

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), 6057(b), 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
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>HEALTH DIALOG SERVICES CORPORATION RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>01/01/1997</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>HEALTH DIALOG SERVICES CORPORATION</u> <u>60 STATE STREET</u> <u>SUITE 1100</u> <u>BOSTON, MA 02109</u>	2b Employer Identification Number (EIN) <u>04-3274661</u> 2c Sponsor's telephone number <u>617-406-5200</u> 2d Business code (see instructions) <u>561420</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>09/07/2012</u>	<u>THOMAS HART</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>09/10/2012</u>	<u>MARK HAMPTON</u>
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
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3a Plan administrator's name and address (if same as plan sponsor, enter "Same") TOM HART 60 STATE ST BOSTON, MA 02109	3b Administrator's EIN 04-3274661 3c Administrator's telephone number 617-406-5378
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	1462
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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	765
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	727
d Subtotal. Add lines 6a , 6b , and 6c	6d	1492
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	5
f Total. Add lines 6d and 6e	6f	1497
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1385
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	90

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

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

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>HEALTH DIALOG SERVICES CORPORATION RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HEALTH DIALOG SERVICES CORPORATION</u>	D Employer Identification Number (EIN) <u>04-3274661</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	7350	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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)

(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.	
GS MIDCAP VALUE INST - GOLDMAN, SAC 13-5108880	0.10%	
(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.	
LOOMIS SM CP GRTH IS - BOSTON FINAN 04-2526037	0.15%	
(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.	
MSIF MID CAP GRTH I - MORGAN STANLE 13-3799749	0.10%	

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.	
PIMCO TOTAL RETURN P - BOSTON FINAN 04-2526037	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
RAINIER SM/MID CAP - US BANCORP FUN 39-0281260	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
RS PARTNERS A - BOSTON FINANCIAL DA 04-2526037	0.55%	

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.	
TRP EQUITY INCOME - T. ROWE PRICE S 52-2269240	0.15%	
(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
(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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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan HEALTH DIALOG SERVICES CORPORATION RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 HEALTH DIALOG SERVICES CORPORATION	D Employer Identification Number (EIN) 04-3274661	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(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)	3561417	3640457
(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)	638090	594869
(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)	46402101	44254869
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	50601608	48490195

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	50601608	48490195
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1609509	
(B) Participants	2a(1)(B)	6093244	
(C) Others (including rollovers)	2a(1)(C)	441249	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		8144002
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	485	
(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)	51591	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		52076
(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)	1284227	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1284227
(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)		-2962610
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		6517695

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8614427	
(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)		8614427
f Corrective distributions (see instructions)	2f		151
g Certain deemed distributions of participant loans (see instructions).....	2g		6615
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	7915	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		7915
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		8629108

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-2111413
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: KPMG LLP

(2) EIN: 13-5565207

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

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

Part IV Compliance Questions

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

During the plan year:

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

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

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 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>HEALTH DIALOG SERVICES CORPORATION RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HEALTH DIALOG SERVICES CORPORATION</u>	D Employer Identification Number (EIN) <u>04-3274661</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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 (include any prior year accumulated funding deficiency not waived)	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 or other authority 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. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Final Editorial Review Not Completed

PLEASE COMPLETE	
Date/Time Due _____	
Services Requested:	
_____ <i>Format</i>	_____ <i>Revisions</i>
_____ <i>Editorial Review</i>	_____ <i>Print</i>
Name: _____	
Tel./Ext.: _____	
Special Instructions:	

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Financial Statements and Supplemental Schedules

December 31, 2011 and 2010

(With Independent Auditors' Report Thereon)

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

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Supplemental Schedules	
Schedule H, Line 4(a) – Schedule of Delinquent Participant Contributions for the year ended December 31, 2011	12
Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year) as of December 31, 2011	13
Note: Certain supplemental schedules specified by the Employee Retirement Income Security Act of 1974 (ERISA) are not applicable and have been omitted.	

