

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM</u>	1b Three-digit plan number (PN) ▶	<u>002</u>	
	1c Effective date of plan	<u>01/01/1995</u>	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>WESTCARE, INC. DBA WESTCARE HEALTH SYSTEM</u> <u>68 HOSPITAL ROAD</u> <u>SYLVA, NC 28779</u>	2b Employer Identification Number (EIN) <u>56-0714394</u>	2c Sponsor's telephone number <u>704-586-7000</u>	2d Business code (see instructions) <u>622000</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2011	GENE WINTERS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2011	GENE WINTERS
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") WESTCARE, INC. DBA WESTCARE HEALTH SYSTEM 68 HOSPITAL ROAD SYLVA, NC 28779	3b Administrator's EIN 56-0714394 3c Administrator's telephone number 704-586-7000
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year	5	1090
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	1071
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	50
d Subtotal. Add lines 6a , 6b , and 6c	6d	1121
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	1121
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	674
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	2
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 2M 2T

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

9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

<div>SCHEDULE A (Form 5500) <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>	<div>Insurance Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> <div>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</div>	<div>OMB No. 1210-0110</div> <div>2010</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500. WESTCARE, INC. DBA WESTCARE HEALTH SYSTEM	D Employer Identification Number (EIN) 56-0714394	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions	Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier VARIABLE ANNUITY LIFE INSURANCE COMPANY
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(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
74-1625348	70238	52532	519	01/01/2010	12/31/2010

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.
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(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
--

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
--

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end **4** 6491524**5** Current value of plan's interest under this contract in separate accounts at year end **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☒ deposit administration (2) ☐ immediate participation guarantee(3) ☐ guaranteed investment (4) ☐ other ▶**b** Balance at the end of the previous year **7b** 5812602**c** Additions: (1) Contributions deposited during the year **7c(1)** 692543(2) Dividends and credits **7c(2)** 0(3) Interest credited during the year **7c(3)** 212507(4) Transferred from separate account **7c(4)** 336427(5) Other (specify below) **7c(5)** 0(6) Total additions **7c(6)** 1241477**d** Total of balance and additions (add **b** and **c(6)**). **7d** 7054079**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 427027(2) Administration charge made by carrier **7e(2)** 0(3) Transferred to separate account **7e(3)** 135131(4) Other (specify below) **7e(4)** 397▶ **CONTRACT SURRENDER CHARGES**(5) Total deductions **7e(5)** 562555**f** Balance at the end of the current year (subtract **e(5)** from **d**) **7f** 6491524

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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
		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 WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 WESTCARE, INC. DBA WESTCARE HEALTH SYSTEM	D Employer Identification Number (EIN) 56-0714394	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

BB & T

56-1368984

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

74-1625348

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

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

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

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74-1625348

(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?
23 26 37 38 50 64	RECORDKEEPER	55970	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

BB & T

56-1368984

(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?
21 37 38 50 64	TRUSTEE	2999	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 ☐

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
BB & T	99	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN HIGH INCOME TRUST R4 3500 WISEMAN BLVD SAN ANTONIO, TX 78251-4321	CODE 99: 10 BPS * AVG DAILY MKT VALUE

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
BB & T	99	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN CAPITAL WORLD GRWT 3500 WISEMAN BLVD SAN ANTONIO, TX 78251-4321	CODE 99: 10 BPS * AVG DAILY MKT VALUE

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
BB & T	99	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN GROWTH FUND OF AMERICA 3500 WISEMAN BLVD SAN ANTONIO, TX 78251-4321	CODE 99: 10 BPS * AVG DAILY MKT VALUE

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
BB & T	60 99	7
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FIDELITY ADVISOR SMALL CAP 82 DEVONSHIRE BOSTON, MA 02109	CODE 60: 15 BPS * AVG DAILY MKT VALUE CODE 99: 15 BPS * AVG DAILY MKT VALUE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
BB & T	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.
HARBOR INTERNATIONAL INSTITUTIONAL 111 S. WACKER DR. 34TH FLOOR CHICAGO, IL 60606	CODE 60: 10 BPS * AVG DAILY MKT VALUE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
BB & T	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.
MFS RESEARCH INTL FD CL R3 500 BOYLSTON STREET, 6TH FLOOR BOSTON, MA 02116	CODE 60: 25 BPS * AVG DAILY MKT VALUE	

