements and accompanying supplemental schedule, including investments held at December 31, 2009 and 2008, and net appreciation or depreciation in fair value of investments, and interest and dividend income for the years ended December 31, 2009 and 2008 was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by Fidelity Management Trust Company.

Investments that represent 5% or more of the fair value of the Plan's net assets available for benefits are as follows:

Description	2009	2008
Fidelity Aggressive Growth Fund	\$ 2,609,169	1,637,276
Fidelity Contrafund	6,391,272	4,136,025
Fidelity Diversified International Fund	4,143,515	2,920,037
Fidelity Dividend Growth Fund	3,464,841	2,090,409
Fidelity Investment Grade Bond Fund	3,518,808	2,586,617
Fidelity Puritan Fund	4,930,914	3,590,045
Fidelity Retirement Money Market Portfolio	3,863,949	3,107,351

During 2009 and 2008, the Plan's investments (including investments purchased, sold, as well as held during the year) appreciated (depreciated) in fair value as determined by quoted market prices as follows:

	2009	2008
Net appreciation (depreciation) in the fair value of investments:		
Fidelity Mutual Funds	\$ 7,755,763	(12,817,118)
	2009	2008
Interest and dividends:		
Fidelity Mutual Funds	\$ 688,427	867,382

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2009 and 2008

(4) Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue, terminate, amend, or modify the Plan subject to the provisions of ERISA. In the event the Plan terminates, participants will become 100% vested in their accounts.

(5) Plan Tax Status

The Internal Revenue Service (IRS) has issued an opinion letter dated October 9, 2003 to the sponsor of the Plan that the form of the Plan and underlying trust, as designed, are in compliance with the applicable requirements of the Internal Revenue Code and therefore the Plan is exempt from income taxes. Although the Plan has been amended since receiving the opinion letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

By letter dated January 8, 2009, the IRS initiated a review of the Plan's operational and documentary compliance for the 2007 plan year under its authority to make periodic investigations of covered employee benefit plans. The IRS has responded to the information submitted and its review is ongoing. During the review certain practices of the plan were identified that required further investigation, involving plan years other than just 2007, including the 2009 plan year. The Plan Sponsor is cooperating with the IRS and will address matters, if any, requiring corrective action, which may include addressing issues after the close of the IRS investigation that have not been identified by the IRS. The Plan Sponsor believes that all corrective action taken to comply with the IRS regulations will be sufficient such that there will be no noncompliance with the ERISA regulations.

(6) Party-in-Interest Transactions

Plan assets include investments that are managed by affiliates of Fidelity Management Trust Company (the trustee of the Plan) and participant loans and, therefore, these transactions qualify as party-in-interest transactions.

(7) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits as presented on the statements of net assets available for benefits in the financial statements to Form 5500 for 2009 and 2008:

	<u>2009</u>	<u>2008</u>
Net assets available for benefits per the financial statements	\$ 42,648,027	27,501,101
Participant contributions receivable	(244,266)	(411,482)
Employer contributions receivable	(80,410)	(125,993)
Net assets available for benefits per Form 5500	<u>\$ 42,323,351</u>	<u>26,963,626</u>

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2009 and 2008

The following is a reconciliation of the net increase as presented in the statement of changes in net assets available for benefits in the financial statements to Form 5500 for the year ended December 31, 2009 and 2008:

	<u>2009</u>	<u>2008</u>
Net increase (decrease) per the financial statements	\$ 15,146,926	(2,454,696)
Change in participant contributions receivable	167,216	(172,468)
Change in employer contributions receivable	45,583	(52,687)
Total additions per Form 5500	<u>\$ 15,359,725</u>	<u>(2,679,851)</u>

(8) Fair Value Measurements

Financial Accounting Standards Board (FASB) ASC Subtopic 820-10 establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under FASB ASC Subtopic 820-10 are described below:

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

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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.

