

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2011 This Form is Open to Public Inspection
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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>INTEGRACARE AND AFFILIATES 401(K) PLAN AND TRUST</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1997</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1997</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>INTEGRACARE HOLDINGS, INC</u> <u>2559 SW. GRAPEVINE PKWY.</u> <u>SUITE 300</u> <u>GRAPEVINE, TX 76051</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>20-8781607</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>817-310-4941</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>621610</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>20-8781607</u>	2c Sponsor's telephone number <u>817-310-4941</u>	2d Business code (see instructions) <u>621610</u>	
2b Employer Identification Number (EIN) <u>20-8781607</u>					
2c Sponsor's telephone number <u>817-310-4941</u>					
2d Business code (see instructions) <u>621610</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2012	ANGELA CARTER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") INTEGRACARE HOLDINGS, INC 2559 SW. GRAPEVINE PKWY. SUITE 300 GRAPEVINE, TX 76051	3b Administrator's EIN 20-8781607 3c Administrator's telephone number 817-310-4941
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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	849
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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	884
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	105
d Subtotal. Add lines 6a , 6b , and 6c	6d	989
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	989
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	255
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	11

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:

2E 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>INTEGRACARE AND AFFILIATES 401(K) PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>INTEGRACARE HOLDINGS, INC</u>	D Employer Identification Number (EIN) <u>20-8781607</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

RBC CAPITAL MARKETS CORPORATION 100 CRESENT COURT
SUITE 1500
DALLAS, TX 75201

(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)

RBC CAPITAL MARKETS CORPORATION

100 CRESENT COURT
SUITE 1500
DALLAS, TX 75201

(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?
33 63	BROKERAGE	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

ASCENSUS

11-3665754

(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?
99 37 15 60 50 64	RECORD KEEPER	16814	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 ☐

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
ASCENSUS	15 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.
DWS INVESTMENTS	210 W. 10TH STREET KANSAS CITY, MO 64121	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR SUB-TA REVENUE BY FUND.
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ASCENSUS	15 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.
INVESCO AIM	C/O DST SYSTEMS, INC. 430 W. 7TH STREET KANSAS CITY, MO 64105-1407	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR SUB-TA REVENUE BY FUND.
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ASCENSUS	15 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.
IVY	6300 LAMAR AVENUE SHAWNEE MISSION, KS 66202-4247	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR SUB-TA REVENUE BY FUND.

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
ASCENSUS	15 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.
OPPENHEIMER TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET NEW YORK, NY 10281	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR SUB-TA REVENUE BY FUND.	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ASCENSUS	15 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 C/O BFDS, INC. 30 DAN ROAD CANTON, MA 02021-2809	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR SUB-TA REVENUE BY FUND.	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ASCENSUS	15 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.
PRINCIPAL FINANCIAL GROUP 711 HIGH STREET DES MOINES, IA 50392	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR SUB-TA REVENUE BY FUND.	

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
RBC CAPITAL MARKETS CORPORATIO	33 63	0
(d) Enter name and EIN (address) of source of indirect compensation		
DWS INVESTMENTS 210 W. 10TH STREET KANSAS CITY, MO 64121	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR 12B-1 REVENUE BY FUND.	
(a) Enter service provider name as it appears on line 2		
RBC CAPITAL MARKETS CORPORATIO	33 63	0
(d) Enter name and EIN (address) of source of indirect compensation		
INVESCO AIM C/O DST SYSTEMS, INC. 430 W. 7TH STREET KANSAS CITY, MO 64105-1407	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR 12B-1 REVENUE BY FUND.	
(a) Enter service provider name as it appears on line 2		
RBC CAPITAL MARKETS CORPORATIO	33 63	0
(d) Enter name and EIN (address) of source of indirect compensation		
IVY 6300 LAMAR AVENUE SHAWNEE MISSION, KS 66202-4247	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR 12B-1 REVENUE BY FUND.	

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
RBC CAPITAL MARKETS CORPORATIO	33 63	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPENHEIMER TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET NEW YORK, NY 10281	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR 12B-1 REVENUE BY FUND.	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
RBC CAPITAL MARKETS CORPORATIO	33 63	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO C/O BFDS, INC. 30 DAN ROAD CANTON, MA 02021-2809	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR 12B-1 REVENUE BY FUND.	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
RBC CAPITAL MARKETS CORPORATIO	33 63	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRINCIPAL FINANCIAL GROUP 711 HIGH STREET DES MOINES, IA 50392	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR 12B-1 REVENUE BY FUND.	