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
BB & T	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NEUBERGER BERMAN REGENCY TR 605 3RD AVENUE 2ND FLOOR NEW YORK, NY 10158		CODE 60: 30 BPS * AVG DAILY MKT VALUE
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
BB & T	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.
PIMCO TOTAL RETURN CLASS A ALLIANZ GLOBAL INVESTORS 1345 AVENUE OF THE AMERICAS 3RD FL NEW YORK, NY 10105		CODE 60: 20 BPS * AVG DAILY MKT VALUE
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
BB & T	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.
T ROWE PRICE RETIREMENT 2035 4515 PAINTERS MILL RD OWINGS MILLS, MD 21117		CODE 60: 15 BPS * AVG DAILY MKT VALUE

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
BB & T	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.
T ROWE PRICE RETIREMENT 2025 4515 PAINTERS MILL ROAD OWINGS MILLS, MD 21117	CODE 60: 15 BPS * AVG DAILY MKT VALUE

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
BB & T	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.
T ROWE PRICE RETIREMENT 2015 4515 PAINTERS MILL ROAD OWINGS MILLS, MD 21117	CODE 60: 15 BPS * AVG DAILY MKT VALUE

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
BB & T	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.
EATON VANCE LG CAP VALUE FD C 255 STATE ST, THE EATON VANCE BLDG. BOSTON, MA 02109	CODE 60: 3.75 BPS * AVG DAILY MKT VALUE

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
VALIC	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.
AMERICAN CENTURY INFL-ADJ BOND INV 4500 MAIN STREET 9TH FLOOR KANSAS CITY, MO 64111		CODE 60: 25 BPS * AVG DAILY MKT VALUE
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
VALIC	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.
AMERICAN CENTURY REAL ESTATE INV 4500 MAIN STREET 9TH FLOOR KANSAS CITY, MO 64111		CODE 60: 35 BPS * AVG DAILY MKT VALUE
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
VALIC	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.
AMERICAN CENTURY VISTA INV 4500 MAIN STREET 9TH FLOOR KANSAS CITY, MO 64111		CODE 60: 35 BPS * AVG DAILY MKT VALUE

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
VALIC	63 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.
AMER FUNDS AMERICAN BALANCED R4 3500 WISEMAN BLVD SAN ANTONIO, TX 78251-4321		CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 10 BPS * AVG DAILY MKT VALUE
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
VALIC	63 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.
AMER FUNDS AMERICAN HI INC TR R4 3500 WISEMAN BLVD SAN ANTONIO, TX 78251-4321		CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 10 BPS * AVG DAILY MKT VALUE
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
VALIC	63 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.
AMER FUNDS AMERICAN MUTUAL R4 3500 WISEMAN BLVD SAN ANTONIO, TX 78251-4321		CODE 63: 25 BPS * AVG DAILY MKT BALUE CODE 60: 10 BPS * AVG DAILY MKT VALUE

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
VALIC	63 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.
AMER FUNDS CAPITAL WORLD G/I R4 3500 WISEMAN BLVD SAN ANTONIO, TX 78251-4321	CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 10 BPS * AVG DAILY MKT VALUE	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
VALIC	63 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.
AMER FUNDS EUROPACIFIC GR R4 3500 WISEMAN BLVD SAN ANTONIO, TX 78251-4321	CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 10 BPS * AVG DAILY MKT VALUE	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
VALIC	63 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.
AMER FUNDS GROWTH FUND OF AMER R4 3500 WISEMAN BLVD SAN ANTONIO, TX 78251-4321	CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 10 BPS * AVG DAILY MKT VALUE	

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
VALIC	63 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.
DAVIS NY VENTURE A	2949 E. ELVIRA ROAD SUITE 101 TUCSON, AZ 85756	CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 25 BPS * AVG DAILY MKT VALUE
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
VALIC	63 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.
DREYFUS BOND MARKET INDEX INV	200 PARK AVENUE NEW YORK, NY 10166	CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 10 BPS * AVG DAILY MKT VALUE
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
VALIC	63 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.
DREYFUS MIDCAP INDEX	200 PARK AVENUE NEW YORK, NY 10166	CODE 63: 25 PBS * AVG DAILY MKT VALUE CODE 60: 15 BPS * AVG DAILY MKT VALUE