Independent Auditors' Report

The Board of Directors and Plan Administrator
Health Dialog Services Corporation Retirement Plan:

We were engaged to audit the accompanying statements of net assets available for benefits of the Health Dialog Services Corporation Retirement Plan (the Plan) as of December 31, 2011 and 2010, the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedules of Schedule H, line 4(i) – Schedule of Assets (Held at End of Year) as of December 31, 2011 and Schedule H, line 4(a) – Schedule of Delinquent Participant Contributions for the year ended December 31, 2011. These financial statements and the supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103 8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds certain of the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2011 and 2010, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

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

July 30, 2012

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Statements of Net Assets Available for Benefits

December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Assets:		
Certified by Trustee (note 3):		
Investments, at fair value (note 8)	\$ 47,895,326	49,963,518
Notes receivable from participants	594,869	638,090
Total assets certified by Trustee	<u>48,490,195</u>	<u>50,601,608</u>
Contributions receivable:		
Participants	32,474	269,317
Employer	9,464	456,809
Total contributions receivable	<u>41,938</u>	<u>726,126</u>
Total assets	<u>48,532,133</u>	<u>51,327,734</u>
Net assets available for benefits	<u>\$ 48,532,133</u>	<u>51,327,734</u>

See accompanying notes to financial statements.

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Additions:		
Net (depreciation) appreciation in fair value of investments (note 3)	\$ (2,969,227)	5,381,794
Interest and dividends (note 3)	<u>1,336,303</u>	<u>769,738</u>
Total (loss) income	<u>(1,632,924)</u>	<u>6,151,532</u>
Contributions:		
Participants	5,856,401	6,535,123
Rollover	441,249	679,997
Employer	<u>1,162,166</u>	<u>2,029,669</u>
Total contributions	<u>7,459,816</u>	<u>9,244,789</u>
Total additions	<u>5,826,892</u>	<u>15,396,321</u>
Deductions:		
Benefits paid directly to participants	8,614,578	6,700,471
Administrative expenses	<u>7,915</u>	<u>16,143</u>
Total deductions	<u>8,622,493</u>	<u>6,716,614</u>
Net (decrease) increase	<u>(2,795,601)</u>	<u>8,679,707</u>
Net assets available for benefits:		
Beginning of year	<u>51,327,734</u>	<u>42,648,027</u>
End of year	<u>\$ 48,532,133</u>	<u>51,327,734</u>

See accompanying notes to financial statements.

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2011 and 2010

(1) Description of the Plan

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

(a) General

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

(b) Contributions and Vesting

Participants may make tax deferred contributions up to an annual maximum of the lesser of 60% of their eligible compensation, as defined, or the Internal Revenue Service limit of \$16,500 for 2011 and 2010. ERISA regulations also allowed participants over the age of 50 to contribute an additional catch-up amount of \$5,500 for 2011 and 2010 allowing a total maximum contribution of \$22,000 for 2011 and 2010. The Plan was amended on July 21, 2006 to offer participants the ability to make Roth deferral contributions and Roth direct rollovers into the Plan. Participants are vested immediately in their contributions plus actual earnings thereon. Contributions are recognized each pay period. For 2011 and 2010, the Company elected to make matching contributions in an amount equal to 50% of the first 6% of a participant's compensation contributed to the Plan. Participants vest in the employer matching contribution and earnings thereon at a rate of 20% per year for a period of five years. Participants automatically become 100% vested in their account balances when they attain age 65.

At December 31, 2011 and 2010 forfeited nonvested accounts totaled \$16,271 and \$34,339, respectively. These accounts will be used to reduce future employer contributions. Also, in 2011 and 2010 employer contributions were reduced by \$231,395 and \$334,734, respectively, from forfeited nonvested accounts.

(c) Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of plan earnings plus the Company's matching contribution and earnings thereon and charged with administrative expenses, as applicable. Participants were provided with the option to allocate their contributions into any of 32 and 33 different investment options in 2011 and 2010, respectively, through Fidelity Management Trust Company, a party-in-interest.

