Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
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

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.	10/12/2011	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")
JOAN GORMLEY

60 STATE ST
BOSTON, MA 02109

3b Administrator's EIN
04-3274661

3c Administrator's telephone number
617-406-5243

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**	1726
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**	1083
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	374
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1457
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	5
f	Total. Add lines **6d** and **6e**	**6f**	1462
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1281
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	218
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)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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).. . . . . [X] Yes [ ] No

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

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

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04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	15800	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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)	3836949	3561417
(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)	554298	638090
(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)	37932104	46402101
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	42323351	50601608
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	42323351	50601608

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)	1653270	
(B) Participants	2a(1)(B)	6510072	
(C) Others (including rollovers)	2a(1)(C)	679997	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		8843339
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	5946	
(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)	49129	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		55075
(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)	714663	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		714663
(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)		5402931
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		15016008
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6687486	
(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)		6687486
f Corrective distributions (see instructions)	2f		12985
g Certain deemed distributions of participant loans (see instructions)	2g		21137
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)	16143	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		16143
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		6737751
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		8278257
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 LLP (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.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		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?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

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

SCHEDULE R (Form 5500)

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

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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 Distributions

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

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

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

EIN(s): 04-6568107

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

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

Sixty State Street, Suite 1100
Boston, MA 02109

Tel 800.893.5532 or
617.406.5200
Fax 617.406.5201

October 11, 2011

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

Ladies and Gentlemen:

We are providing this letter in connection with your audits of the statements of net assets available for benefits of Health Dialog Service Corporation Retirement (the Plan) as of December 31, 2010 and 2009, the related statements of changes in net assets available for benefits for the years ended December 31, 2010 and 2009, supplemental Schedule H, line 4a-schedule of delinquent participant contributions for the plan year ending December 31, 2010, and the supplemental Schedule H, line 4i-schedule of assets (held at end of year) as of December 31, 2010.

We understand that, at our instruction, you did not perform any procedures with respect to investment information prepared and certified to by Fidelity Management Trust Company, the custodian, in accordance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA) (DOL Regulation 2520.103-5), other than comparing such investment information to the financial statements and supplemental schedule. Because of the significance of the information which you did not audit, we understand that you will not express an opinion on the financial statements and supplemental schedules taken as a whole.

Certain representations in this letter are described as being limited to matters that are material. Notwithstanding this, items are considered material, regardless of size, if they involve an omission or misstatement of accounting information that, in the light of surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would be changed or influenced by the omission or misstatement.
We confirm, to the best of our knowledge and belief as of the date of the auditor's report, the following representations made to you during your audits:

1. We are responsible for the fair presentation in the Plan's statements of net assets available for benefits and the changes in net assets available for benefits in conformity with U.S. generally accepted accounting principles and for the fair presentation of the accompanying supplemental schedules in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The financial statements and supplemental schedules referred to above are fairly presented in conformity with U.S. generally accepted accounting and the notes include all disclosures required by laws and regulations to which the Plan is subject.

2. We have made available to you:

   a. All financial records and related data.

   b. All minutes of the meetings of the Retirement Plan Committee, or summaries of actions of recent meetings for which minutes have not yet been prepared.

c. Amendments made to the Plan document, the trust agreement, or insurance contracts during the year, including amendments to comply with applicable laws.

3. There have been no communications from regulatory agencies concerning noncompliance with, or deficiencies in financial reporting practices, operations of the Plan, or other matters that could have a material adverse effect on the financial statements.

4. There are no:

a. Violations or possible violations of laws or regulations, whose effects should be considered for disclosure in the financial statements or as a basis for recording a loss contingency or a contribution receivable.

b. Unasserted claims or assessments that our lawyers have advised us are probable of assertion and must be disclosed in accordance with FASB Accounting Standards Codification (ASC) 450, *Contingencies.*

c. Other liabilities or gain or loss contingencies that are required to be accrued or disclosed by FASB ASC 450, *Contingencies.*

d. Material transactions that have not been properly recorded in the accounting records underlying the financial statements.

e. Events that have occurred subsequent to the date of financial statements and through the date of this letter that would require adjustment to or disclosure in the financial statements.

f. Other matters (e.g., breach of fiduciary responsibilities, non exempt transactions/prohibited party-in-interest transactions, loans or loans in default, or events that may jeopardize the tax status).