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
VALIC	63 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.
DREYFUS S & P 500 INDEX 200 PARK AVENUE NEW YORK, NY 10166	CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 15 BPS * AVG DAILY MKT VALUE

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
VALIC	63 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.
DREYFUS SMALL CAP STOCK INDEX 200 PARK AVENUE NEW YORK, NY 10166	CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 15 BPS * AVG DAILY MKT VALUE

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
VALIC	63 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.
LEGG MASON CLEARBRIDGE SM CAP GR A 55 WATER STREET, 32ND FLOOR NEW YORK, NY 10041	CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 25 BPS * AVG DAILY MKT VALUE

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
VALIC	63 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.	
PIMCO TOTAL RETURN A ALLIANZ GLOBAL INVESTORS 1345 AVENUE OF THE AMERICAS 3RD FL NEW YORK, NY 10105	CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 10 BPS * AVG DAILY MKT VALUE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
VALIC	63 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.	
PIONEER MID-CAP VALUE A 60 STATE ST - 13TH FL BOSTON, MA 02109-1820	CODE 63: 25 BPS * AVG DAILY MKT VALUE CODE 60: 30 BPS * AVG DAILY MKT VALUE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
VALIC	63	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
VALIC FIXED INTEREST OPTION 2929 ALLEN PARKWAY HOUSTON, TX 77019	CODE 63: 75 BPS * EXPECTED VAL OF PART ALLOCATIONS	

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)
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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 WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 WESTCARE, INC. DBA WESTCARE HEALTH SYSTEM		
D Employer Identification Number (EIN) 56-0714394		

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		8683
(2) Participant contributions	1b(2)		506
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	839341	1022554
(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)	821274	1004217
(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)	12340825	14478847
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	5812603	6491524
(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	19814043	23006331

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	19814043	23006331
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	771261	
(B) Participants	2a(1)(B)	1636147	
(C) Others (including rollovers)	2a(1)(C)	162743	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2570151
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	364	
(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)	46440	
(F) Other	2b(1)(F)	236218	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		283022
(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)	383660	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		383660
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		1314711
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		4551544

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1285101	
(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)		1285101
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		15238
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	50293	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	8624	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		58917
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1359256

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		3192288
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: PYA (2) EIN: 65-1517792

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.			

- 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 <u>WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>WESTCARE, INC. DBA WESTCARE HEALTH SYSTEM</u>	D Employer Identification Number (EIN) <u>56-0714394</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): <u>74-1625348</u> <u>56-1368984</u> 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)
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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
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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
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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.
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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

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

Schedule R (Form 5500) 2010
v.092308.1

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): _____

**WESTCARE HEALTH SYSTEM
RETIREMENT SAVINGS PROGRAM**

***Audited Financial Statements
and Supplemental Schedule***

Year Ended December 31, 2010



WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

Audited Financial Statements and Supplemental Schedule

Year Ended December 31, 2010

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Audited Financial Statements

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Supplemental Schedule

Schedule of Assets Held at End of Year	14
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INDEPENDENT AUDITOR'S REPORT

To the Finance Committee of
Westcare Health System:

We were engaged to audit the accompanying statement of net assets available for benefits of the Westcare Health System Retirement Savings Program (the Plan) as of December 31, 2010, and the related statement of changes in net assets available for benefits and the supplemental schedule as of, and for the year ended, December 31, 2010, as listed in the accompanying index. These financial statements and the supplemental schedule are the responsibility of the Plan's management. The statement of net assets available for benefits and the related statement of changes in net assets available for benefits of the Plan as of and for the year ended December 31, 2009, was audited by other auditors. As permitted by CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed the other auditors not to perform, and they did not perform, any auditing procedures with respect to information certified by Variable Annuity Life Insurance Company (VALIC) and Branch Banking and Trust Company (BB&T), the custodians of the Plan. Their report dated October 12, 2010, indicated that because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and that the form and content of the information included in the financial statements other than that derived from information certified by the custodian, had been audited by them in accordance with auditing standards generally accepted in the United States of America and, in their opinion, were presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes C and E, which was certified by VALIC and BB&T, the custodians of the Plan, except for comparing the information with the related information included in the 2010 financial statements and supplemental schedule. We have been informed by the Plan administrator that the custodians hold the Plan's investment assets and execute investment transactions. The Plan administrator has obtained a certification from the custodians as of and for the year ended December 31, 2010, that the information provided to the Plan administrator by the custodians is complete and accurate.