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2011 and 2010

(d) *Distribution of Benefits*

Amounts may be distributed to participants only (i) upon termination of employment, (ii) upon attaining the age of 59½, or (iii) upon demonstration by the participant to the plan administrator that the participant is suffering from “hardship” (as defined in applicable regulations promulgated or to be promulgated pursuant to Section 401(k) of the Internal Revenue Code of standards established by the Secretary of the Treasury or his delegate).

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

(e) *Notes Receivable from Participants*

In accordance with the Plan’s provisions, employees may borrow against their individual account balances. Participants may borrow a minimum of \$1,000 up to a maximum of the lesser of 50% of their vested account balance or \$50,000 reduced by their highest outstanding note receivable during the prior 12-month period. Only one note may be outstanding at any given time. Notes receivable from participants are collateralized by the participant’s account. Notes receivable from participants are to be repaid in level payments through payroll deductions on at least a quarterly basis over a five-year period, or over a ten-year period if it is for the purchase of a principal residence. Notes receivable from participants shall bear interest at a rate determined by the plan administrator. The interest rate was between 4.25% and 8.25% for 2011 and 2010.

(2) *Summary of Significant Accounting Policies*

(a) *Basis of Accounting*

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

(b) *Investment Valuation and Income Recognition*

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

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

(c) *Notes Receivable from Participants*

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

(d) *Payment of Benefits*

Benefits are recorded when paid.

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2011 and 2010

(e) Administrative Expenses

Administrative expenses are generally paid by the Company.

(f) Use of Estimates

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

(g) Risk and Uncertainties

The Plan provides for various investment options in any combination of mutual funds. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amount reported in the statements of net assets available for benefits.

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

(h) Recent Accounting Pronouncements

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

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

(i) Subsequent Events

The Plan has evaluated subsequent events through July 30, 2012, the date the financial statements were available to be issued.

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2011 and 2010

(3) Information Certified by Trustee

All information certified by Trustee disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2011 and 2010, and net appreciation or depreciation in fair value of investments, and interest and dividend income for the years ended December 31, 2011 and 2010, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company.

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to investments and notes receivable from participants held at December 31, 2011 and 2010, and net appreciation or depreciation in fair value of investments, and interest and dividend income for the years ended December 31, 2011 and 2010.

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

Description	2011	2010
Fidelity Growth Strategies Fund	\$ —	2,848,583
Fidelity Contrafund	7,459,530	7,703,458
Fidelity Diversified International Fund	3,949,721	4,743,145
Fidelity Dividend Growth Fund	3,617,038	4,180,619
Fidelity Investment Grade Bond Fund	—	3,837,540
Fidelity Puritan Fund	4,957,534	5,215,724
Fidelity Retirement Money Market Portfolio	3,640,457	3,561,417
MSIF Mid Cap Growth I	3,043,362	—
Pimco Total Return	4,251,541	—

During 2011 and 2010, the Plan's investments (including investments purchased, sold, as well as held during the year) appreciated or depreciated in fair value as determined by quoted market prices as follows:

	2011	2010
Net (depreciation) appreciation in fair value of investments:		
Mutual funds	\$ (2,969,227)	5,381,794
	2011	2010
Interest and dividends:		
Mutual funds	\$ 1,284,712	720,609
Notes receivable from participants	51,591	49,129
	<u>\$ 1,336,303</u>	<u>769,738</u>

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2011 and 2010

(4) Plan Termination

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

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

(5) Plan Tax Status

The Internal Revenue Service (IRS) has issued an opinion letter dated March 31, 2008 to the sponsor of the Plan that the form of the Plan and underlying trust, as designed, are in compliance with the applicable requirements of the Internal Revenue Code and therefore the Plan is exempt from income taxes. Although the Plan has been amended since receiving the opinion letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or de-recognize an asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011 and 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or de-recognition of an asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

By letter dated January 8, 2009, the IRS initiated a review of the Plan's operational and documentary compliance for the 2007 plan year under its authority to make periodic investigations of covered employee benefit plans. During this review, certain issues relating to plan administration were identified for plan years 2010 and previous. The Company cooperated with the IRS and addressed all matters that required corrective action. These issues were subsequently resolved as evidenced by a Closing Agreement with the IRS that was executed on December 8, 2010. The Company was assessed a \$100,000 penalty that was paid directly by the Company to the IRS in December 2010. The Company believes that all corrective action taken to comply with the IRS regulations was sufficient such that there is no noncompliance with the ERISA regulations with respect to the matters identified and addressed by the IRS as part of its audit of the Plan.