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="font-size: 24pt; font-weight: bold;">2011</div> This Form is Open to Public Inspection
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>INTEGRACARE AND AFFILIATES 401(K) PLAN AND TRUST</u>	B Three-digit plan number (PN) ►	<div style="border: 1px solid black; padding: 2px;">001</div>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>INTEGRACARE HOLDINGS, INC</u>	D Employer Identification Number (EIN) <u>20-8781607</u>	

	Part I Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	110000	70000
	(2) Participant contributions	1b(2)	16584	16716
	(3) Other	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	198521	291580
	(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)	38516	115339
	(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)	2254887	2347294
	(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	2618508	2840929

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	2618508	2840929
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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)	70000	
(B) Participants	2a(1)(B)	480768	
(C) Others (including rollovers)	2a(1)(C)	80584	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		631352
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	19	
(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)	3562	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		3581
(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)	39241	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		39241
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-210046
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		464128

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	192623	
(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)		192623
f Corrective distributions (see instructions)	2f		32270
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	16814	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		16814
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		241707

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		222421
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: **BKD**

(2) EIN: **44-0160260**

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.			
4n			

- 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>INTEGRACARE AND AFFILIATES 401(K) PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>INTEGRACARE HOLDINGS, INC</u>	D Employer Identification Number (EIN) <u>20-8781607</u>

Part I	Distributions
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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>45-0404698</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
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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): _____

IntegraCare & Affiliates 401(k) Plan & Trust

EIN 20-8781607 PN 001

Accountants' Report and Financial Statements

December 31, 2011 and 2010



IntegraCare & Affiliates 401(k) Plan & Trust
December 31, 2011 and 2010

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Independent Accountants' Report

401(k) Committee
IntegraCare & Affiliates 401(k) Plan & Trust
Grapevine, Texas

We were engaged to audit the accompanying statements of net assets available for benefits of IntegraCare & Affiliates 401(k) Plan & Trust (the Plan) as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended and the accompanying supplemental schedule. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974*, the plan administrator instructed us not to perform, and we did not perform, auditing procedures with respect to the information summarized in *Note 3* and notes receivable from participants, which was certified by OFI 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 the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The accompanying supplemental schedule listed in the table of contents is presented for purposes of additional analysis and is not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974*. Because of the significance of the matter described above, it is inappropriate to, and we do not, express an opinion on the supplementary information referred to above. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the trustees, 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*.

BKD, LLP

Dallas, Texas
September 26, 2012

Federal Employer Identification Number: 44-0160260

IntegraCare & Affiliates 401(k) Plan & Trust

Statements of Net Assets Available for Benefits

December 31, 2011 and 2010

Assets

	2011	2010
Investments, At Fair Value		
Money market funds	\$ 291,580	\$ 198,521
Mutual funds	<u>2,347,293</u>	<u>2,254,887</u>
	<u>2,638,873</u>	<u>2,453,408</u>
 Receivables		
Notes receivable from participants	115,031	38,516
Employer's contribution	70,000	110,000
Participants' contributions	<u>16,716</u>	<u>16,583</u>
	<u>201,747</u>	<u>165,099</u>
 Net Assets Available for Benefits	<u><u>\$ 2,840,620</u></u>	<u><u>\$ 2,618,507</u></u>

IntegraCare & Affiliates 401(k) Plan & Trust
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2011 and 2010

	2011	2010
Investment Income (Loss)		
Net appreciation (depreciation) in fair value of investments	\$ (220,412)	\$ 234,252
Interest and dividends	49,626	27,346
	<u>(170,786)</u>	<u>261,598</u>
Interest Income on Notes Receivable from Participants	<u>3,322</u>	<u>1,460</u>
Contributions		
Participants	480,766	483,991
Employer	70,000	110,000
Rollovers	80,584	37,031
	<u>631,350</u>	<u>631,022</u>
Total additions	<u>463,886</u>	<u>894,080</u>
Deductions		
Benefits paid to participants	230,038	325,749
Administrative fees	11,735	8,653
	<u>241,773</u>	<u>334,402</u>
Net Increase	222,113	559,678
Net Assets Available for Benefits, Beginning of Year	<u>2,618,507</u>	<u>2,058,829</u>
Net Assets Available for Benefits, End of Year	<u><u>\$ 2,840,620</u></u>	<u><u>\$ 2,618,507</u></u>

IntegraCare & Affiliates 401(k) Plan & Trust

Notes to Financial Statements

December 31, 2011 and 2010

Note 1: Description of the Plan

The following description of IntegraCare & Affiliates 401(k) Plan (the Plan) provides only general information. Participants should refer to the plan document and *Summary Plan Description*, which are available from the plan administrator, for a more complete description of the Plan's provisions.

General

The Plan was formed on January 1, 1997, and was restated and amended on January 1, 2010. The Plan is a defined contribution plan whereby eligible employees of Integracare Holdings, Inc. (the Company, the Employer or the Sponsor) are permitted to make contributions that are tax-deferred under Section 401(k) of the Internal Revenue Code (IRC).

The Plan is designed to conform with the requirements of the *Employee Retirement Income Security Act of 1974* (ERISA). Eligible employees who are at least 21 years of age and who complete one-year of service or work 1,000 hours may enroll in the Plan on the first day following completion of eligibility requirements. Eligible employees include all employees of the Company except for those employees covered by a collective bargaining agreement and nonresident aliens. OFI Trust Company is the trustee of the Plan.