5. There are no uncorrected financial statement misstatements.

6. We acknowledge our responsibility for the design and implementation of programs and controls to prevent, deter and detect fraud. We understand that the term "fraud" includes misstatements arising from fraudulent financial reporting and misstatements arising from misappropriation of assets.

7. We have no knowledge of any fraud or suspected fraud affecting the Plan involving:

a. Management/Plan Administrator

b. Employees who have significant roles in the Plan's internal control over financial reporting, or

c. Others (i.e. third party service providers) where the fraud could have a material effect on the financial statements.

8. We have no knowledge of any allegations of fraud or suspected fraud affecting the Plan received in communications from employees, former employees, participants, regulators, beneficiaries, service providers, third-party administrators, or others.

9. We have no:

a. Intentions that may materially affect the carrying value or classification of the Plan's assets and liabilities.

b. Intentions to terminate the Plan or merge the Plan into or with another plan.

10. We have no knowledge of any officer or trustee of the Plan or Plan sponsor, or any other person acting under the direction thereof, having taken any action to fraudulently influence, coerce, manipulate or mislead you during your audit.

11. The following have been properly recorded or disclosed in the financial statements:

a. Related party transactions including parties-in-interest, as defined in ERISA section 3(14) and regulations there under, including sales, purchases, loans, transfers, leasing arrangements, guarantees, ongoing contractual commitments and amounts receivable from or payable to related parties.

We understand that Section 3(14) of ERISA defines a "party in interest" to include fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50 percent or more of such an employer or employee association, or relatives of such persons just listed. Although not identical, ERISA defines "parties in interest" in much the same way as FASB ASC 850, *Related Party Disclosures* defines the term *related parties.* We understand the term "related party" refers to affiliates of the enterprise; trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; principal owners of the enterprise; its management; members of the immediate families of principal owners of the enterprise and its management; and other parties with which the enterprise may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might by prevented from fully pursuing its own separate interests. Another party also is a related party if it can significantly influence the management or operating policies of the transacting parties or if it has an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

b. Non-exempt party-in-interest transactions (as defined in ERISA section 3(1) and regulations under that section) that were not disclosed in the supplemental schedule or notes to the financial statements.

c. Investments in default or considered to be uncollectible that were not disclosed in the supplemental schedules.

d. Reportable transactions (as defined in ERISA section 103(b)(3)(H) and regulations under that section) that were not disclosed in the supplemental schedules.

e. Guarantees, whether written or oral, under which the Plan is contingently liable, including guarantee contracts and indemnification agreements pursuant to FASB ASC 460, *Guarantees.*

f. Significant estimates and material concentrations known to us that are required to be disclosed in accordance with the FASB ASC Section 275, *Risks and Uncertainties.*

We understand that significant estimates are estimates at the statement of net assets available for benefits date that are reasonably possible of changing materially within the next year. Concentrations refer to the nature and type of investments held by the Plan, or markets or geographic areas for which it is reasonably possible that events could occur which would significantly disrupt normal plan operations within the next year.

g. Amendments to the Plan document, if any.

h. Changes in accounting principle affecting consistency.

12. The Plan has satisfactory title to all owned assets, which are recorded at fair value as of the date of the Plan's year-end, and all liens, encumbrances, assets pledged as collateral, or security interests (including securities lending arrangements) requiring disclosure have been properly disclosed in the financial statements.

13. The Plan has complied with all aspects of debt and other contractual agreements that would have a material effect on the financial statements in the event of noncompliance.

14. The Plan has complied with the fidelity bonding requirements of ERISA.

15. All required filings of the Plan and trust documents with the appropriate regulatory agencies have been made.

16. There are no deficiencies, significant deficiencies, or material weaknesses in the design or operation of internal control over financial reporting of which we are aware, which could adversely affect the Plan's ability

to initiate, authorize, record, process, or report financial data. We have applied the definitions of a "significant deficiency" and a "material weakness" in accordance with the definitions in Statement on Auditing Standards No. 115, *Communicating Internal Control Related Matters Identified in an Audit.*

17. The following information about financial instruments with off-balance-sheet risk and financial instruments with concentrations of credit risk has been properly disclosed in the financial statements:

    a. Extent, nature, and terms of financial instruments with off-balance-sheet risk;

    b. The amount of credit risk of financial instruments with off-balance-sheet credit risk, and information about the collateral supporting such financial instruments; and

    c. Significant concentrations of credit risk arising from all financial instruments and information about the collateral supporting such financial instruments.