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2009 and 2008

Following is a description of the valuation methodologies used for assets measured at fair value.

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

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

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

	Assets at fair value as of	
	December 31,	
	2009	2008
	Level 1	Level 1
Mutual funds	\$ 41,769,053	26,468,233

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)

December 31, 2009

Identity of issuer, borrowers, lessor, or similar party	Description of investments	Current value
* Fidelity investments	Fidelity Aggressive Growth Fund	\$ 2,609,169
	Fidelity Cap Appreciation	433,962
	Fidelity Contrafund	6,391,272
	Fidelity Diversified International Fund	4,143,515
	Fidelity Dividend Growth Fund	3,464,841
	Fidelity Focused Stock	1,695
	Fidelity Freedom 2000	84,951
	Fidelity Freedom 2005	46,638
	Fidelity Freedom 2010	682,704
	Fidelity Freedom 2015	906,052
	Fidelity Freedom 2020	1,326,182
	Fidelity Freedom 2025	605,842
	Fidelity Freedom 2030	823,974
	Fidelity Freedom 2035	498,738
	Fidelity Freedom 2040	505,631
	Fidelity Freedom 2045	126,813
	Fidelity Freedom 2050	175,092
	Fidelity Freedom Income	95,943
	Fidelity International Discovery	926,495
	Fidelity Investment Grade Bond Fund	3,518,808
	Fidelity Leveraged Co Stk	1,335,714
	Fidelity Puritan Fund	4,930,914
	Fidelity Retirement Money Market Portfolio	3,836,949
	Fidelity Sm Cap Independ	271,246
	Fidelity Value	855,725
	Rainier Sm/Mid Cap	659,792
	RS Partners	544,975
	Sptn Total Mkt	106,875
	Sptn Extnd Mkt	70,900
	Spartan US Eq Index	310,978
	Spartan Intl Index	171,927
	Fidelity US Bd Index	1,188,187
	Fid Four In One Idx	116,554
* Participants	Participants loans, interest rate 8.25%	554,298
		<u>\$ 42,323,351</u>

* Indicates party-in-interest to the Plan.

See accompanying independent auditors' report.



**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Financial Statements

December 31, 2009 and 2008

(With Independent Auditors' Report Thereon)

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Table of Contents

	Page(s)
Independent Auditors' Report	1
Statements of Net Assets Available for Benefits	2
Statements of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4 – 9
Supplemental Schedules	
Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)	10
Note: Certain supplemental schedules specified by the Employee Retirement Income Security Act of 1974 (ERISA) are not applicable and have been omitted.	



KPMG LLP
Two Financial Center
60 South Street
Boston, MA 02111

Independent Auditors' Report

The Participants and Administrator
Health Dialog Services Corporation Retirement Plan:

We were engaged to audit the accompanying statements of net assets available for benefits of the Health Dialog Services Corporation Retirement Plan (the Plan) as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended and the supplemental schedule, schedule H, line 4(i) – Schedule of Assets (Held at End of Year) as of December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds certain of the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee, as of December 31, 2009 and 2008, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information in the Plan's financial statements and supplemental schedules that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the investment 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.

KPMG LLP

October 15, 2010

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Statements of Net Assets Available for Benefits

December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Assets:		
Investments, at fair value (notes 3 and 8)	\$ 41,769,053	26,468,233
Participant loans (note 3)	<u>554,298</u>	<u>495,393</u>
Total investment assets	<u>42,323,351</u>	<u>26,963,626</u>
Contributions receivable:		
Participants	244,266	411,482
Employer	<u>80,410</u>	<u>125,993</u>
Total contributions receivable	<u>324,676</u>	<u>537,475</u>
Net assets available for benefits	<u><u>\$ 42,648,027</u></u>	<u><u>27,501,101</u></u>

See accompanying notes to financial statements.