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2011 and 2010

(6) Party-in-Interest Transactions

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

(7) Reconciliation of Financial Statements to Form 5500

The Plan prepares its Form 5500 on a cash basis of accounting. The following is a reconciliation of net assets available for benefits as presented on the statements of net assets available for benefits in the financial statements to Form 5500 as of December 31, 2011 and 2010:

	<u>2011</u>	<u>2010</u>
Net assets available for benefits per the financial statements	\$ 48,532,133	51,327,734
Participant contributions receivable	(32,474)	(269,317)
Employer contributions receivable	<u>(9,464)</u>	<u>(456,809)</u>
Net assets available for benefits per Form 5500	<u><u>\$ 48,490,195</u></u>	<u><u>50,601,608</u></u>

The following is a reconciliation of the net increase or decrease as presented in the statements of changes in net assets available for benefits in the financial statements to Form 5500 for the years ended December 31, 2011 and 2010:

	<u>2011</u>	<u>2010</u>
Net (decrease) increase per the financial statements	\$ (2,795,601)	8,679,707
Change in participant contributions receivable	236,843	(25,051)
Change in employer contributions receivable	<u>447,345</u>	<u>(376,399)</u>
Net (decrease) increase per Form 5500	<u><u>\$ (2,111,413)</u></u>	<u><u>8,278,257</u></u>

(8) Fair Value Measurements

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

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

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

HEALTH DIALOG SERVICES CORPORATION RETIREMENT PLAN

Notes to Financial Statements

December 31, 2011 and 2010

Level 2 Inputs to the valuation methodology include:

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

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

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

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

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

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

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

The following table summarizes the valuation and investment strategies of the Plan's financial instruments under the fair value hierarchy levels as of December 31, 2011:

Fair value measurements at December 31, 2011						
	Level 1	Level 2	Level 3	Total	Redemption frequency	Days notice
Mutual funds:						
Money market	\$ 3,640,457	—	—	3,640,457	Daily	1
Mid/large cap stock	32,692,266	—	—	32,692,266	Daily	1
Fixed income	5,971,625	—	—	5,971,625	Daily	1
Small cap stock	502,931	—	—	502,931	Daily	1
International	5,088,047	—	—	5,088,047	Daily	1
Total	\$ 47,895,326	—	—	47,895,326		

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2011 and 2010

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

Fair value measurements at December 31, 2010						
	Level 1	Level 2	Level 3	Total	Redemption frequency	Days notice
Mutual funds:						
Money market	\$ 3,561,417	—	—	3,561,417	Daily	1
Mid/large cap stock	33,419,277	—	—	33,419,277	Daily	1
Fixed income	5,580,084	—	—	5,580,084	Daily	1
Small cap stock	1,281,270	—	—	1,281,270	Daily	1
International	6,121,470	—	—	6,121,470	Daily	1
Total	<u>\$ 49,963,518</u>	<u>—</u>	<u>—</u>	<u>49,963,518</u>		

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

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

Year ended December 31, 2011

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

See accompanying independent auditors' report.