18. We are responsible for making the fair value measurements and disclosures included in the financial statements in accordance with FASB ASC 820, *Fair Value Measurements and Disclosures*, including determining the fair value of assets and liabilities, for which there has been a significant decrease in the volume and level of activity in relation to the normal market activity for those assets or liabilities (or similar assets or liabilities) or for which transactions are deemed not orderly. As part of fulfilling this responsibility, we have established an accounting and financial reporting process for determining the fair value measurements and disclosures, in accordance with the fair value techniques included in FASB ASC 820, *Fair Value Measurements and Disclosures*, (market approach, income approach and/or cost approach), considered the appropriateness of valuation methods, [including circumstances in which a practical expedient may be used to estimate fair value] adequately supported any significant assumptions used, and ensured that the presentation and disclosure of the fair value measurements are in accordance with generally accepted accounting principles including the disclosure requirements of FASB ASC 820. We believe the assumptions and methods used by us, including those used by specialists engaged by us, are in accordance with the definition of fair value in FASB ASC 820and the disclosures adequately describe the level of the inputs used in the fair value measurement, in accordance with the fair value hierarchy in FASB ASC 820.

19. Uncertain tax positions have been accounted for in accordance with the provisions of FASB ASC 740, *Income Taxes.*

20. The Plan (and the trust established under the Plan) is qualified under the appropriate section of the Internal Revenue Code and intends to continue as a qualified Plan (and trust). We believe the Plan and trust is being operated in a manner that did not jeopardize the continued qualification of the Plan (and trust).

21. We have provided you with all documents and communications with regulatory agencies and ERISA counsel in conjunction with the partial plan termination which was triggered during the Plan year ending December 31, 2010 and impacted participants who terminated in 2009, 2010 and 2011.

22. The Plan has complied with IRS and DOL rules and regulations concerning the timely remittance of participant contributions and loan repayments to the trust containing assets for the Plan.

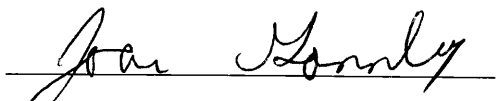
23. We have disclosed to you all accounting policies and practices we have adopted that, if applied to significant items or transactions, would not be in accordance with U.S. generally accepted accounting principles (GAAP). We have evaluated the impact of the application of each such policy and practice, both individually and in the aggregate, on the Plan's current period financial statements, and the expected impact of each such policy and practice on future periods' financial reporting. We believe the effect of these policies and practices on the financial statements is not material. Furthermore, we do not believe the impact of the application of these policies and practices will be material to the financial statements in future periods.

Very truly yours,

Health Dialog Services Corporation Retirement Plan

Mark Hampton

Chief Financial Officer, Health Dialog Services Corporation



Joan Gormley

Plan Administrator

HEALTH DIALOG SERVICES CORPORATION RETIREMENT PLAN

Financial Statements and Supplemental Schedules

December 31, 2010 and 2009

(With Independent Auditors' Report Thereon)

HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN

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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 Board of Directors and Plan 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, 2010 and 2009, the related statements of changes in net assets available for benefits for the years then ended, the supplemental schedule H, line 4(a) – Schedule of Delinquent Participant Contributions for the year ended December 31, 2010, and the supplemental schedule H, line 4(i) – Schedule of Assets (Held at End of Year) as of December 31, 2010. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103 8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, 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 certifications from the trustee as of December 31, 2010 and 2009, 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 schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the investment information certified by the 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 11, 2011

KPMG LLP is a Delaware limited liability partnership, the U.S. member firm of KPMG International Cooperative ("KPMG International"), a Swiss entity.

HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN

Statements of Net Assets Available for Benefits

December 31, 2010 and 2009

	2010	2009
Assets:		
Certified by Trustee (note 3):		
Investments, at fair value (note 8)	$ 49,963,518	41,769,053
Notes receivable from participants	638,090	554,298
Total assets certified by Trustee (note 3)	50,601,608	42,323,351
Contributions receivable:		
Participants	269,317	244,266
Employer	456,809	80,410
Total contributions receivable	726,126	324,676
Total assets	51,327,734	42,648,027
Net assets available for benefits	$ 51,327,734	42,648,027

See accompanying notes to financial statements.

HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2010 and 2009

	2010	2009
Additions:		
Net appreciation in fair value of investments (note 3)	$ 5,381,794	7,755,763
Interest and dividends (note 3)	769,738	688,427
Total income	6,151,532	8,444,190
Contributions:		
Participants	6,535,123	7,527,509
Rollover	679,997	383,432
Employer	2,029,669	2,145,624
Total contributions	9,244,789	10,056,565
Total additions	15,396,321	18,500,755
Deductions:		
Benefits paid directly to participants	6,700,471	3,339,855
Administrative expenses	16,143	13,974
Total deductions	6,716,614	3,353,829
Net increase	8,679,707	15,146,926
Net assets available for benefits:		
Beginning of year	42,648,027	27,501,101
End of year	$ 51,327,734	42,648,027

See accompanying notes to financial statements.

(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 January 1, 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 2010 and 2009. ERISA regulations also allowed participants over the age of 50 to contribute an additional catch-up amount of $5,500 for 2010 and 2009 allowing a total maximum contribution of $22,000 for 2010 and 2009. The Plan was amended on July 21, 2006 to offer participants the ability to make Roth deferral contributions and Roth direct rollovers into the Plan. 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 and earnings thereon 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, 2010 and 2009 forfeited nonvested accounts totaled $34,339 and $17,272, respectively. These accounts will be used to reduce future employer contributions. Also, in 2010 and 2009 employer contributions were reduced by $334,734 and $201,744, 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 2010 and 2009 through Fidelity Management Trust Company, a party-in-interest.

(d) Distribution of Benefits

Amounts may be distributed to participants only (i) upon termination of employment, (ii) upon attaining the age of 59½, or (iii) upon demonstration by the participant to the plan administrator that

the participant is suffering from "hardship" (as defined in applicable regulations promulgated or to be promulgated pursuant to Section 401(k) of the Internal Revenue Code of standards established by the Secretary of the Treasury or his delegate).

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.

(e) Notes Receivable from Participants

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 note receivable during the prior 12-month period. Only one note may be outstanding at any given time. Notes receivable from participants are collateralized by the participant's account. Notes receivable from participants 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. Notes receivable from participants shall bear interest at a rate determined by the plan administrator. The interest rate was 8.25% for 2010 and 2009.

(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) Notes Receivable from Participants

Notes receivable from participants are carried at their outstanding balance plus unpaid accrued interest.

(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, changes therein, 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 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.

The Plan's exposure to a concentration of credit risk is limited by the diversification of investments across 33 participant-directed fund elections. Additionally, the investments within each participant-directed fund election are further diversified into varied financial instruments.

(h) Recent Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2010-06, *Improving Disclosures about Fair Value Measurements*. ASU 2010-06 will require reporting entities to make new disclosures about information on purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measures. The new and revised disclosures are effective for fiscal years beginning after December 15, 2010. The adoption of ASU No. 2010-06 is not expected to have a material impact on the Plan's financial statements.

In September 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans*, which clarifies how loans to participants should be classified and measured by defined contribution pension plans. The ASU is applicable for all plans which contain participant loans and is effective for the Plan as of December 31, 2010 and for the plan year then ended. The Plan's retrospective adoption of this ASU did not have a material effect on the Plan's financial statements.

In May 2011, FASB released ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. This ASU amends FASB Accounting Standards Codification (ASC) Topic 820, *Fair Value Measurement*, to establish common requirements for measuring fair value and for disclosing information about fair value measurements in accordance with GAAP. The ASU is effective for fiscal years and interim periods beginning after December 15, 2011. The adoption of ASU No. 2011-04 is not expected to have a material impact on the Plan's financial statements.

