Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 07/01/2010 and ending 06/30/2011

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
TELECARE CORPORATION 401(K) SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 011

1c Effective date of plan 07/01/1981

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

1080 MARINA VILLAGE PARKWAY
SUITE 100
ALAMEDA, CA 94501

1080 MARINA VILLAGE PARKWAY
SUITE 100
ALAMEDA, CA 94501

2b Employer Identification Number (EIN)
94-1735271

2c Sponsor's telephone number
510-337-7950

2d Business code (see instructions)
623000

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.	04/13/2012	MARSHALL LANGFELD
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

TELECARE CORPORATION

1080 MARINA VILLAGE PARKWAY
SUITE 100
ALAMEDA, CA 94501

3b Administrator's EIN: 94-1735271

3c Administrator's telephone number: 510-337-7950

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**	1899
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**	1618
b	Retired or separated participants receiving benefits	**6b**	10
c	Other retired or separated participants entitled to future benefits	**6c**	431
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2059
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	11
f	Total. Add lines **6d** and **6e**	**6f**	2070
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1933
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2F 2G 2J 2T 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)

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 07/01/2010 and ending 06/30/2011

A Name of plan
TELECARE CORPORATION 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 011

C Plan sponsor's name as shown on line 2a of Form 5500
TELECARE CORPORATION

D Employer Identification Number (EIN)
94-1735271

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FID.INV.INST.OPS.CO.

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 65 37 60	RECORDKEEPER	41663	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

STRATEGIC ADVISORS, INC.

04-2654524

(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?
27	ADVISOR	5408	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ABF LG CAP VAL INV - STATE STREET B 04-1867445	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ABF SM CAP VAL INV - STATE STREET B 04-1867445	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARTISAN MID CAP INV - BOSTON FINANC 04-2526037	0.40%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BARON GROWTH - DST SYSTEMS, INC. 43-1581814	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DAVIS NY VENTURE A - BOSTON FINANCI 04-2526037	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARBOR INTL INV - PRINCIPAL SHAREHO P.O. BOX 804660 CHICAGO, IL 60680-4108	0.35%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NUVEEN REAL ESTATE I - US BANCORP F 39-0281260	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPHMR DEV MKTS A - OPPENHEIMERFUND P.O. BOX 5270 COLORADO, CO 80217	0.45%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOT RETURN ADM - BOSTON FINAN 04-2526037	0.25%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TMPL GLOBAL BOND A - FRANKLIN TEMPL 94-3167260	0.40%

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 07/01/2010 and ending 06/30/2011

A Name of plan
TELECARE CORPORATION 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 011

C Plan sponsor's name as shown on line 2a of Form 5500
TELECARE CORPORATION

D Employer Identification Number (EIN)
94-1735271

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	8777767	8742025
(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)	1378813	1657410
(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)	23933865	31084080
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	34090445	41483515
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	34090445	41483515

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)	2141144	
(B) Participants	2a(1)(B)	2990625	
(C) Others (including rollovers)	2a(1)(C)	156324	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		5288093
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1904	
(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)	88068	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		89972
(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)	811463	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		811463
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		5045441
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		11234969
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3788417	
(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)		3788417
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		5926
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	5408	
(4) Other	2i(4)	42148	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		47556
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		3841899
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		7393070
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) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: ROORDA, PIQUET & BESSEE, INC (2) EIN: 33-0252865

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		44406
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 07/01/2010 and ending 06/30/2011

A Name of plan
TELECARE CORPORATION 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 011

C Plan sponsor's name as shown on line 2a of Form 5500
TELECARE CORPORATION

D Employer Identification Number (EIN)
94-1735271

Part I Distributions

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

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

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

EIN(s): 04-6568107

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

TELECARE CORPORATION
401(k) SAVINGS PLAN

REPORT AND FINANCIAL STATEMENTS

JUNE 30, 2011 AND 2010

TELECARE CORPORATION

401(k) SAVINGS PLAN

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ROORDA, PIQUET & BESSEE, INC.
Certified Public Accountants

5995 Brockton · 2nd Floor
Riverside, California 92506
951·684·7781 FAX 951·684·2921
e-mail: rpb@rpbcpa.com

Independent Auditors' Report

To the Plan Administrative Committee
Telecare Corporation 401(k) Savings Plan:

We were engaged to audit the accompanying Statement of Net Assets Available for Plan Benefits of the Telecare Corporation 401(k) Savings Plan as of June 30, 2011 and 2010, and Statement of Changes in Net Assets Available for Plan Benefits for the year ended June 30, 2011, Schedule of Assets (Held at End of Year) as of June 30, 2011 and 2010. These financial statements and supplemental schedules are the responsibility of the Plan's Administrative Committee.

As permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan's Administrative Committee instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the Trustee for the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan's Administrative Committee that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan's Administrative Committee has obtained a certification from the Trustee as of June 30, 2011 and 2010 and for the year ended June 30, 2011, that the information provided to the Plan's Administrative Committee by the Trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental Schedule of Assets (Held at End of Year) as of June 30, 2011 and 2010 taken as a whole. The form and content of the information included in the financial statements and supplemental Schedule of Assets (Held at End of Year) as of June 30, 2011 and 2010, other than that derived from the information certified by the Trustee, has been audited by us in accordance with generally accepted auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplementary Schedule of Delinquent Participant Contributions and Loan Repayments is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental information has been subjected to auditing procedures applied in the audit of the basic financial statements for the year ended June 30, 2011 and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.