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Statements of Changes in Net Assets Available for Benefits

Year ended December 31, 2009

	<u>2009</u>	<u>2008</u>
Additions:		
Net appreciation (depreciation) in fair value of investments (note 3)	\$ 7,755,763	(12,817,118)
Interest and dividends (note 3)	<u>688,427</u>	<u>867,382</u>
	<u>8,444,190</u>	<u>(11,949,736)</u>
Contributions:		
Participants	7,527,509	7,868,389
Rollover	383,432	830,895
Employer	<u>2,145,624</u>	<u>2,246,096</u>
Total contributions	<u>10,056,565</u>	<u>10,945,380</u>
Total additions (deductions)	<u>18,500,755</u>	<u>(1,004,356)</u>
Deductions:		
Benefits paid directly to participants	3,339,855	1,429,103
Administrative expenses	<u>13,974</u>	<u>21,237</u>
Total deductions	<u>3,353,829</u>	<u>1,450,340</u>
Net increase (decrease)	<u>15,146,926</u>	<u>(2,454,696)</u>
Net assets available for benefits:		
Beginning of year	<u>27,501,101</u>	<u>29,955,797</u>
End of year	<u>\$ 42,648,027</u>	<u>27,501,101</u>

See accompanying notes to financial statements.

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2009 and 2008

(1) Description of the Plan

The following description of Health Dialog Services Corporation Retirement Plan (the Plan) is provided for general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan sponsored by Health Dialog Services Corporation (the Company) and was established effective August 25, 1997 and is subject to applicable provisions of the Internal Revenue Code (the Code). The Plan covers all eligible employees of the Company and its subsidiaries who choose to participate in the Plan. An employee is eligible to participate in the Plan on January 1, April 1, July 1, or October 1 following their date of hire provided that the employee has reached the age of 21. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

(b) Contributions and Vesting

Participants may make tax deferred contributions up to an annual maximum of the lesser of 60% of their eligible compensation, as defined, or the Internal Revenue Service limit of \$16,500 for 2009 and \$15,500 for 2008. In 2006, ERISA regulations allowed participants over the age of 50 to contribute an additional catch-up amount of \$5,000, allowing a total maximum contribution of \$21,500. Participants are vested immediately in their contributions plus actual earnings thereon. Contributions are recognized each pay period. The Company elected to make matching contributions in an amount equal to 50% of the first 6% of a participant's compensation contributed to the Plan. Participants vest in the employer matching contribution at a rate of 20% per year for a period of five years. Participants automatically become 100% vested in their account balances when they attain age 65.

At December 31, 2009 and 2008 forfeited nonvested accounts totaled \$17,272 and \$12,019 respectively. These accounts will be used to reduce future employer contributions. Also, in 2009 and 2008 employer contributions were reduced by \$201,744 and \$119,403, respectively, from forfeited nonvested accounts.

(c) Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of plan earnings plus the Company's matching contribution and earnings thereon and charged with administrative expenses, as applicable. Participants are provided with the option to allocate their contributions into any of 33 different investment options in 2009 and 32 different investment options in 2008 through Fidelity Management Trust Company, a party-in-interest.

(d) Distribution of Benefits

If employment is terminated because of death, disability, retirement or any other reason, a participant (or in the event of death, a designated beneficiary) may receive the vested accrued benefit credited to his or her account in a lump sum or installment distributions.

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2009 and 2008

(e) Participant Loans

In accordance with the Plan's provisions, employees may borrow against their individual account balances. Participants may borrow a minimum of \$1,000 up to a maximum of the lesser of 50% of their vested account balance or \$50,000 reduced by their highest outstanding loan balance during the prior 12-month period. Only one loan may be outstanding at any given time. Loans are collateralized by the participant's account. Loans are to be repaid in level payments through payroll deductions on at least a quarterly basis over a five-year period, or over a ten-year period if it is for the purchase of a principal residence. Loans shall bear interest at a rate determined by the plan administrator based on prevailing interest rates. The interest rate was 8.25% for 2009 and 2008.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

(b) Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares of mutual funds are valued at quoted market prices which represent the net asset values of shares held by the Plan at year-end.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

(c) Participant Loans

Participant loans are valued at amortized cost.