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

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

December 31, 2011

	Identity of issue, borrower, lessor, or similar party	Description of investments	Current value
Mutual Funds Held by Fidelity as Custodian	MSIF Mid Cap Growth I	92,447 Shares	\$ 3,043,362
	* Fidelity Cap Appreciation	21,734 Shares	535,097
	* Fidelity Contrafund	110,577 Shares	7,459,530
	* Fidelity Diversified International Fund	154,770 Shares	3,949,721
	* Fidelity Dividend Growth Fund	139,816 Shares	3,617,038
	* Fidelity Focused Stock	154 Shares	2,115
	* Fidelity Freedom 2000	13,083 Shares	155,424
	* Fidelity Freedom 2005	2,392 Shares	25,160
	* Fidelity Freedom 2010	44,677 Shares	585,268
	* Fidelity Freedom 2015	106,726 Shares	1,166,512
	* Fidelity Freedom 2020	161,056 Shares	2,113,051
	* Fidelity Freedom 2025	98,460 Shares	1,064,352
	* Fidelity Freedom 2030	84,868 Shares	1,089,709
	* Fidelity Freedom 2035	72,076 Shares	760,400
	* Fidelity Freedom 2040	142,033 Shares	1,045,364
	* Fidelity Freedom 2045	34,690 Shares	301,455
	* Fidelity Freedom 2050	30,588 Shares	337,339
	* Fidelity Freedom Income	13,548 Shares	152,284
	* Fidelity International Discovery	32,378 Shares	893,964
	TRP Equity Income	1,456 Shares	33,575
	* Fidelity Leveraged Co Stock	58,217 Shares	1,461,826
	* Fidelity Puritan Fund	280,245 Shares	4,957,534
	* Fidelity Retirement Money Market Portfolio	3,640,457 Shares	3,640,457
	GS Midcap Value Inst	30,364 Shares	1,019,317
	Loomis Small Cap Growth IS	29,411 Shares	502,931
	Pimco Total Return	391,126 Shares	4,251,541
	RS Partners A	29,784 Shares	872,063
	* Spartan Extended Market Index	6,547 Shares	232,163
	* Spartan 500 Index	18,290 Shares	813,711
	* Spartan International Index	8,214 Shares	244,362
	* Fidelity US Bond Index	117,760 Shares	1,387,217
	* Fidelity Four In One Index	6,988 Shares	181,484
Total mutual funds			47,895,326
* Notes receivable from participants	Participants loans, interest rate 4.25% – 8.25%		594,869
			<u>\$ 48,490,195</u>

* Indicates party-in-interest to the Plan.

See accompanying independent auditors' report.

Final Editorial Review Not Completed

PLEASE COMPLETE	
Date/Time Due _____	
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Special Instructions:	

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Financial Statements and Supplemental Schedules

December 31, 2011 and 2010

(With Independent Auditors' Report Thereon)

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

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Schedule H, Line 4(a) – Schedule of Delinquent Participant Contributions for the year ended December 31, 2011	12
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Note: Certain supplemental schedules specified by the Employee Retirement Income Security Act of 1974 (ERISA) are not applicable and have been omitted.	

Independent Auditors' Report

The Board of Directors and Plan Administrator
Health Dialog Services Corporation Retirement Plan:

We were engaged to audit the accompanying statements of net assets available for benefits of the Health Dialog Services Corporation Retirement Plan (the Plan) as of December 31, 2011 and 2010, the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedules of Schedule H, line 4(i) – Schedule of Assets (Held at End of Year) as of December 31, 2011 and Schedule H, line 4(a) – Schedule of Delinquent Participant Contributions for the year ended December 31, 2011. These financial statements and the supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103 8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds certain of the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2011 and 2010, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

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

July 30, 2012

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Statements of Net Assets Available for Benefits

December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Assets:		
Certified by Trustee (note 3):		
Investments, at fair value (note 8)	\$ 47,895,326	49,963,518
Notes receivable from participants	594,869	638,090
Total assets certified by Trustee	<u>48,490,195</u>	<u>50,601,608</u>
Contributions receivable:		
Participants	32,474	269,317
Employer	9,464	456,809
Total contributions receivable	<u>41,938</u>	<u>726,126</u>
Total assets	<u>48,532,133</u>	<u>51,327,734</u>
Net assets available for benefits	<u>\$ 48,532,133</u>	<u>51,327,734</u>

See accompanying notes to financial statements.