Roorda, Piquet & Bessee, Inc.
Riverside, California
March 31, 2012

TELECARE CORPORATION
401(k) SAVINGS PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

	June 30, 2011	June 30, 2010
Plan Assets:		
Interest bearing cash at fair value (Note 3 and 5)	$8,742,025	$8,777,767
Mutual funds at fair value (Notes 3 and 5)	31,084,080	23,933,865
	39,826,105	32,711,632
Receivables:		
Notes receivable from participants	1,657,410	1,378,813
Participant contributions	-	-
Employer contributions	4,428	105,443
Total receivables	1,661,838	1,484,256
Net assets available for plan benefits	$41,487,943	$34,195,888

The accompanying notes are an integral part of these financial statements

TELECARE CORPORATION
401(k) SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

	Year ended June 30, 2011
Additions:	
Investment income:	
Interest and dividends	$901,435
Net appreciation in fair value of investments	5,045,441
	5,946,876
Contributions:	
Participant (including rollovers)	3,146,949
Employer	2,040,129
	5,187,078
Total additions	11,133,954
Deductions:	
Administrative expenses	(47,557)
Benefits paid to participants	(3,794,342)
Total deductions	(3,841,899)
Net increase	7,292,055
Net assets available for plan benefits:	
Beginning of year	34,195,888
End of year	$41,487,943

TELECARE CORPORATION
401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF THE PLAN

The Telecare Corporation 401(k) Savings Plan (the Plan) is a defined contribution plan providing retirement income, disability, termination and death benefits to eligible employees. The Plan is sponsored and administered by Telecare Corporation (the Company) and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan was adopted effective July 1, 1981 with a year end of June 30. The Plan was amended to comply with certain provisions of the Economic Growth and Tax Relief Reconciliation Act of 2001 (EGTRRA) and the group of tax laws enacted between 1994 and 2000 (generally referred to as the GUST changes). The effective date of the amendment was June 12, 2003. The Plan was restated effective July 1, 2005.

During the plan year ended June 30, 2010, Telecare amended the Plan to allow the Company to decide annually whether or not it will make a contribution on behalf of each eligible participant in an amount equal to at least 3% of eligible compensation for the plan year.

In addition, effective December 1, 2010, Telecare amended the Plan to allow employees classified as "on-call" or "short hour" to be eligible to participate in the Plan provided they met the Plan's eligibility requirements described below.

The following description of the Plan provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

Eligibility
All of the employees of Telecare Corporation, except for those employees covered by a collective bargaining agreement which does not specifically provide coverage under the Plan, are eligible to participate in the Plan if they are at least 21 years old and have completed one year of service during which at least 1000 hours of service is completed during the eligibility computation period. Employees may begin contributing to the Plan starting on the first day of the month following eligibility.

Contributions
Participants may contribute 1% to 60% of their eligible annual salary to the Plan; subject to Internal Revenue Service (IRS) limitations.

For the plan year ended June 30, 2011, the Company has made non-elective contributions to eligible participants in the amount equal to 3% of eligible compensation.

Participant Accounts

A participant's account is credited with the participant's contributions, allocation of (a) the Company's contributions, (b) plan earnings, and (c) forfeitures of terminated participants' nonvested accounts. A participant's account is debited with an allocation of plan losses and charged for administrative expenses; as applicable. Allocation of earnings or losses are based upon participant account balances. Allocation of the Company's contributions are based upon eligible compensation. 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 at all times. Participants are also 100% vested in employer non-elective contributions. Participants vest in Company matching contributions ratably over a four-year period of service.

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 balance. The loans are secured by the balance in the participant's account and bear a reasonable fixed rate of interest as determined by the Trustee based on the prevailing interest rates charged by persons in the business of lending money for loans which would be made under similar circumstances. Principal and interest are paid through payroll deductions.

Payments of Benefits

The Plan provides for the payment of benefits to the participant or beneficiary at retirement, death, disability or termination of employment. Participants terminating their employment with the Company or attaining age 59 1/2 are entitled to withdraw all or a portion of their vested account balance. "Hardship" distributions, as outlined in the Plan, are permitted subject to the approval of the Company. Participants who qualify for retirement benefits and withdrawals will receive their benefits in the form of a lump sum cash distribution or in periodic installments. Benefits under the Plan shall be distributed solely from the assets of the Trust. The benefit to which a participant is entitled is the benefit that can be provided directly from the participant's vested account balance.

In addition, participants who separate from service and have vested account balances greater than $1,000, but less than $5,000, will have their account balances automatically distributed to an Individual Retirement Account (IRA). Participants with balances less than $1,000 will automatically have their account balances distributed directly to the individual. In either case, however, the individual has the right to direct payment to another qualified plan or IRA.

Forfeitures

Forfeitures of non-vested Company matching contributions are retained in the Plan and are used to reduce future Company contributions and pay plan expenses. Total forfeitures as of June 30, 2011 and 2010 were $1,776 and $3,740, respectively.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reporting amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results may differ from such estimates.

Investment Valuation and Income Recognition

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 5 for discussion of fair value measurements.

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.

Notes Receivable from Participants

Notes receivable from participants are measured at the unpaid principal balance plus any accrued, but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document. In accordance with FASB Accounting Standards Update No. 2010-25 participant loans have been reclassified as notes receivable as of June 30, 2010 for presentation purposes and removed from the disclosure in Footnote 5.

Cash and Cash Equivalents

The Plan considers highly liquid investments with an original maturity of three months or less to be cash and cash equivalents.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Since the inception of the Plan, the Company has absorbed certain plan expenses such as legal, accounting and other administrative fees. However, participants incur expenses related to fees charged by the third party administrator for account maintenance.