(d) Payment of Benefits

Benefits are recorded when paid.

(e) Administrative Expenses

Administrative expenses are generally paid by the Company.

(f) Use of Estimates

The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America, requires the plan administrator to make estimates and assumptions that affect the reported amounts of net assets available for benefits during the reporting period and, when applicable, disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

(g) Risk and Uncertainties

The Plan provides for various investment options in any combination of mutual funds. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2009 and 2008

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 amount reported in the statements of net assets available for benefits.

(h) Subsequent Events

The Plan has evaluated subsequent events through October 15, 2010, the date the financial statements were available to be issued.

(3) Investments

All investment information disclosed in the accompanying financial statements and accompanying supplemental schedule, including investments held at December 31, 2009 and 2008, and net appreciation or depreciation in fair value of investments, and interest and dividend income for the years ended December 31, 2009 and 2008 was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by Fidelity Management Trust Company.

Investments that represent 5% or more of the fair value of the Plan's net assets available for benefits are as follows:

Description	2009	2008
Fidelity Aggressive Growth Fund	\$ 2,609,169	1,637,276
Fidelity Contrafund	6,391,272	4,136,025
Fidelity Diversified International Fund	4,143,515	2,920,037
Fidelity Dividend Growth Fund	3,464,841	2,090,409
Fidelity Investment Grade Bond Fund	3,518,808	2,586,617
Fidelity Puritan Fund	4,930,914	3,590,045
Fidelity Retirement Money Market Portfolio	3,863,949	3,107,351

During 2009 and 2008, the Plan's investments (including investments purchased, sold, as well as held during the year) appreciated (depreciated) in fair value as determined by quoted market prices as follows:

	2009	2008
Net appreciation (depreciation) in the fair value of investments:		
Fidelity Mutual Funds	\$ 7,755,763	(12,817,118)
	2009	2008
Interest and dividends:		
Fidelity Mutual Funds	\$ 688,427	867,382

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2009 and 2008

(4) Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue, terminate, amend, or modify the Plan subject to the provisions of ERISA. In the event the Plan terminates, participants will become 100% vested in their accounts.

(5) Plan Tax Status

The Internal Revenue Service (IRS) has issued an opinion letter dated October 9, 2003 to the sponsor of the Plan that the form of the Plan and underlying trust, as designed, are in compliance with the applicable requirements of the Internal Revenue Code and therefore the Plan is exempt from income taxes. Although the Plan has been amended since receiving the opinion letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

By letter dated January 8, 2009, the IRS initiated a review of the Plan's operational and documentary compliance for the 2007 plan year under its authority to make periodic investigations of covered employee benefit plans. The IRS has responded to the information submitted and its review is ongoing. During the review certain practices of the plan were identified that required further investigation, involving plan years other than just 2007, including the 2009 plan year. The Plan Sponsor is cooperating with the IRS and will address matters, if any, requiring corrective action, which may include addressing issues after the close of the IRS investigation that have not been identified by the IRS. The Plan Sponsor believes that all corrective action taken to comply with the IRS regulations will be sufficient such that there will be no noncompliance with the ERISA regulations.

(6) Party-in-Interest Transactions

Plan assets include investments that are managed by affiliates of Fidelity Management Trust Company (the trustee of the Plan) and participant loans and, therefore, these transactions qualify as party-in-interest transactions.