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Additions:		
Net (depreciation) appreciation in fair value of investments (note 3)	\$ (2,969,227)	5,381,794
Interest and dividends (note 3)	<u>1,336,303</u>	<u>769,738</u>
Total (loss) income	<u>(1,632,924)</u>	<u>6,151,532</u>
Contributions:		
Participants	5,856,401	6,535,123
Rollover	441,249	679,997
Employer	<u>1,162,166</u>	<u>2,029,669</u>
Total contributions	<u>7,459,816</u>	<u>9,244,789</u>
Total additions	<u>5,826,892</u>	<u>15,396,321</u>
Deductions:		
Benefits paid directly to participants	8,614,578	6,700,471
Administrative expenses	<u>7,915</u>	<u>16,143</u>
Total deductions	<u>8,622,493</u>	<u>6,716,614</u>
Net (decrease) increase	<u>(2,795,601)</u>	<u>8,679,707</u>
Net assets available for benefits:		
Beginning of year	<u>51,327,734</u>	<u>42,648,027</u>
End of year	<u>\$ 48,532,133</u>	<u>51,327,734</u>

See accompanying notes to financial statements.

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2011 and 2010

(1) Description of the Plan

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

(a) General

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

(b) Contributions and Vesting

Participants may make tax deferred contributions up to an annual maximum of the lesser of 60% of their eligible compensation, as defined, or the Internal Revenue Service limit of \$16,500 for 2011 and 2010. ERISA regulations also allowed participants over the age of 50 to contribute an additional catch-up amount of \$5,500 for 2011 and 2010 allowing a total maximum contribution of \$22,000 for 2011 and 2010. The Plan was amended on July 21, 2006 to offer participants the ability to make Roth deferral contributions and Roth direct rollovers into the Plan. Participants are vested immediately in their contributions plus actual earnings thereon. Contributions are recognized each pay period. For 2011 and 2010, the Company elected to make matching contributions in an amount equal to 50% of the first 6% of a participant's compensation contributed to the Plan. Participants vest in the employer matching contribution and earnings thereon at a rate of 20% per year for a period of five years. Participants automatically become 100% vested in their account balances when they attain age 65.

At December 31, 2011 and 2010 forfeited nonvested accounts totaled \$16,271 and \$34,339, respectively. These accounts will be used to reduce future employer contributions. Also, in 2011 and 2010 employer contributions were reduced by \$231,395 and \$334,734, respectively, from forfeited nonvested accounts.

(c) Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of plan earnings plus the Company's matching contribution and earnings thereon and charged with administrative expenses, as applicable. Participants were provided with the option to allocate their contributions into any of 32 and 33 different investment options in 2011 and 2010, respectively, through Fidelity Management Trust Company, a party-in-interest.

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2011 and 2010

(d) *Distribution of Benefits*

Amounts may be distributed to participants only (i) upon termination of employment, (ii) upon attaining the age of 59½, or (iii) upon demonstration by the participant to the plan administrator that the participant is suffering from “hardship” (as defined in applicable regulations promulgated or to be promulgated pursuant to Section 401(k) of the Internal Revenue Code of standards established by the Secretary of the Treasury or his delegate).

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

(e) *Notes Receivable from Participants*

In accordance with the Plan’s provisions, employees may borrow against their individual account balances. Participants may borrow a minimum of \$1,000 up to a maximum of the lesser of 50% of their vested account balance or \$50,000 reduced by their highest outstanding note receivable during the prior 12-month period. Only one note may be outstanding at any given time. Notes receivable from participants are collateralized by the participant’s account. Notes receivable from participants are to be repaid in level payments through payroll deductions on at least a quarterly basis over a five-year period, or over a ten-year period if it is for the purchase of a principal residence. Notes receivable from participants shall bear interest at a rate determined by the plan administrator. The interest rate was between 4.25% and 8.25% for 2011 and 2010.

(2) *Summary of Significant Accounting Policies*

(a) *Basis of Accounting*

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

(b) *Investment Valuation and Income Recognition*

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

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

(c) *Notes Receivable from Participants*

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

(d) *Payment of Benefits*

Benefits are recorded when paid.