NOTE 3 - TRUSTEE CERTIFICATION AND SUMMARY OF DATA CERTIFIED BY THE TRUSTEE

The Company has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted under such election, the Company has obtained a certification from Fidelity Management Trust Company, the Trustee of the Plan's assets, that all investment information related to investment assets held by them as of June 30, 2011 and 2010, and for the year ended June 30, 2011, as presented in the accompanying financial statements, notes and schedules, are complete and accurate.

The following is a summary of the Plan's financial information and data certified by the Trustee in accordance with Section 2520.103-5 of the Department of Labor Rules and Regulations for Reporting and Disclosure.

	June 30, 2011	June 30, 2010
Statement of net assets available for plan benefits:		
Interest bearing cash	$8,742,025	$8,777,767
Mutual funds	31,084,080	23,933,865
Notes receivable from participants	1,657,410	1,378,813
	$41,483,515	$34,090,445

	Year ended June 30, 2011
Statement of changes in net assets available for plan benefits:	
Net appreciation in fair value of assets	$5,045,441
Investment income	901,435
	$5,946,876

NOTE 4 - INVESTMENTS

All of the Plan's assets are held in a general trust and managed by Fidelity Management Trust Company. Participants may direct their contributions into any of the several investment fund options selected by the Trustees of the Plan. All investment funds provide no guaranteed rate of return and the participants assume 100% of the risk of loss in the selection of investments and timing of purchases and sales.

The following is a summary of Plan investments exceeding 5% of net Plan assets at June 30, 2011.

Interest held in mutual funds with registered investment companies:	
Fidelity Freedom 2020: 161,726 shares	$2,312,680
Davis NY Venture: 75,017 shares	$2,639,065
Spartan 500 Index: 51,751 shares	$2,430,236
PIMCO Total Return: 397,449 shares	$4,367,962
Harbor International : 32,432 shares	$2,081,790
Fidelity Growth Company: 21,823 shares	$1,999,612
Interest bearing cash:	
Fidelity Retirement Money Market, 8,742,025 shares	$8,742,025

The following is a summary of Plan investments exceeding 5% of net Plan assets at June 30, 2010.

Interest held in mutual funds with registered investment companies:	
Fidelity Magellan: 25,890 shares	$1,523,356
Fidelity Diversified International: 66,919 shares	$1,626,140
Davis NY Venture: 78,135 shares	$2,238,558
Spartan 500 Index: 44,987 shares	$1,648,757
PIMCO Total Return: 397,545 shares	$4,476,356
Interest bearing cash:	
Fidelity Retirement Money Market, 8,777,767 shares	$8,777,767

NOTE 5 - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification 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 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: (1) quoted prices for similar assets or liabilities in active markets, (2) quoted prices for identical or similar assets or liabilities in inactive markets, (3) inputs other than quoted prices that are observable for the asset or liability, (4) 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 fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value as of June 30, 2011 and 2010:

Interest bearing cash: Valued at cost which approximates fair value.

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

The preceding methods described 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 believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of June 30, 2011 and 2010:

	Assets at Fair Value as of June 30, 2011			
	Level 1	Level 2	Level 3	Total
Interest bearing cash	$8,742,025			$8,742,025
Mutual funds				
Bond	6,088,139			6,088,139
International Equity	2,570,224			2,570,224
Lifecycle	8,523,291			8,523,291
Specialty	2,093,915			2,093,915
Domestic Equity				
Large Cap	7,068,913			7,068,913
Large Growth	550,613			550,613
Large Value	311,643			311,643
Mid Blend	674,011			674,011
Mid Growth	1,271,806			1,271,806
Small Growth	1,544,018			1,544,018
Small Value	387,505			387,505
	$39,826,105	$0	$0	$39,826,105

	Assets at Fair Value as of June 30, 2010			
	Level 1	Level 2	Level 3	Total
Interest bearing cash	$8,777,767			$8,777,767
Mutual funds				
Bond	6,339,036			6,339,036
International Equity	1,889,711			1,889,711
Lifecycle	5,730,604			5,730,604
Specialty	1,162,413			1,162,413
Domestic Equity				
Large Blend	3,887,314			3,887,314
Large Growth	1,977,885			1,977,885
Large Value	272,142			272,142
Mid Blend	478,071			478,071
Mid Growth	887,869			887,869
Small Growth	1,051,213			1,051,213
Small Value	257,608			257,608
	$32,711,632	$0	$0	$32,711,632

NOTE 6 - RISKS AND UNCERTAINTIES

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

NOTE 7 - RELATED PARTY TRANSACTIONS

The Plan allows for transactions with certain parties who may perform services or have fiduciary responsibilities to the Plan. Certain investments are shares of mutual funds managed by Fidelity Management Trust Company, the Trustee. The Plan issues loans to participants which are secured by the balances in participants' accounts. The Plan paid certain administrative fees totaling $47,577 to Fidelity in 2011. The Company paid certain administrative expenses of the Plan, including recordkeeping and audit fees. These transactions qualify as party in interest transactions for which a statutory exception exemption exists.

NOTE 8 - PLAN TERMINATION

Although the Company has not expressed an 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 that the Plan is terminated, participants will become 100% vested in all Company contributions.

NOTE 9 - INCOME TAXES

The Company adopted the Prototype Non-Standardized Safe Harbor Profit Sharing Plan with Coda, which obtained its latest opinion letter on March 31, 2008. In this letter, the Internal Revenue Service states that the Plan is acceptable under Section 401 of the Internal Revenue Code (Code) for use by the employers for the benefit of their employees. The Plan has been amended since receiving the opinion letter. However, the Company believes that the Plan is currently designed and being operated in compliance with applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination. The Company has analyzed the tax positions taken by the Plan, and has concluded that as of June 30, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for the years prior to 2007.

NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for plan benefits per the financial statements at June 30, 2011 and 2010 to Form 5500:

	June 30, 2011	June 30, 2010
Net assets available for plan benefits per financial statements	$41,487,943	$34,195,888
Participant and employer receivables	(4,428)	(105,443)
Net assets available for planbenefits per Form 5500	$41,483,515	$34,090,445

The following is a reconciliation of changes in net assets available for plan benefits per the financial statements for the year ended June 30, 2011 to Schedule H of Form 5500:

	Year Ended June 30, 2011
Net increase per financial statements	$7,292,055
Contributions receivable at June 30, 2011	(4,428)
Contributions receivable at June 30, 2010	105,443
Net increase per Form 5500	$7,393,070

NOTE 11 - CONTRIBUTIONS

During the audit for the year ended June 30, 2011, Telecare discovered that participant contributions and participant loan repayments were not remitted in accordance with DOL Regulation 2510.3-102(a). Telecare has remitted to the Trustee all delinquent participant contributions and participant loan repayments in the amount of $44,406, will file Form 5330 for the plan year ended June 30, 2011, and remit lost earnings in the amount of $23.

NOTE 12 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through March 31, 2012 the date the financial statements were available to be issued.

Supplementary Information

TELECARE CORPORATION
401(k) SAVINGS PLAN
PLAN YEAR BEGINNING 07/01/2010 AND ENDING 06/30/2011

EIN: 94-1735271
PLAN # 011

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(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
*	Fidelity Capital Appreciation	Mutual fund		$550,613
*	Fidelity Freedom Income	Mutual fund		100,891
*	Fidelity Freedom 2000	Mutual fund		64,328
*	Fidelity Freedom 2010	Mutual fund		563,257
*	Fidelity Freedom 2020	Mutual fund		2,312,680
*	Fidelity Freedom 2030	Mutual fund		1,322,460
*	Fidelity Retirement Money Market	Mutual fund		8,742,025
	Spartan 500 Index	Mutual fund		2,430,236
	Spartan International Index	Mutual fund		308,638
	Baron Growth	Mutual fund		1,544,018
	Artisan Mid Cap Investment	Mutual fund		1,271,806
	ABF Small Cap Value	Mutual fund		387,505
*	Fidelity Freedom 2040	Mutual fund		896,666
*	Fidelity Low Price Stock	Mutual fund		581,331
*	Fidelity Freedom 2005	Mutual fund		68,767
*	Fidelity Freedom 2015	Mutual fund		888,605
*	Fidelity Freedom 2025	Mutual fund		915,506
*	Fidelity Freedom 2035	Mutual fund		671,279
*	Fidelity Freedom 2045	Mutual fund		460,279
	ABF Large Cap Value	Mutual fund		311,643
*	Fidelity Select Software	Mutual fund		374,424
*	Fidelity Capital and Income	Mutual fund		925,463
*	Fidelity Select Biotech	Mutual fund		90,377
*	Fidelity Select Retailing	Mutual fund		27,193
*	Fidelity Gov't Income	Mutual fund		625,967
*	Fidelity Select Healthcare	Mutual fund		260,711
*	Fidelity Select Technology	Mutual fund		183,858
*	Fidelity Select Utilities	Mutual fund		82,420
*	Fidelity Select Financial	Mutual fund		27,451
*	Fidelity Select Natural Resources	Mutual fund		654,797
	Davis NY Venture	Mutual fund		2,639,065
*	Fidelity Select Industrials	Mutual fund		82,027
*	Fidelity Freedom 2050	Mutual fund		258,572
	PIMCO Total Return	Mutual fund		4,367,962
	Vanguard Total Bond Market	Mutual fund		168,220
	Spartan Extended Market Index	Mutual fund		92,680
	Templeton Global Bond	Mutual fund		528
	Nuveen Real Estate	Mutual fund		279,128
	Harbor International	Mutual fund		2,081,790
	Oppenheimer Developing Markets	Mutual fund		179,796
	PIMCO Commercial Real Estate	Mutual fund		31,530
*	Fidelity Growth Company	Mutual fund		1,999,612
*	Participant Loans (4.25%-9.25%)	Loans		1,657,410
		Total		$41,483,515

* Denotes Party-in-Interest

TELECARE CORPORATION
401(k) SAVINGS PLAN
PLAN YEAR BEGINNING 07/01/2009 AND ENDING 06/30/2010

EIN: 94-1735271
PLAN # 011

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(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
*	Fidelity Magellan	Mutual fund		$1,523,356
*	Fidelity Capital Appreciation	Mutual fund		454,529
*	Fidelity Freedom Income	Mutual fund		100,121
*	Fidelity Freedom 2000	Mutual fund		60,622
*	Fidelity Freedom 2010	Mutual fund		653,452
*	Fidelity Freedom 2020	Mutual fund		1,342,005
*	Fidelity Freedom 2030	Mutual fund		902,065
*	Fidelity Retirement Money Market	Mutual fund		8,777,767
	Spartan 500 Index	Mutual fund		1,648,757
	Spartan International Index	Mutual fund		263,572
	Baron Growth	Mutual fund		1,051,213
	Artisan Mid Cap Investment	Mutual fund		887,869
	ABF Small Cap Value	Mutual fund		257,608
*	Fidelity Diversified International	Mutual fund		1,626,140
*	Fidelity Freedom 2040	Mutual fund		569,404
*	Fidelity Low Price Stock	Mutual fund		467,045
*	Fidelity Freedom 2005	Mutual fund		55,630
*	Fidelity Freedom 2015	Mutual fund		662,344
*	Fidelity Freedom 2025	Mutual fund		607,075
*	Fidelity Freedom 2035	Mutual fund		398,259
*	Fidelity Freedom 2045	Mutual fund		249,471
	ABF Large Cap Value	Mutual fund		272,142
*	Fidelity Select Software	Mutual fund		215,686
*	Fidelity Capital and Income	Mutual fund		596,440
*	Fidelity Select Biotech	Mutual fund		69,773
*	Fidelity Select Retailing	Mutual fund		12,926
*	Fidelity Gov't Income	Mutual fund		1,095,859
*	Fidelity Select Healthcare	Mutual fund		94,695
*	Fidelity Select Technology	Mutual fund		150,928
*	Fidelity Select Utilities	Mutual fund		50,631
*	Fidelity Select Financial	Mutual fund		16,010
*	Fidelity Select Natural Resources	Mutual fund		435,333
	Davis NY Venture	Mutual fund		2,238,558
*	Fidelity Select Industrials	Mutual fund		61,764
*	Fidelity Freedom 2050	Mutual fund		130,156
	PIMCO Total Return	Mutual fund		4,476,356
	1st Am Real Estate	Mutual fund		54,667
	Vanguard Total Bond Market	Mutual fund		170,381
	Spartan Extended Market Index	Mutual fund		11,024
*	Participant Loans (5.0%-9.25%)	Loans		1,378,813
		Total		$34,090,445