Because of the significance of the information that we did not audit, we were unable to, and do not, express an opinion on the accompanying financial statements and 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 information certified by the custodians, 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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure und the Employee Retirement Income Security Act of 1974 as of and for the year ended December 31, 2010.

Peering Upshley & Associates, P.C.

Knoxville, Tennessee
October 10, 2011

WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

Statements of Net Assets Available for Benefits

	<i>December 31,</i>	
	<i>2010</i>	<i>2009</i>
ASSETS		
Investments, at fair value:		
Cash and cash equivalents	\$ 1,022,554	\$ -
Shares of registered investment companies	14,478,847	13,180,156
Annuity contract with insurance company	6,526,532	5,750,727
Receivables:		
Employer's contribution	8,683	-
Participants' contributions	506	-
Notes receivable from participants	1,004,217	821,284
TOTAL ASSETS	23,041,339	19,752,167
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	23,041,339	19,752,167
Adjustment from fair value to contract value for the fully benefit-responsive investment contract	(35,008)	61,876
NET ASSETS AVAILABLE FOR BENEFITS	\$ 23,006,331	\$ 19,814,043

WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

Statement of Changes in Net Assets Available for Benefits

	<i>Year Ended December 31, 2010</i>
Additions to net assets attributed to:	
Investment income:	
Shares of registered investment companies:	
Interest and dividends	\$ 454,176
Net appreciation in fair value	1,314,711
Annuity contract with insurance company:	
Interest and dividends	212,506
Total investment income	1,981,393
Contributions:	
Participants	1,636,147
Employer	771,261
Rollovers	162,743
Total contributions	2,570,151
TOTAL ADDITIONS	4,551,544
Deductions from net assets attributed to:	
Benefits paid to participants	1,300,339
Administrative expenses	58,917
TOTAL DEDUCTIONS	1,359,256
NET INCREASE	3,192,288
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	19,814,043
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	\$ 23,006,331

WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

Notes to Financial Statements

Year Ended December 31, 2010

NOTE A--DESCRIPTION OF PLAN

The following brief description of the Westcare Health System Retirement Savings Program (the Plan) is provided for general information purposes only. Participants should refer to the Plan document and subsequent amendments for more complete information.

General: The Plan is a defined contribution plan covering all employees of Westcare Health System (the Company) excluding students performing services, employees who work less than 20 hours per week, leased employees, and contract employees. The Variable Annuity Life Insurance Company (VALIC) and Branch Banking and Trust Company (BB&T) serve as the custodians of the Plan. The Finance Committee of the Company controls and manages the operation and administration of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions: Each year, participants may contribute up to the maximum percentage allowed under the Internal Revenue Code. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants may direct the investment of all contributions to the Plan into various investment options offered by the Plan. Effective January 1, 2010, the Plan was amended to exclude bonuses, paid time off cash-outs for active employees, payments classified as "Westshare," and service awards from eligible compensation for purposes of calculating employee and employer contributions. The Company makes matching contributions based on the Years of Service earned as follows:

<i>Years of Service</i>	<i>Matching Percentage</i>
Less than 1	0%
At least 1, but less than 4	2%
At least 4, but less than 9	4%
At least 9, but less than 24	5%
24 or more years	6%

Participant Accounts: Each participant's account is credited with the participant's contributions and the company's matching contributions and allocations of Plan earnings (losses), and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Participants are immediately vested in their contributions plus actual earnings thereon. Participants are fully vested in the Company's matching contribution upon attaining normal

WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

Notes to Financial Statements - Continued

Year Ended December 31, 2010

NOTE A--DESCRIPTION OF PLAN - Continued

retirement age, disability, or death. Otherwise the matching contributions are vested based on years of service for vesting purposes as follows:

<i>Years of Service</i>	<i>Vesting Percentage</i>
Less than 1	0%
1	20%
2	40%
3	60%
4	80%
5 or more	100%

Payment of Benefits: On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments. For termination of service for other reasons, a participant may receive the value of their vested interest in his or her account as a lump-sum distribution.