(7) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits as presented on the statements of net assets available for benefits in the financial statements to Form 5500 for 2009 and 2008:

	<u>2009</u>	<u>2008</u>
Net assets available for benefits per the financial statements	\$ 42,648,027	27,501,101
Participant contributions receivable	(244,266)	(411,482)
Employer contributions receivable	<u>(80,410)</u>	<u>(125,993)</u>
Net assets available for benefits per Form 5500	\$ <u>42,323,351</u>	<u>26,963,626</u>

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2009 and 2008

The following is a reconciliation of the net increase as presented in the statement of changes in net assets available for benefits in the financial statements to Form 5500 for the year ended December 31, 2009 and 2008:

	<u>2009</u>	<u>2008</u>
Net increase (decrease) per the financial statements	\$ 15,146,926	(2,454,696)
Change in participant contributions receivable	167,216	(172,468)
Change in employer contributions receivable	<u>45,583</u>	<u>(52,687)</u>
Total additions per Form 5500	<u>\$ 15,359,725</u>	<u>(2,679,851)</u>

(8) Fair Value Measurements

Financial Accounting Standards Board (FASB) ASC Subtopic 820-10 establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under FASB ASC Subtopic 820-10 are described below:

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

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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.

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2009 and 2008

Following is a description of the valuation methodologies used for assets measured at fair value.

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

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

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

	Assets at fair value as of	
	December 31,	
	2009	2008
	Level 1	Level 1
Mutual funds	\$ 41,769,053	26,468,233

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)

December 31, 2009

Identity of issuer, borrowers, lessor, or similar party	Description of investments	Current value
* Fidelity investments	Fidelity Aggressive Growth Fund	\$ 2,609,169
	Fidelity Cap Appreciation	433,962
	Fidelity Contrafund	6,391,272
	Fidelity Diversified International Fund	4,143,515
	Fidelity Dividend Growth Fund	3,464,841
	Fidelity Focused Stock	1,695
	Fidelity Freedom 2000	84,951
	Fidelity Freedom 2005	46,638
	Fidelity Freedom 2010	682,704
	Fidelity Freedom 2015	906,052
	Fidelity Freedom 2020	1,326,182
	Fidelity Freedom 2025	605,842
	Fidelity Freedom 2030	823,974
	Fidelity Freedom 2035	498,738
	Fidelity Freedom 2040	505,631
	Fidelity Freedom 2045	126,813
	Fidelity Freedom 2050	175,092
	Fidelity Freedom Income	95,943
	Fidelity International Discovery	926,495
	Fidelity Investment Grade Bond Fund	3,518,808
	Fidelity Leveraged Co Stk	1,335,714
	Fidelity Puritan Fund	4,930,914
	Fidelity Retirement Money Market Portfolio	3,836,949
	Fidelity Sm Cap Independ	271,246
	Fidelity Value	855,725
	Rainier Sm/Mid Cap	659,792
	RS Partners	544,975
	Sptn Total Mkt	106,875
	Sptn Extnd Mkt	70,900
	Spartan US Eq Index	310,978
	Spartan Intl Index	171,927
	Fidelity US Bd Index	1,188,187
	Fid Four In One Idx	116,554
* Participants	Participants loans, interest rate 8.25%	554,298
		<u>\$ 42,323,351</u>

* Indicates party-in-interest to the Plan.

See accompanying independent auditors' report.



**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Financial Statements

December 31, 2009 and 2008

(With Independent Auditors' Report Thereon)

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Table of Contents

	Page(s)
Independent Auditors' Report	1
Statements of Net Assets Available for Benefits	2
Statements of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4 – 9
Supplemental Schedules	
Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)	10
Note: Certain supplemental schedules specified by the Employee Retirement Income Security Act of 1974 (ERISA) are not applicable and have been omitted.	



KPMG LLP
Two Financial Center
60 South Street
Boston, MA 02111

Independent Auditors' Report

The Participants and Administrator
Health Dialog Services Corporation Retirement Plan:

We were engaged to audit the accompanying statements of net assets available for benefits of the Health Dialog Services Corporation Retirement Plan (the Plan) as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended and the supplemental schedule, schedule H, line 4(i) – Schedule of Assets (Held at End of Year) as of December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds certain of the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee, as of December 31, 2009 and 2008, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information in the Plan's financial statements and supplemental schedules that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the investment 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.