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2011 and 2010

(e) Administrative Expenses

Administrative expenses are generally paid by the Company.

(f) Use of Estimates

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

(g) Risk and Uncertainties

The Plan provides for various investment options in any combination of mutual funds. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amount reported in the statements of net assets available for benefits.

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

(h) Recent Accounting Pronouncements

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

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

(i) Subsequent Events

The Plan has evaluated subsequent events through July 30, 2012, the date the financial statements were available to be issued.

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2011 and 2010

(3) Information Certified by Trustee

All information certified by Trustee disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2011 and 2010, and net appreciation or depreciation in fair value of investments, and interest and dividend income for the years ended December 31, 2011 and 2010, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company.

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to investments and notes receivable from participants held at December 31, 2011 and 2010, and net appreciation or depreciation in fair value of investments, and interest and dividend income for the years ended December 31, 2011 and 2010.

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

Description	2011	2010
Fidelity Growth Strategies Fund	\$ —	2,848,583
Fidelity Contrafund	7,459,530	7,703,458
Fidelity Diversified International Fund	3,949,721	4,743,145
Fidelity Dividend Growth Fund	3,617,038	4,180,619
Fidelity Investment Grade Bond Fund	—	3,837,540
Fidelity Puritan Fund	4,957,534	5,215,724
Fidelity Retirement Money Market Portfolio	3,640,457	3,561,417
MSIF Mid Cap Growth I	3,043,362	—
Pimco Total Return	4,251,541	—

During 2011 and 2010, the Plan's investments (including investments purchased, sold, as well as held during the year) appreciated or depreciated in fair value as determined by quoted market prices as follows:

	2011	2010
Net (depreciation) appreciation in fair value of investments:		
Mutual funds	\$ (2,969,227)	5,381,794
Interest and dividends:		
Mutual funds	\$ 1,284,712	720,609
Notes receivable from participants	51,591	49,129
	<u>\$ 1,336,303</u>	<u>769,738</u>

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2011 and 2010

(4) Plan Termination

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

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

(5) Plan Tax Status

The Internal Revenue Service (IRS) has issued an opinion letter dated March 31, 2008 to the sponsor of the Plan that the form of the Plan and underlying trust, as designed, are in compliance with the applicable requirements of the Internal Revenue Code and therefore the Plan is exempt from income taxes. Although the Plan has been amended since receiving the opinion letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or de-recognize an asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011 and 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or de-recognition of an asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

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**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2011 and 2010

(6) Party-in-Interest Transactions

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

(7) Reconciliation of Financial Statements to Form 5500

The Plan prepares its Form 5500 on a cash basis of accounting. The following is a reconciliation of net assets available for benefits as presented on the statements of net assets available for benefits in the financial statements to Form 5500 as of December 31, 2011 and 2010:

	<u>2011</u>	<u>2010</u>
Net assets available for benefits per the financial statements	\$ 48,532,133	51,327,734
Participant contributions receivable	(32,474)	(269,317)
Employer contributions receivable	<u>(9,464)</u>	<u>(456,809)</u>
Net assets available for benefits per Form 5500	<u><u>\$ 48,490,195</u></u>	<u><u>50,601,608</u></u>

The following is a reconciliation of the net increase or decrease as presented in the statements of changes in net assets available for benefits in the financial statements to Form 5500 for the years ended December 31, 2011 and 2010:

	<u>2011</u>	<u>2010</u>
Net (decrease) increase per the financial statements	\$ (2,795,601)	8,679,707
Change in participant contributions receivable	236,843	(25,051)
Change in employer contributions receivable	<u>447,345</u>	<u>(376,399)</u>
Net (decrease) increase per Form 5500	<u><u>\$ (2,111,413)</u></u>	<u><u>8,278,257</u></u>

(8) Fair Value Measurements

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

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

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

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2011 and 2010

Level 2 Inputs to the valuation methodology include:

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

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

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

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

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

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

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

The following table summarizes the valuation and investment strategies of the Plan's financial instruments under the fair value hierarchy levels as of December 31, 2011:

Fair value measurements at December 31, 2011						
	Level 1	Level 2	Level 3	Total	Redemption frequency	Days notice
Mutual funds:						
Money market	\$ 3,640,457	—	—	3,640,457	Daily	1
Mid/large cap stock	32,692,266	—	—	32,692,266	Daily	1
Fixed income	5,971,625	—	—	5,971,625	Daily	1
Small cap stock	502,931	—	—	502,931	Daily	1
International	5,088,047	—	—	5,088,047	Daily	1
Total	\$ 47,895,326	—	—	47,895,326		

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2011 and 2010

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

Fair value measurements at December 31, 2010						
	Level 1	Level 2	Level 3	Total	Redemption frequency	Days notice
Mutual funds:						
Money market	\$ 3,561,417	—	—	3,561,417	Daily	1
Mid/large cap stock	33,419,277	—	—	33,419,277	Daily	1
Fixed income	5,580,084	—	—	5,580,084	Daily	1
Small cap stock	1,281,270	—	—	1,281,270	Daily	1
International	6,121,470	—	—	6,121,470	Daily	1
Total	<u>\$ 49,963,518</u>	<u>—</u>	<u>—</u>	<u>49,963,518</u>		

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

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

Year ended December 31, 2011

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

See accompanying independent auditors' report.

**HEALTH DIALOG SERVICES
CORPORATION RETIREMENT PLAN**

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

December 31, 2011

	Identity of issue, borrower, lessor, or similar party	Description of investments	Current value
Mutual Funds Held by Fidelity as Custodian	MSIF Mid Cap Growth I	92,447 Shares	\$ 3,043,362
	* Fidelity Cap Appreciation	21,734 Shares	535,097
	* Fidelity Contrafund	110,577 Shares	7,459,530
	* Fidelity Diversified International Fund	154,770 Shares	3,949,721
	* Fidelity Dividend Growth Fund	139,816 Shares	3,617,038
	* Fidelity Focused Stock	154 Shares	2,115
	* Fidelity Freedom 2000	13,083 Shares	155,424
	* Fidelity Freedom 2005	2,392 Shares	25,160
	* Fidelity Freedom 2010	44,677 Shares	585,268
	* Fidelity Freedom 2015	106,726 Shares	1,166,512
	* Fidelity Freedom 2020	161,056 Shares	2,113,051
	* Fidelity Freedom 2025	98,460 Shares	1,064,352
	* Fidelity Freedom 2030	84,868 Shares	1,089,709
	* Fidelity Freedom 2035	72,076 Shares	760,400
	* Fidelity Freedom 2040	142,033 Shares	1,045,364
	* Fidelity Freedom 2045	34,690 Shares	301,455
	* Fidelity Freedom 2050	30,588 Shares	337,339
	* Fidelity Freedom Income	13,548 Shares	152,284
	* Fidelity International Discovery	32,378 Shares	893,964
	TRP Equity Income	1,456 Shares	33,575
	* Fidelity Leveraged Co Stock	58,217 Shares	1,461,826
	* Fidelity Puritan Fund	280,245 Shares	4,957,534
	* Fidelity Retirement Money Market Portfolio	3,640,457 Shares	3,640,457
	GS Midcap Value Inst	30,364 Shares	1,019,317
	Loomis Small Cap Growth IS	29,411 Shares	502,931
	Pimco Total Return	391,126 Shares	4,251,541
	RS Partners A	29,784 Shares	872,063
	* Spartan Extended Market Index	6,547 Shares	232,163
	* Spartan 500 Index	18,290 Shares	813,711
	* Spartan International Index	8,214 Shares	244,362
	* Fidelity US Bond Index	117,760 Shares	1,387,217
	* Fidelity Four In One Index	6,988 Shares	181,484
Total mutual funds			47,895,326
* Notes receivable from participants	Participants loans, interest rate 4.25% – 8.25%		594,869
			<u>\$ 48,490,195</u>

* Indicates party-in-interest to the Plan.

See accompanying independent auditors' report.