* Denotes Party-in-Interest

TELECARE CORPORATION **EIN: 94-1735271**
401(K) SAVINGS PLAN **PLAN # 011**
PLAN YEAR BEGINNING 07/01/2010 AND ENDING 06/30/2011

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS AND LOAN REPAYMENTS

Participant Contributions Transferred Late to the Plan	Total that Constitute Nonexempt Prohibited Transactions		
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Corrected in VFCP
$44,406		$44,406	

TELECARE CORPORATION
401(k) SAVINGS PLAN

REPORT AND FINANCIAL STATEMENTS

JUNE 30, 2011 AND 2010

TELECARE CORPORATION

401(k) SAVINGS PLAN

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ROORDA, PIQUET & BESSEE, INC.
Certified Public Accountants

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951·684·7781 FAX 951·684·2921
e-mail: rpb@rpbcpa.com

Independent Auditors' Report

To the Plan Administrative Committee
Telecare Corporation 401(k) Savings Plan:

We were engaged to audit the accompanying Statement of Net Assets Available for Plan Benefits of the Telecare Corporation 401(k) Savings Plan as of June 30, 2011 and 2010, and Statement of Changes in Net Assets Available for Plan Benefits for the year ended June 30, 2011, Schedule of Assets (Held at End of Year) as of June 30, 2011 and 2010. These financial statements and supplemental schedules are the responsibility of the Plan's Administrative Committee.

As permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan's Administrative Committee instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the Trustee for the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan's Administrative Committee that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan's Administrative Committee has obtained a certification from the Trustee as of June 30, 2011 and 2010 and for the year ended June 30, 2011, that the information provided to the Plan's Administrative Committee by the Trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental Schedule of Assets (Held at End of Year) as of June 30, 2011 and 2010 taken as a whole. The form and content of the information included in the financial statements and supplemental Schedule of Assets (Held at End of Year) as of June 30, 2011 and 2010, other than that derived from the information certified by the Trustee, has been audited by us in accordance with generally accepted auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplementary Schedule of Delinquent Participant Contributions and Loan Repayments is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental information has been subjected to auditing procedures applied in the audit of the basic financial statements for the year ended June 30, 2011 and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.



Roorda, Piquet & Bessee, Inc.
Riverside, California
March 31, 2012

TELECARE CORPORATION
401(k) SAVINGS PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

	June 30, 2011	June 30, 2010
Plan Assets:		
Interest bearing cash at fair value (Note 3 and 5)	$8,742,025	$8,777,767
Mutual funds at fair value (Notes 3 and 5)	31,084,080	23,933,865
	39,826,105	32,711,632
Receivables:		
Notes receivable from participants	1,657,410	1,378,813
Participant contributions	-	-
Employer contributions	4,428	105,443
Total receivables	1,661,838	1,484,256
Net assets available for plan benefits	$41,487,943	$34,195,888

The accompanying notes are an integral part of these financial statements

TELECARE CORPORATION
401(k) SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

	Year ended June 30, 2011
Additions:	
Investment income:	
Interest and dividends	$901,435
Net appreciation in fair value of investments	5,045,441
	5,946,876
Contributions:	
Participant (including rollovers)	3,146,949
Employer	2,040,129
	5,187,078
Total additions	11,133,954
Deductions:	
Administrative expenses	(47,557)
Benefits paid to participants	(3,794,342)
Total deductions	(3,841,899)
Net increase	7,292,055
Net assets available for plan benefits:	
Beginning of year	34,195,888
End of year	$41,487,943

TELECARE CORPORATION
401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF THE PLAN

The Telecare Corporation 401(k) Savings Plan (the Plan) is a defined contribution plan providing retirement income, disability, termination and death benefits to eligible employees. The Plan is sponsored and administered by Telecare Corporation (the Company) and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan was adopted effective July 1, 1981 with a year end of June 30. The Plan was amended to comply with certain provisions of the Economic Growth and Tax Relief Reconciliation Act of 2001 (EGTRRA) and the group of tax laws enacted between 1994 and 2000 (generally referred to as the GUST changes). The effective date of the amendment was June 12, 2003. The Plan was restated effective July 1, 2005.

During the plan year ended June 30, 2010, Telecare amended the Plan to allow the Company to decide annually whether or not it will make a contribution on behalf of each eligible participant in an amount equal to at least 3% of eligible compensation for the plan year.

In addition, effective December 1, 2010, Telecare amended the Plan to allow employees classified as "on-call" or "short hour" to be eligible to participate in the Plan provided they met the Plan's eligibility requirements described below.