KPMG LLP

October 15, 2010

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Statements of Net Assets Available for Benefits

December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Assets:		
Investments, at fair value (notes 3 and 8)	\$ 41,769,053	26,468,233
Participant loans (note 3)	<u>554,298</u>	<u>495,393</u>
Total investment assets	<u>42,323,351</u>	<u>26,963,626</u>
Contributions receivable:		
Participants	244,266	411,482
Employer	<u>80,410</u>	<u>125,993</u>
Total contributions receivable	<u>324,676</u>	<u>537,475</u>
Net assets available for benefits	<u><u>\$ 42,648,027</u></u>	<u><u>27,501,101</u></u>

See accompanying notes to financial statements.

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Statements of Changes in Net Assets Available for Benefits

Year ended December 31, 2009

	<u>2009</u>	<u>2008</u>
Additions:		
Net appreciation (depreciation) in fair value of investments (note 3)	\$ 7,755,763	(12,817,118)
Interest and dividends (note 3)	<u>688,427</u>	<u>867,382</u>
	<u>8,444,190</u>	<u>(11,949,736)</u>
Contributions:		
Participants	7,527,509	7,868,389
Rollover	383,432	830,895
Employer	<u>2,145,624</u>	<u>2,246,096</u>
Total contributions	<u>10,056,565</u>	<u>10,945,380</u>
Total additions (deductions)	<u>18,500,755</u>	<u>(1,004,356)</u>
Deductions:		
Benefits paid directly to participants	3,339,855	1,429,103
Administrative expenses	<u>13,974</u>	<u>21,237</u>
Total deductions	<u>3,353,829</u>	<u>1,450,340</u>
Net increase (decrease)	<u>15,146,926</u>	<u>(2,454,696)</u>
Net assets available for benefits:		
Beginning of year	<u>27,501,101</u>	<u>29,955,797</u>
End of year	<u>\$ 42,648,027</u>	<u>27,501,101</u>

See accompanying notes to financial statements.

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2009 and 2008

(1) Description of the Plan

The following description of Health Dialog Services Corporation Retirement Plan (the Plan) is provided for general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan sponsored by Health Dialog Services Corporation (the Company) and was established effective August 25, 1997 and is subject to applicable provisions of the Internal Revenue Code (the Code). The Plan covers all eligible employees of the Company and its subsidiaries who choose to participate in the Plan. An employee is eligible to participate in the Plan on January 1, April 1, July 1, or October 1 following their date of hire provided that the employee has reached the age of 21. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

(b) Contributions and Vesting

Participants may make tax deferred contributions up to an annual maximum of the lesser of 60% of their eligible compensation, as defined, or the Internal Revenue Service limit of \$16,500 for 2009 and \$15,500 for 2008. In 2006, ERISA regulations allowed participants over the age of 50 to contribute an additional catch-up amount of \$5,000, allowing a total maximum contribution of \$21,500. Participants are vested immediately in their contributions plus actual earnings thereon. Contributions are recognized each pay period. The Company elected to make matching contributions in an amount equal to 50% of the first 6% of a participant's compensation contributed to the Plan. Participants vest in the employer matching contribution at a rate of 20% per year for a period of five years. Participants automatically become 100% vested in their account balances when they attain age 65.

At December 31, 2009 and 2008 forfeited nonvested accounts totaled \$17,272 and \$12,019 respectively. These accounts will be used to reduce future employer contributions. Also, in 2009 and 2008 employer contributions were reduced by \$201,744 and \$119,403, respectively, from forfeited nonvested accounts.

(c) Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of plan earnings plus the Company's matching contribution and earnings thereon and charged with administrative expenses, as applicable. Participants are provided with the option to allocate their contributions into any of 33 different investment options in 2009 and 32 different investment options in 2008 through Fidelity Management Trust Company, a party-in-interest.