Forfeitures: At December 31, 2010, forfeited nonvested accounts totaled \$42,772. These accounts will be used to reduce future employer contributions. Employer contributions were reduced by \$1,620 from forfeited nonvested accounts during 2010.

Notes Receivable from Participants: Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balances. The loans are secured by the balance in the participant's account and bear interest at rates ranging from 4.25% to 9.25% as of December 31, 2010. Principal and interest is paid ratably through payroll deductions.

Plan Termination: Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become fully vested in their account balance.

NOTE B--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The financial statements are prepared under the accrual basis of accounting.

WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

Notes to Financial Statements - Continued

Year Ended December 31, 2010

NOTE B--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from these estimates.

Investment Valuation and Income Recognition: The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note D for a discussion of fair value measurements.

Annuity contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive annuity contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statements of net assets available for benefits present the fair value of the annuity contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

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.

Payment of Benefits: Benefits are recorded when paid.

Administrative Expenses: All significant expenses of maintaining the Plan are paid by the Plan.

Subsequent Events: Management has evaluated all events or transactions that occurred after December 31, 2010, through October 10, 2011, the date the financial statements were available to be issued. During this period, management did not note any material recognizable subsequent events that required recognition or disclosure in the December 31, 2010 financial statements.

New Accounting Pronouncements: The Plan adopted certain provisions of Financial Accounting Standards Board (FASB) Accounting Standards Update (ASU) 2010-06, *Fair Value Measurements and Disclosures (Topic 820) – Improving Disclosures about Fair Value Measurements* (ASU 2010-06) during the fiscal year ended December 31, 2010. ASU 2010-06 requires new disclosures regarding significant transfers in and out of Levels 1 and 2 and clarifies existing disclosures regarding input and valuation techniques, as well as the level of disaggregation for each class of assets and liabilities. In addition, ASU 2010-06 requires new

WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

Notes to Financial Statements - Continued

Year Ended December 31, 2010

NOTE B--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

disclosures about purchases, sales, issuances and settlements on a gross versus a net basis in the Level 3 activity roll forward that will not be effective until 2011. The adoption of ASU 2010-06 did not, and is not expected to, have a material impact on the financial statements.

The Plan also adopted the provisions of ASU 2010-25, *Plan Accounting – Defined Contribution Pension Plans (Topic 962): Reporting Loans to Participants by Defined Contribution Pension Plans* during the fiscal year ended December 31, 2010. ASU 2010-25 requires that participant loans be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest. Management of the Plan has adopted ASU 2010-25 as required.

NOTE C--INVESTMENTS CERTIFIED BY THE CUSTODIAN

The Plan's investments are held by two custodians, VALIC and BB&T. The Plan's administrator has instructed the independent auditors not to examine the information certified as complete and accurate by the custodians, including investment transactions.

Investments that represent at least 5% or more of the Plan's net assets are separately identified as follows as of December 31:

	<u>2010</u>	<u>2009</u>
Investments, at fair value:		
Dreyfus S&P 500 Index	\$ 2,002,735	\$ 1,737,936
Eaton Vance Large Cap Value	1,296,105	1,205,041
Fixed Interest Account	6,526,532	5,750,727
Other	12,202,561	10,237,179
	<u>\$ 22,027,933</u>	<u>\$ 18,930,883</u>

Notes receivable from participants outstanding related to VALIC and BB&T totaled \$809,061 and \$195,156, respectively, as of December 31, 2010.

During 2010, the Plan's investments, including investments bought, sold and held during the year, appreciated in value by \$1,314,711.

NOTE D--FAIR VALUE MEASUREMENTS

Fair Value Measurements: FASB ASC 820, *Fair Value Measurements and Disclosures*, 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

WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

Notes to Financial Statements - Continued

Year Ended December 31, 2010

NOTE D--FAIR VALUE MEASUREMENTS - Continued

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 820 are described as follows:

- Level 1 - inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 - inputs to the valuation methodology include:
 - Quoted prices for similar assets and liabilities in active markets,
 - Quoted prices for identical or similar assets and liabilities in inactive markets,
 - Inputs other than quoted prices that are observable for the asset or liability, and
 - 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 or liability's fair value measurement level within the valuation hierarchy is based upon 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.