(i) Subsequent Events

The Plan has evaluated subsequent events through October 11, 2011, the date the financial statements were available to be issued.

(3) Information Certified by Trustee

All information certified by Trustee disclosed in the accompanying financial statements and accompanying supplemental schedule, including investments and notes receivable from participants held at December 31, 2010 and 2009, and net appreciation or depreciation in fair value of investments, and interest and dividend income for the years ended December 31, 2010 and 2009 was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company.

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to investments and notes receivable from participants held at December 31, 2010 and 2009, and net appreciation or depreciation in fair value of investments, and interest and dividend income for the years ended December 31, 2010 and 2009.

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

Description		2010	2009
Fidelity Growth Strategies Fund	$	2,848,583	2,609,169
Fidelity Contrafund		7,703,458	6,391,272
Fidelity Diversified International Fund		4,743,145	4,143,515
Fidelity Dividend Growth Fund		4,180,619	3,464,841
Fidelity Investment Grade Bond Fund		3,837,540	3,518,808
Fidelity Puritan Fund		5,215,724	4,930,914
Fidelity Retirement Money Market Portfolio		3,561,417	3,863,949

During 2010 and 2009, the Plan's investments (including investments purchased, sold, as well as held during the year) appreciated in fair value as determined by quoted market prices as follows:

		2010	2009
Net appreciation in fair value of investments:			
Fidelity Mutual Funds	$	5,381,794	7,755,763

(Continued)

	2010	2009
Interest and dividends:		
Fidelity Mutual Funds	$ 720,609	645,370
Notes receivable from participants	49,129	43,057
	$ 769,738	688,427

(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.

During the 2010 plan year, a partial plan termination was triggered due to a series of reductions in force related to the Company's restructuring initiatives, which began in July 2009. As a result of the partial plan termination, the Company executed an amendment on October 5, 2011 which has vested all affected plan participants. The Plan has recorded a receivable for amounts funded by the Company to payout forfeited balances and lost earnings to the affected plan participants at December 31, 2010 for $260,665.

(5) Plan Tax Status

The Internal Revenue Service (IRS) has issued an opinion letter dated March 31, 2008 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.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or de-recognize an asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or de-recognition of an asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

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. During this review, certain issues relating to plan administration were identified for plan years 2010 and previous. The Company cooperated with the IRS and addressed all matters that required corrective action. These issues were subsequently resolved as evidenced by a Closing Agreement with the IRS that was executed on December 8, 2010. The Company was assessed a $100,000 penalty that was paid directly by the Company to the IRS in December 2010. The Company believes that all corrective action

(Continued)

taken to comply with the IRS regulations was sufficient such that there is no noncompliance with the ERISA regulations with respect to the matters identified and addressed by the IRS as part of its audit of the Plan.

(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 notes receivable from participants and, therefore, these transactions qualify as party-in-interest transactions.

(7) Reconciliation of Financial Statements to Form 5500

The Plan prepares its Form 5500 on a cash basis of accounting. 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 as of December 31, 2010 and 2009:

		2010	2009
Net assets available for benefits per the financial statements	$	51,327,734	42,648,027
Participant contributions receivable		(269,317)	(244,266)
Employer contributions receivable		(456,809)	(80,410)
Net assets available for benefits per Form 5500	$	50,601,608	42,323,351

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 years ended December 31, 2010 and 2009:

		2010	2009
Net increase per the financial statements	$	8,679,707	15,146,926
Change in participant contributions receivable		(25,051)	167,216
Change in employer contributions receivable		(376,399)	45,583
Net increase per Form 5500	$	8,278,257	15,359,725

(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).

(Continued)

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.

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

Mutual funds: Valued at quoted market prices of shares held by the Plan at year end.