(d) Distribution of Benefits

If employment is terminated because of death, disability, retirement or any other reason, a participant (or in the event of death, a designated beneficiary) may receive the vested accrued benefit credited to his or her account in a lump sum or installment distributions.

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2009 and 2008

(e) Participant Loans

In accordance with the Plan's provisions, employees may borrow against their individual account balances. Participants may borrow a minimum of \$1,000 up to a maximum of the lesser of 50% of their vested account balance or \$50,000 reduced by their highest outstanding loan balance during the prior 12-month period. Only one loan may be outstanding at any given time. Loans are collateralized by the participant's account. Loans are to be repaid in level payments through payroll deductions on at least a quarterly basis over a five-year period, or over a ten-year period if it is for the purchase of a principal residence. Loans shall bear interest at a rate determined by the plan administrator based on prevailing interest rates. The interest rate was 8.25% for 2009 and 2008.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

(b) Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares of mutual funds are valued at quoted market prices which represent the net asset values of shares held by the Plan at year-end.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

(c) Participant Loans

Participant loans are valued at amortized cost.

(d) Payment of Benefits

Benefits are recorded when paid.

(e) Administrative Expenses

Administrative expenses are generally paid by the Company.

(f) Use of Estimates

The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America, requires the plan administrator to make estimates and assumptions that affect the reported amounts of net assets available for benefits during the reporting period and, when applicable, disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

(g) Risk and Uncertainties

The Plan provides for various investment options in any combination of mutual funds. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2009 and 2008

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 amount reported in the statements of net assets available for benefits.

(h) Subsequent Events

The Plan has evaluated subsequent events through October 15, 2010, the date the financial statements were available to be issued.

(3) Investments

All investment information disclosed in the accompanying financial statements and accompanying supplemental schedule, including investments held at December 31, 2009 and 2008, and net appreciation or depreciation in fair value of investments, and interest and dividend income for the years ended December 31, 2009 and 2008 was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by Fidelity Management Trust Company.

Investments that represent 5% or more of the fair value of the Plan's net assets available for benefits are as follows:

Description	2009	2008
Fidelity Aggressive Growth Fund	\$ 2,609,169	1,637,276
Fidelity Contrafund	6,391,272	4,136,025
Fidelity Diversified International Fund	4,143,515	2,920,037
Fidelity Dividend Growth Fund	3,464,841	2,090,409
Fidelity Investment Grade Bond Fund	3,518,808	2,586,617
Fidelity Puritan Fund	4,930,914	3,590,045
Fidelity Retirement Money Market Portfolio	3,863,949	3,107,351

During 2009 and 2008, the Plan's investments (including investments purchased, sold, as well as held during the year) appreciated (depreciated) in fair value as determined by quoted market prices as follows:

	2009	2008
Net appreciation (depreciation) in the fair value of investments:		
Fidelity Mutual Funds	\$ 7,755,763	(12,817,118)
	2009	2008
Interest and dividends:		
Fidelity Mutual Funds	\$ 688,427	867,382

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2009 and 2008

(4) Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue, terminate, amend, or modify the Plan subject to the provisions of ERISA. In the event the Plan terminates, participants will become 100% vested in their accounts.

(5) Plan Tax Status

The Internal Revenue Service (IRS) has issued an opinion letter dated October 9, 2003 to the sponsor of the Plan that the form of the Plan and underlying trust, as designed, are in compliance with the applicable requirements of the Internal Revenue Code and therefore the Plan is exempt from income taxes. Although the Plan has been amended since receiving the opinion letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

By letter dated January 8, 2009, the IRS initiated a review of the Plan's operational and documentary compliance for the 2007 plan year under its authority to make periodic investigations of covered employee benefit plans. The IRS has responded to the information submitted and its review is ongoing. During the review certain practices of the plan were identified that required further investigation, involving plan years other than just 2007, including the 2009 plan year. The Plan Sponsor is cooperating with the IRS and will address matters, if any, requiring corrective action, which may include addressing issues after the close of the IRS investigation that have not been identified by the IRS. The Plan Sponsor believes that all corrective action taken to comply with the IRS regulations will be sufficient such that there will be no noncompliance with the ERISA regulations.