Shares of Registered Investment Funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

Notes Receivable from Participants: Valued at their unpaid principal balance, plus any accrued but unpaid interest, which approximates fair value.

Annuity Contract with Insurance Company: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer (See Note E).

The preceding methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan sponsor believes the valuation methods are appropriate and consistent with other market participants, the

WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

Notes to Financial Statements - Continued

Year Ended December 31, 2010

NOTE D--FAIR VALUE MEASUREMENTS - Continued

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, 2010:

	<i>Quoted Prices in Active Markets (Level 1)</i>	<i>Significant Other Observable Inputs (Level 2)</i>	<i>Significant Unobservable Inputs (Level 3)</i>	<i>Total</i>
Cash and cash equivalents	\$ 1,022,554	\$ -	\$ -	\$ 1,022,554
Shares of registered investment companies	14,478,847	-	-	14,478,847
Annuity contract with insurance company	-	-	6,526,532	6,526,532
Notes receivable from participants	-	-	1,004,217	1,004,217
Total assets at fair value	<u>\$ 15,501,401</u>	<u>\$ -</u>	<u>\$ 7,530,749</u>	<u>\$ 23,032,150</u>

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

	<i>Quoted Prices in Active Markets (Level 1)</i>	<i>Significant Other Observable Inputs (Level 2)</i>	<i>Significant Unobservable Inputs (Level 3)</i>	<i>Total</i>
Shares of registered investment companies	\$ 13,180,156	\$ -	\$ -	\$ 13,180,156
Annuity contract with insurance company	-	-	5,750,727	5,750,727
Notes receivable from participants	-	-	821,284	821,284
Total assets at fair value	<u>\$ 13,180,156</u>	<u>\$ -</u>	<u>\$ 6,572,011</u>	<u>\$ 19,752,167</u>

WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

Notes to Financial Statements - Continued

Year Ended December 31, 2010

NOTE D--FAIR VALUE MEASUREMENTS - Continued

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2010:

	<i>Annuity Contract with Insurance Company</i>	<i>Participant Loans</i>
Balance, beginning of year	\$ 5,750,727	\$ 821,284
Realized gains	212,506	46,440
Purchases, sales, issuances and settlements (net)	563,299	136,493
Balance, end of year	<u>\$ 6,526,532</u>	<u>\$ 1,004,217</u>

NOTE E--ANNUITY CONTRACT WITH INSURANCE COMPANY

The Plan has entered into a benefit-responsive annuity contract with VALIC. VALIC maintains the contributions in a general account. The account is credited with earnings on the underlying contract and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at contract value as reported to the Plan by VALIC. The guaranteed annuity contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As described in Note B, because the annuity contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the annuity contract. Contract value, as reported to the Plan by VALIC, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2010 and 2009 was \$6,526,532 and \$5,750,727, respectively. The crediting interest rate is based on a formula agreed upon with the issuer and has no minimum or maximum limit. Such interest rates are reviewed on a monthly basis for resetting. During 2010 and 2009, the minimum rate credited to participant accounts was 3.00%.

Certain events limit the Plan's ability to transact at contract value with VALIC. Such events include the following: (a) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (b) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (c) bankruptcy of the Plan sponsor or

WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

Notes to Financial Statements - Continued

Year Ended December 31, 2010

NOTE E--ANNUITY CONTRACT WITH INSURANCE COMPANY - Continued

other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (d) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under the Employee Retirement Income Security Act of 1974. The Plan administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring. The annuity contract allows for the Company and/or VALIC to terminate the agreement at any time given proper notice.

The Plan's average interest rates on the annuity contract were as follows:

	<i>Year Ended December 31,</i>	
	<i>2010</i>	<i>2009</i>
Based on actual earnings	3.33%	3.79%
Based on interest rate credited to participants	3.33%	3.79%

NOTE F --RELATED-PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by VALIC and BB&T and a guaranteed annuity contract secured by the general assets of VALIC. VALIC and BB&T are the Custodians as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services amounted to \$58,917.