The following description of the Plan provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

Eligibility
All of the employees of Telecare Corporation, except for those employees covered by a collective bargaining agreement which does not specifically provide coverage under the Plan, are eligible to participate in the Plan if they are at least 21 years old and have completed one year of service during which at least 1000 hours of service is completed during the eligibility computation period. Employees may begin contributing to the Plan starting on the first day of the month following eligibility.

Contributions
Participants may contribute 1% to 60% of their eligible annual salary to the Plan; subject to Internal Revenue Service (IRS) limitations.

For the plan year ended June 30, 2011, the Company has made non-elective contributions to eligible participants in the amount equal to 3% of eligible compensation.

Participant Accounts

A participant's account is credited with the participant's contributions, allocation of (a) the Company's contributions, (b) plan earnings, and (c) forfeitures of terminated participants' nonvested accounts. A participant's account is debited with an allocation of plan losses and charged for administrative expenses; as applicable. Allocation of earnings or losses are based upon participant account balances. Allocation of the Company's contributions are based upon eligible compensation. 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 at all times. Participants are also 100% vested in employer non-elective contributions. Participants vest in Company matching contributions ratably over a four-year period of service.

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 balance. The loans are secured by the balance in the participant's account and bear a reasonable fixed rate of interest as determined by the Trustee based on the prevailing interest rates charged by persons in the business of lending money for loans which would be made under similar circumstances. Principal and interest are paid through payroll deductions.

Payments of Benefits

The Plan provides for the payment of benefits to the participant or beneficiary at retirement, death, disability or termination of employment. Participants terminating their employment with the Company or attaining age 59 1/2 are entitled to withdraw all or a portion of their vested account balance. "Hardship" distributions, as outlined in the Plan, are permitted subject to the approval of the Company. Participants who qualify for retirement benefits and withdrawals will receive their benefits in the form of a lump sum cash distribution or in periodic installments. Benefits under the Plan shall be distributed solely from the assets of the Trust. The benefit to which a participant is entitled is the benefit that can be provided directly from the participant's vested account balance.

In addition, participants who separate from service and have vested account balances greater than $1,000, but less than $5,000, will have their account balances automatically distributed to an Individual Retirement Account (IRA). Participants with balances less than $1,000 will automatically have their account balances distributed directly to the individual. In either case, however, the individual has the right to direct payment to another qualified plan or IRA.

Forfeitures

Forfeitures of non-vested Company matching contributions are retained in the Plan and are used to reduce future Company contributions and pay plan expenses. Total forfeitures as of June 30, 2011 and 2010 were $1,776 and $3,740, respectively.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reporting amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results may differ from such estimates.

Investment Valuation and Income Recognition

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 5 for discussion of fair value measurements.

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.

Notes Receivable from Participants

Notes receivable from participants are measured at the unpaid principal balance plus any accrued, but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document. In accordance with FASB Accounting Standards Update No. 2010-25 participant loans have been reclassified as notes receivable as of June 30, 2010 for presentation purposes and removed from the disclosure in Footnote 5.

Cash and Cash Equivalents

The Plan considers highly liquid investments with an original maturity of three months or less to be cash and cash equivalents.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Since the inception of the Plan, the Company has absorbed certain plan expenses such as legal, accounting and other administrative fees. However, participants incur expenses related to fees charged by the third party administrator for account maintenance.

NOTE 3 - TRUSTEE CERTIFICATION AND SUMMARY OF DATA CERTIFIED BY THE TRUSTEE

The Company has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted under such election, the Company has obtained a certification from Fidelity Management Trust Company, the Trustee of the Plan's assets, that all investment information related to investment assets held by them as of June 30, 2011 and 2010, and for the year ended June 30, 2011, as presented in the accompanying financial statements, notes and schedules, are complete and accurate.

The following is a summary of the Plan's financial information and data certified by the Trustee in accordance with Section 2520.103-5 of the Department of Labor Rules and Regulations for Reporting and Disclosure.

	June 30, 2011	June 30, 2010
Statement of net assets available for plan benefits:		
Interest bearing cash	$8,742,025	$8,777,767
Mutual funds	31,084,080	23,933,865
Notes receivable from participants	1,657,410	1,378,813
	$41,483,515	$34,090,445

	Year ended June 30, 2011
Statement of changes in net assets available for plan benefits:	
Net appreciation in fair value of assets	$5,045,441
Investment income	901,435
	$5,946,876

NOTE 4 - INVESTMENTS

All of the Plan's assets are held in a general trust and managed by Fidelity Management Trust Company. Participants may direct their contributions into any of the several investment fund options selected by the Trustees of the Plan. All investment funds provide no guaranteed rate of return and the participants assume 100% of the risk of loss in the selection of investments and timing of purchases and sales.

The following is a summary of Plan investments exceeding 5% of net Plan assets at June 30, 2011.

Interest held in mutual funds with registered investment companies:	
Fidelity Freedom 2020: 161,726 shares	$2,312,680
Davis NY Venture: 75,017 shares	$2,639,065
Spartan 500 Index: 51,751 shares	$2,430,236
PIMCO Total Return: 397,449 shares	$4,367,962
Harbor International : 32,432 shares	$2,081,790
Fidelity Growth Company: 21,823 shares	$1,999,612
Interest bearing cash:	
Fidelity Retirement Money Market, 8,742,025 shares	$8,742,025

The following is a summary of Plan investments exceeding 5% of net Plan assets at June 30, 2010.