(6) Party-in-Interest Transactions

Plan assets include investments that are managed by affiliates of Fidelity Management Trust Company (the trustee of the Plan) and participant loans and, therefore, these transactions qualify as party-in-interest transactions.

(7) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits as presented on the statements of net assets available for benefits in the financial statements to Form 5500 for 2009 and 2008:

	<u>2009</u>	<u>2008</u>
Net assets available for benefits per the financial statements	\$ 42,648,027	27,501,101
Participant contributions receivable	(244,266)	(411,482)
Employer contributions receivable	<u>(80,410)</u>	<u>(125,993)</u>
Net assets available for benefits per Form 5500	\$ <u>42,323,351</u>	<u>26,963,626</u>

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2009 and 2008

The following is a reconciliation of the net increase as presented in the statement of changes in net assets available for benefits in the financial statements to Form 5500 for the year ended December 31, 2009 and 2008:

	<u>2009</u>	<u>2008</u>
Net increase (decrease) per the financial statements	\$ 15,146,926	(2,454,696)
Change in participant contributions receivable	167,216	(172,468)
Change in employer contributions receivable	45,583	(52,687)
Total additions per Form 5500	<u>\$ 15,359,725</u>	<u>(2,679,851)</u>

(8) Fair Value Measurements

Financial Accounting Standards Board (FASB) ASC Subtopic 820-10 establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under FASB ASC Subtopic 820-10 are described below:

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

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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.

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2009 and 2008

Following is a description of the valuation methodologies used for assets measured at fair value.

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

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

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

	Assets at fair value as of	
	December 31,	
	2009	2008
	Level 1	Level 1
Mutual funds	\$ 41,769,053	26,468,233

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)

December 31, 2009

Identity of issuer, borrowers, lessor, or similar party	Description of investments	Current value
* Fidelity investments	Fidelity Aggressive Growth Fund	\$ 2,609,169
	Fidelity Cap Appreciation	433,962
	Fidelity Contrafund	6,391,272
	Fidelity Diversified International Fund	4,143,515
	Fidelity Dividend Growth Fund	3,464,841
	Fidelity Focused Stock	1,695
	Fidelity Freedom 2000	84,951
	Fidelity Freedom 2005	46,638
	Fidelity Freedom 2010	682,704
	Fidelity Freedom 2015	906,052
	Fidelity Freedom 2020	1,326,182
	Fidelity Freedom 2025	605,842
	Fidelity Freedom 2030	823,974
	Fidelity Freedom 2035	498,738
	Fidelity Freedom 2040	505,631
	Fidelity Freedom 2045	126,813
	Fidelity Freedom 2050	175,092
	Fidelity Freedom Income	95,943
	Fidelity International Discovery	926,495
	Fidelity Investment Grade Bond Fund	3,518,808
	Fidelity Leveraged Co Stk	1,335,714
	Fidelity Puritan Fund	4,930,914
	Fidelity Retirement Money Market Portfolio	3,836,949
	Fidelity Sm Cap Independ	271,246
	Fidelity Value	855,725
	Rainier Sm/Mid Cap	659,792
	RS Partners	544,975
	Sptn Total Mkt	106,875
	Sptn Extnd Mkt	70,900
	Spartan US Eq Index	310,978
	Spartan Intl Index	171,927
	Fidelity US Bd Index	1,188,187
	Fid Four In One Idx	116,554
* Participants	Participants loans, interest rate 8.25%	554,298
		<u>\$ 42,323,351</u>

* Indicates party-in-interest to the Plan.

See accompanying independent auditors' report.