NOTE G--INCOME TAX STATUS

The Plan is required to operate in conformity with the Internal Revenue Code to maintain its tax exemption. The Plan adopted a prototype defined contribution plan sponsored by W. E. Stanley & Company, Inc., (the former custodian). W. E. Stanley & Company, Inc. obtained a favorable determination letter on the prototype plan dated June 30, 2000. The prototype plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan, as currently designed, is being substantially operated in compliance with the applicable requirements of the Internal Revenue Code.

The Plan did not identify any significant uncertain tax positions resulting in any unrecognized tax benefits as of and for the year ended December 31, 2010. In addition, the Plan was not assessed and did not recognize any interest or penalties related to taxes for the year ended December 31, 2010.

WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

Notes to Financial Statements - Continued

Year Ended December 31, 2010

NOTE H--RISKS AND UNCERTAINTIES

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

Supplemental Schedule

WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

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

EIN: 56-0714394

PN: 002

December 31, 2010

<i>Identity of Issuer, Borrower, Lessor, or Similar Party</i>	<i>Description of Asset</i>	<i>Current Value</i>
* VALIC	Forfeiture Money Market Account	\$ 41,187
American Century	Money Market Account	41,889
American Century	Inflation-Adjusted Bond Investment	325,913
American Century	Real Estate Investment	47,082
American Century	Vista Investment	61,714
American Funds	American Balanced	609,949
American Funds	American High Income	57,741
American Funds	American Mutual	182,620
American Funds	Cap World Global	234,513
American Funds	Europacific	694,085
American Funds	Growth Fund	827,904
Davis NY	Venture A	340,929
Dreyfus	Bond Market Index Investment	111,883
Dreyfus	International Stock Index	278,733
Dreyfus	Mid Cap Index	912,837
Dreyfus	S&P 500 Index	2,002,735
Dreyfus	Small Cap Stock Index	588,289
Dreyfus	Small Cap Value	146,077
LeggMason	Small Cap Growth A	93,821
Pimco	Total Return A	584,517
Pioneer	MidCap Value A	48,272
* VALIC	Fixed Interest Account	6,491,524
Eaton Vance	Large Cap Value	1,296,105
Fairholme	Fairholme Fund	95,018
Fidelity	Advisor Small Cap	445,110
Harbor	International Fund Institution	175,707
ING	Class Money Market	939,478
Morgan Stanley	Mid Cap Growth I	115,707
MFS	Research International	594,348
Neuberg Berman	Regency Trust	20,363
Oppenheimer	Development Market	325,981
Oppenheimer	International Bond Fund	51,967
Pimco	Total Return	1,061,580
American Funds	Growth of America	1,038,505
American Funds	High Income	77,022
American Funds	American Cap	9,118

WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

Schedule H, Line 4i – Schedule of Assets Held at End of Year - Continued

EIN: 56-0714394

PN: 002

December 31, 2010

<i>Identity of Issuer, Borrower, Lessor, or Similar Party</i>	<i>Description of Asset</i>	<i>Current Value</i>
Royce	Total Return Fund Investment	180,279
T. Rowe Price	Retirement 2015	37,216
T. Rowe Price	Retirement 2025	103,481
T. Rowe Price	Retirement 2035	41,419
T. Rowe Price	Retirement 2045	263
Vanguard	Short Term Treasury	271,751
Vanguard	Intermediate Term Treasury	388,293
Notes receivable from participants	Rates of 4.25% - 9.25%	1,004,217
		<u>\$ 22,997,142</u>

*Indicates a party-in-interest

The above data is based on information which has been certified as complete and accurate by VALIC and BB&T, the custodians.

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

EIN: 56-0714394

Plan Sponsor's Name WESTCARE, INC. DBA WESTCARE HEALTH SYSTEM

PN: 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	AMERICAN GROWTH OF AMERICA	OTHER INVESTMENT	972,292	1,038,505
	AMERICAN HIGH INC TRUST	OTHER INVESTMENT	73,024	77,022
	EATON VANCE LARGE CAP VALUE	OTHER INVESTMENT	1,300,547	1,296,105
	FAIRHOLME	OTHER INVESTMENT	78,421	95,018
	FIDELITY ADV SMALL CAP	OTHER INVESTMENT	388,299	445,110
	HARBOR INTERNAT'L INSTL	OTHER INVESTMENT	141,863	175,707
	ING CLASSIC MONEY MARKET	OTHER INVESTMENT	939,478	939,478