The method 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 method is 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 summarizes the valuation and investment strategies of the Plan's financial instruments under the fair value hierarchy levels as of December 31, 2010:

	Fair value measurements at December 31, 2010					
	Level 1	Level 2	Level 3	Total	Redemption frequency	Days notice
Mutual funds:						
Money market	$ 3,561,417	—	—	3,561,417	Daily	1
Multi-strategy funds	13,815,288	—	—	13,815,288	Daily	1
Fixed income	5,287,150	—	—	5,287,150	Daily	1
Domestic equities	15,987,687	—	—	15,987,687	Daily	1
Global equities	11,311,976	—	—	11,311,976	Daily	1
Total	$ 49,963,518	—	—	49,963,518		

(Continued)

The following table summarizes the valuation and investment strategies of the Plan's financial instruments under the fair value hierarchy levels as of December 31, 2009:

	Fair value measurements at December 31, 2009					
	Level 1	Level 2	Level 3	Total	Redemption frequency	Days notice
Mutual funds:						
Money market	$ 3,836,949	—	—	3,836,949	Daily	1
Multi-strategy funds	10,926,028	—	—	10,926,028	Daily	1
Fixed income	4,706,995	—	—	4,706,995	Daily	1
Domestic equities	12,887,095	—	—	12,887,095	Daily	1
Global equities	9,411,986	—	—	9,411,986	Daily	1
Total	$ 41,769,053	—	—	41,769,053		

HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN

Schedule H, Line 4(a) – Schedule of Delinquent Participant Contributions

Year ended December 31, 2010

	Total that constitute nonexempt prohibited transactions			
Participant contributions transferred late to plan	**Contributions not corrected**	**Contributions corrected outside VFCP**	**Contributions pending correction in VFCP**	**Total fully corrected under VFCP and PTE 2002-51**
$ 1,771	—	1,771	—	—

See accompanying independent auditors' report.

HEALTH DIALOG SERVICES CORPORATION RETIREMENT PLAN

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

December 31, 2010

Identity of issuer, borrowers, lessor, or similar party	Description of investments	Description of investments, including maturity date, rate of interest, par, or maturity value			Current value
* Mutual Funds Held by Fidelity as Custodian	Fidelity Growth Strategies Fund	139,363	Shares	$	2,848,583
	Fidelity Cap Appreciation	22,786	Shares		577,408
	Fidelity Contrafund	113,738	Shares		7,703,458
	Fidelity Diversified International Fund	157,318	Shares		4,743,145
	Fidelity Dividend Growth Fund	147,050	Shares		4,180,619
	Fidelity Focused Stock	154	Shares		2,103
	Fidelity Freedom 2000	9,361	Shares		111,768
	Fidelity Freedom 2005	4,096	Shares		44,278
	Fidelity Freedom 2010	61,494	Shares		835,709
	Fidelity Freedom 2015	101,463	Shares		1,150,596
	Fidelity Freedom 2020	146,189	Shares		2,015,953
	Fidelity Freedom 2025	74,752	Shares		861,149
	Fidelity Freedom 2030	79,759	Shares		1,098,280
	Fidelity Freedom 2035	75,628	Shares		867,451
	Fidelity Freedom 2040	96,866	Shares		775,898
	Fidelity Freedom 2045	24,084	Shares		228,560
	Fidelity Freedom 2050	30,588	Shares		286,913
	Fidelity Freedom Income	12,135	Shares		136,888
	Fidelity International Discovery	34,361	Shares		1,135,290
	Fidelity Investment Grade Bond Fund	519,288	Shares		3,837,540
	Fidelity Leveraged Co Stock	60,351	Shares		1,715,188
	Fidelity Puritan Fund	291,219	Shares		5,215,724
	Fidelity Retirement Money Market Portfolio	3,561,417	Shares		3,561,417
	Fidelity Stock Selector Small Cap	23,365	Shares		432,480
	Fidelity Value	16,240	Shares		1,115,528
	Rainier Small/Mid Cap Equity	25,989	Shares		848,790
	RS Partners A	27,527	Shares		910,880
	Spartan Total Market Index	3,690	Shares		134,410
	Spartan Extended Market Index	4,679	Shares		178,611
	Spartan 500 Index	11,919	Shares		530,136
	Spartan International Index	6,910	Shares		243,034
	Fidelity US Bond Index	127,944	Shares		1,449,610
	Fidelity Four In One Index	6,893	Shares		186,121
	Total mutual funds				49,963,518
* Notes receivable from participants	Participants loans, interest rate 8.25%				638,090
				$	50,601,608

* Indicates party-in-interest to the Plan.

See accompanying independent auditors' report.