Interest held in mutual funds with registered investment companies:	
Fidelity Magellan: 25,890 shares	$1,523,356
Fidelity Diversified International: 66,919 shares	$1,626,140
Davis NY Venture: 78,135 shares	$2,238,558
Spartan 500 Index: 44,987 shares	$1,648,757
PIMCO Total Return: 397,545 shares	$4,476,356
Interest bearing cash:	
Fidelity Retirement Money Market, 8,777,767 shares	$8,777,767

NOTE 5 - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification 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 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: (1) quoted prices for similar assets or liabilities in active markets, (2) quoted prices for identical or similar assets or liabilities in inactive markets, (3) inputs other than quoted prices that are observable for the asset or liability, (4) 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 fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value as of June 30, 2011 and 2010:

Interest bearing cash: Valued at cost which approximates fair value.

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

The preceding methods described 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 believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of June 30, 2011 and 2010:

	Assets at Fair Value as of June 30, 2011			
	Level 1	Level 2	Level 3	Total
Interest bearing cash	$8,742,025			$8,742,025
Mutual funds				
Bond	6,088,139			6,088,139
International Equity	2,570,224			2,570,224
Lifecycle	8,523,291			8,523,291
Specialty	2,093,915			2,093,915
Domestic Equity				
Large Cap	7,068,913			7,068,913
Large Growth	550,613			550,613
Large Value	311,643			311,643
Mid Blend	674,011			674,011
Mid Growth	1,271,806			1,271,806
Small Growth	1,544,018			1,544,018
Small Value	387,505			387,505
	$39,826,105	$0	$0	$39,826,105

	Assets at Fair Value as of June 30, 2010			
	Level 1	Level 2	Level 3	Total
Interest bearing cash	$8,777,767			$8,777,767
Mutual funds				
Bond	6,339,036			6,339,036
International Equity	1,889,711			1,889,711
Lifecycle	5,730,604			5,730,604
Specialty	1,162,413			1,162,413
Domestic Equity				
Large Blend	3,887,314			3,887,314
Large Growth	1,977,885			1,977,885
Large Value	272,142			272,142
Mid Blend	478,071			478,071
Mid Growth	887,869			887,869
Small Growth	1,051,213			1,051,213
Small Value	257,608			257,608
	$32,711,632	$0	$0	$32,711,632

NOTE 6 - RISKS AND UNCERTAINTIES

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

NOTE 7 - RELATED PARTY TRANSACTIONS

The Plan allows for transactions with certain parties who may perform services or have fiduciary responsibilities to the Plan. Certain investments are shares of mutual funds managed by Fidelity Management Trust Company, the Trustee. The Plan issues loans to participants which are secured by the balances in participants' accounts. The Plan paid certain administrative fees totaling $47,577 to Fidelity in 2011. The Company paid certain administrative expenses of the Plan, including recordkeeping and audit fees. These transactions qualify as party in interest transactions for which a statutory exception exemption exists.

NOTE 8 - PLAN TERMINATION

Although the Company has not expressed an 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 that the Plan is terminated, participants will become 100% vested in all Company contributions.

NOTE 9 - INCOME TAXES

The Company adopted the Prototype Non-Standardized Safe Harbor Profit Sharing Plan with Coda, which obtained its latest opinion letter on March 31, 2008. In this letter, the Internal Revenue Service states that the Plan is acceptable under Section 401 of the Internal Revenue Code (Code) for use by the employers for the benefit of their employees. The Plan has been amended since receiving the opinion letter. However, the Company believes that the Plan is currently designed and being operated in compliance with applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination. The Company has analyzed the tax positions taken by the Plan, and has concluded that as of June 30, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for the years prior to 2007.

NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for plan benefits per the financial statements at June 30, 2011 and 2010 to Form 5500:

	June 30, 2011	June 30, 2010
Net assets available for plan benefits per financial statements	$41,487,943	$34,195,888
Participant and employer receivables	(4,428)	(105,443)
Net assets available for planbenefits per Form 5500	$41,483,515	$34,090,445

The following is a reconciliation of changes in net assets available for plan benefits per the financial statements for the year ended June 30, 2011 to Schedule H of Form 5500:

	Year Ended June 30, 2011
Net increase per financial statements	$7,292,055
Contributions receivable at June 30, 2011	(4,428)
Contributions receivable at June 30, 2010	105,443
Net increase per Form 5500	$7,393,070

NOTE 11 - CONTRIBUTIONS

During the audit for the year ended June 30, 2011, Telecare discovered that participant contributions and participant loan repayments were not remitted in accordance with DOL Regulation 2510.3-102(a). Telecare has remitted to the Trustee all delinquent participant contributions and participant loan repayments in the amount of $44,406, will file Form 5330 for the plan year ended June 30, 2011, and remit lost earnings in the amount of $23.

NOTE 12 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through March 31, 2012 the date the financial statements were available to be issued.