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

EIN: 56-0714394

Plan Sponsor's Name WESTCARE, INC. DBA WESTCARE HEALTH SYSTEM

PN: 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	BB & T LOANS	LOANS AT 4.25% INTEREST	195,156	195,156
	MFS RESEARCH INTERNAT'L	OTHER INVESTMENT	601,311	594,348
	MORGAN STANLEY INSTL MIDCAP GR	OTHER INVESTMENT	72,668	115,707
	NEUBERGER BERMAN REGENCY	OTHER INVESTMENT	17,587	20,363
	OPPENHEIMER DEVELOPING MARKETS	OTHER INVESTMENT	270,497	325,981
	OPPENHEIMER INTL BOND	OTHER INVESTMENT	51,057	51,969
	PIMCO TOTAL RETURN A	OTHER INVESTMENT	1,044,559	1,061,580

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

EIN: 56-0714394

Plan Sponsor's Name WESTCARE, INC. DBA WESTCARE HEALTH SYSTEM

PN: 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	ROYCE TOTAL RETURN	OTHER INVESTMENT	151,536	180,279
	T ROWE PRICE RETIREMENT 2015	OTHER INVESTMENT	31,724	37,216
	T ROWE PRICE RETIREMENT 2025	OTHER INVESTMENT	82,422	103,481
	T ROWE PRICE RETIREMENT 2035	OTHER INVESTMENT	37,944	41,419
	VANGUARD INTERM-TERM US TREAS	OTHER INVESTMENT	397,620	388,293
	VANGUARD SHORT TERM TREASURY	OTHER INVESTMENT	275,411	271,751
	AMERICAN CAP WORLD GR & INC	OTHER INVESTMENT	8,735	9,118

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

EIN: 56-0714394

Plan Sponsor's Name WESTCARE, INC. DBA WESTCARE HEALTH SYSTEM

PN: 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	T ROWE PRICE RETIREMENT 2045	OTHER INVESTMENT	258	262
	AMER FUNDS AMER BAL R4	OTHER INVESTMENT		609,949
	AMER FUNDS AMER H/I R4	OTHER INVESTMENT		57,741
	AMER FUNDS AMER MUT R4	OTHER INVESTMENT		182,620
	AMER FUNDS CAP WRLD GL R4	OTHER INVESTMENT		234,513
	AMER FUNDS EUROPAC R4	OTHER INVESTMENT		694,085
	AMER FUNDS GROWTH FUND R4	OTHER INVESTMENT		827,904

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

EIN: 56-0714394

Plan Sponsor's Name WESTCARE, INC. DBA WESTCARE HEALTH SYSTEM

PN: 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	AMER CENT CP PRES MM INV	OTHER INVESTMENT		41,889
	DAVIS NY VENTURE A	OTHER INVESTMENT		340,929
	DREYFUS BOND MKT IDX INV	OTHER INVESTMENT		111,883
	DREYFUS INTL STOCK INDEX	OTHER INVESTMENT		278,733
	DREYFUS MIDCAP INDEX	OTHER INVESTMENT		912,837
	DREYFUS S & P 500 INDEX	OTHER INVESTMENT		2,002,735
	DREYFUS SM CAP STK INDX	OTHER INVESTMENT		588,289

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM

EIN: 56-0714394

Plan Sponsor's Name WESTCARE, INC. DBA WESTCARE HEALTH SYSTEM

PN: 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	DREYFUS SM CAP VALR	OTHER INVESTMENT		146,077
	LEGG MASON CLRBRDG SM CAP GR A	OTHER INVESTMENT		93,821
	PIMCO TOTAL RET A	OTHER INVESTMENT		584,517
	PIONEER MID-CAP VALUE A	OTHER INVESTMENT		48,272
	VALIC PLAN LOANS	LOANS 4.25% INTEREST		809,061
	VALIC FIXED INTEREST	OTHER INVESTMENT		6,491,524
	AM CENT INF-BOND INV	OTHER INVESTMENT		325,913

Plan Name	WESTCARE HEALTH SYSTEM RETIREMENT SAVINGS PROGRAM	EIN:	56-0714394
Plan Sponsor's Name	WESTCARE, INC. DBA WESTCARE HEALTH SYSTEM	PN:	002

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