Supplementary Information

TELECARE CORPORATION
401(k) SAVINGS PLAN
PLAN YEAR BEGINNING 07/01/2010 AND ENDING 06/30/2011

EIN: 94-1735271
PLAN # 011

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(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
*	Fidelity Capital Appreciation	Mutual fund		$550,613
*	Fidelity Freedom Income	Mutual fund		100,891
*	Fidelity Freedom 2000	Mutual fund		64,328
*	Fidelity Freedom 2010	Mutual fund		563,257
*	Fidelity Freedom 2020	Mutual fund		2,312,680
*	Fidelity Freedom 2030	Mutual fund		1,322,460
*	Fidelity Retirement Money Market	Mutual fund		8,742,025
	Spartan 500 Index	Mutual fund		2,430,236
	Spartan International Index	Mutual fund		308,638
	Baron Growth	Mutual fund		1,544,018
	Artisan Mid Cap Investment	Mutual fund		1,271,806
	ABF Small Cap Value	Mutual fund		387,505
*	Fidelity Freedom 2040	Mutual fund		896,666
*	Fidelity Low Price Stock	Mutual fund		581,331
*	Fidelity Freedom 2005	Mutual fund		68,767
*	Fidelity Freedom 2015	Mutual fund		888,605
*	Fidelity Freedom 2025	Mutual fund		915,506
*	Fidelity Freedom 2035	Mutual fund		671,279
*	Fidelity Freedom 2045	Mutual fund		460,279
	ABF Large Cap Value	Mutual fund		311,643
*	Fidelity Select Software	Mutual fund		374,424
*	Fidelity Capital and Income	Mutual fund		925,463
*	Fidelity Select Biotech	Mutual fund		90,377
*	Fidelity Select Retailing	Mutual fund		27,193
*	Fidelity Gov't Income	Mutual fund		625,967
*	Fidelity Select Healthcare	Mutual fund		260,711
*	Fidelity Select Technology	Mutual fund		183,858
*	Fidelity Select Utilities	Mutual fund		82,420
*	Fidelity Select Financial	Mutual fund		27,451
*	Fidelity Select Natural Resources	Mutual fund		654,797
	Davis NY Venture	Mutual fund		2,639,065
*	Fidelity Select Industrials	Mutual fund		82,027
*	Fidelity Freedom 2050	Mutual fund		258,572
	PIMCO Total Return	Mutual fund		4,367,962
	Vanguard Total Bond Market	Mutual fund		168,220
	Spartan Extended Market Index	Mutual fund		92,680
	Templeton Global Bond	Mutual fund		528
	Nuveen Real Estate	Mutual fund		279,128
	Harbor International	Mutual fund		2,081,790
	Oppenheimer Developing Markets	Mutual fund		179,796
	PIMCO Commercial Real Estate	Mutual fund		31,530
*	Fidelity Growth Company	Mutual fund		1,999,612
*	Participant Loans (4.25%-9.25%)	Loans		1,657,410
		Total		$41,483,515

* Denotes Party-in-Interest

TELECARE CORPORATION
401(k) SAVINGS PLAN
PLAN YEAR BEGINNING 07/01/2009 AND ENDING 06/30/2010

EIN: 94-1735271
PLAN # 011

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(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
*	Fidelity Magellan	Mutual fund		$1,523,356
*	Fidelity Capital Appreciation	Mutual fund		454,529
*	Fidelity Freedom Income	Mutual fund		100,121
*	Fidelity Freedom 2000	Mutual fund		60,622
*	Fidelity Freedom 2010	Mutual fund		653,452
*	Fidelity Freedom 2020	Mutual fund		1,342,005
*	Fidelity Freedom 2030	Mutual fund		902,065
*	Fidelity Retirement Money Market	Mutual fund		8,777,767
	Spartan 500 Index	Mutual fund		1,648,757
	Spartan International Index	Mutual fund		263,572
	Baron Growth	Mutual fund		1,051,213
	Artisan Mid Cap Investment	Mutual fund		887,869
	ABF Small Cap Value	Mutual fund		257,608
*	Fidelity Diversified International	Mutual fund		1,626,140
*	Fidelity Freedom 2040	Mutual fund		569,404
*	Fidelity Low Price Stock	Mutual fund		467,045
*	Fidelity Freedom 2005	Mutual fund		55,630
*	Fidelity Freedom 2015	Mutual fund		662,344
*	Fidelity Freedom 2025	Mutual fund		607,075
*	Fidelity Freedom 2035	Mutual fund		398,259
*	Fidelity Freedom 2045	Mutual fund		249,471
	ABF Large Cap Value	Mutual fund		272,142
*	Fidelity Select Software	Mutual fund		215,686
*	Fidelity Capital and Income	Mutual fund		596,440
*	Fidelity Select Biotech	Mutual fund		69,773
*	Fidelity Select Retailing	Mutual fund		12,926
*	Fidelity Gov't Income	Mutual fund		1,095,859
*	Fidelity Select Healthcare	Mutual fund		94,695
*	Fidelity Select Technology	Mutual fund		150,928
*	Fidelity Select Utilities	Mutual fund		50,631
*	Fidelity Select Financial	Mutual fund		16,010
*	Fidelity Select Natural Resources	Mutual fund		435,333
	Davis NY Venture	Mutual fund		2,238,558
*	Fidelity Select Industrials	Mutual fund		61,764
*	Fidelity Freedom 2050	Mutual fund		130,156
	PIMCO Total Return	Mutual fund		4,476,356
	1st Am Real Estate	Mutual fund		54,667
	Vanguard Total Bond Market	Mutual fund		170,381
	Spartan Extended Market Index	Mutual fund		11,024
*	Participant Loans (5.0%-9.25%)	Loans		1,378,813
		Total		$34,090,445

* Denotes Party-in-Interest

TELECARE CORPORATION **EIN: 94-1735271**
401(K) SAVINGS PLAN **PLAN # 011**
PLAN YEAR BEGINNING 07/01/2010 AND ENDING 06/30/2011

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS AND LOAN REPAYMENTS

Participant Contributions Transferred Late to the Plan	Total that Constitute Nonexempt Prohibited Transactions		
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Corrected in VFCP
$44,406		$44,406	

TELECARE CORPORATION
401(k) SAVINGS PLAN
PLAN YEAR BEGINNING 07/01/2010 AND ENDING 06/30/2011

EIN: 94-1735271
PLAN # 011

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TELECARE CORPORATION
401(k) SAVINGS PLAN
PLAN YEAR BEGINNING 07/01/2009 AND ENDING 06/30/2010 EIN: 94-1735271
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