Contributions

Each year, participants may contribute up to 100% of their annual eligible compensation to the Plan on a pretax basis subject to Internal Revenue Service (IRS) limitations. Participants over 50 years of age are allowed catch-up contributions. Participants have the right to make rollover contributions into the Plan from another qualified plan.

The Plan provides for discretionary matching contributions to eligible participants as determined annually by the Company. The discretionary matching contribution is made once a year. The Company approved a discretionary matching contribution of \$70,000 and \$110,000 for the years ended December 31, 2011 and 2010, respectively.

Participant Investment Account Options

Investment account options available include various funds. Each participant has the option of directing their contributions into any of the separate investment accounts and may change the allocation daily.

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's discretionary matching contribution and plan earnings. Each participant's earnings are invested separately according to the individual's investment direction so that each participant's account realizes appreciation or depreciation based on related investment performance.

IntegraCare & Affiliates 401(k) Plan & Trust

Notes to Financial Statements

December 31, 2011 and 2010

Plan earnings are calculated and credited to each participant's account on a daily basis. The benefit to which a participant is entitled is the benefits that can be provided from the participant's vested account balance.

Vesting

Participants are immediately vested in their contributions and related earnings thereon. Vesting in the Company's contribution portion of their accounts plus earnings thereon is based on years of service, participants are credited with one-year of service if they work over 1,000 hours during a year, which occurs at a rate of 20% after two years of service, 40% after three years of service, 65% after four years of service with participants being 100% vested after five years. In the event of disability, early retirement or death, the participant will immediately become fully vested.

Payment of Benefits

Benefits may be paid under the Plan, subject to limitations and conditions imposed by the IRC, upon a participant's termination of employment, retirement, disability, death or hardship due to an immediate and heavy financial need. Participants may elect to receive the value of their account in either a lump-sum, installment, annuity, direct rollover or a combination thereof. The Plan specifies lump-sum distributions or installment payments for required minimum distributions. As of December 31, 2011 and 2010, there were no accounts allocated accounts of participants who have elected a withdrawal from the Plan but have not yet been paid.

Forfeited Accounts

When an employee termination occurs, the nonvested portion of the participant's account, as defined by the Plan, represents a forfeiture. Forfeitures of matching contributions may be used to pay plan expenses or supplement Employer discretionary matching contributions. At December 31, 2011 and 2010, there were no unallocated forfeitures.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance, reduced by the participant's highest outstanding loan balance in the previous 12 months. The loans are secured by the balance in the participant's account and bear interest at a reasonable rate as determined by the plan administrator at the time the loan originates based on local prevailing rates. Loan repayments are made ratably through payroll deductions over a period not to exceed five years, unless the loans were used to purchase a primary residence in which case the loan term may not exceed 15 years. Participants may only have one loan outstanding at a time.

IntegraCare & Affiliates 401(k) Plan & Trust

Notes to Financial Statements

December 31, 2011 and 2010

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets and changes in net assets and disclosures of contingent assets and liabilities at the date of the financial statements. Actual results may differ from those estimates.

Valuation of Investments and Income Recognition

Quoted market prices, if available, are used to value investments. Mutual funds and money market funds are valued at the net asset value (NAV) 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 (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are reported at amortized principal balance plus accrued but unpaid interest. Delinquent notes receivable from participants may be reclassified as distributions based upon the terms of the plan document.

IntegraCare & Affiliates 401(k) Plan & Trust

Notes to Financial Statements

December 31, 2011 and 2010

Plan Tax Status

The Plan operates under a nonstandardized adoption agreement in connection with a volume submitter prototype profit-sharing plan and trust document sponsored by Oppenheimer Funds Distributor Inc. This prototype plan document has been filed with the appropriate agency. The Plan has not obtained or requested a determination letter. However, the plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the taxing authorities. 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 2008.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Administrative expenses may be paid by the Company or the Plan, at the Company's discretion.

Transfers Between Fair Value Hierarchy Levels

Transfers in and out of Level 1 (quoted market prices), Level 2 (other significant observable inputs) and Level 3 (significant unobservable inputs) are recognized on the actual transfer date.

Note 3: Investments

The Plan's investments are held by OFI Trust Company. The fair value of the Plan's investments at the end of the year is as follows:

	2011	2010
Money market funds	\$ 291,580	\$ 198,521
Mutual funds	2,347,293	2,254,887
	<u>\$ 2,638,873</u>	<u>\$ 2,453,408</u>

IntegraCare & Affiliates 401(k) Plan & Trust

Notes to Financial Statements

December 31, 2011 and 2010

The Plan's investments (including investments bought, sold and held during the year) appreciated (depreciated) in fair value as follows:

	2011	2010
Mutal funds	\$ (220,412)	\$ 234,252

The fair value of individual investments that represented 5% or more of the Plan's net assets available for benefits were as follows:

	2011	2010
Oppenheimer Transition 2015 Fund A	\$ 552,399	\$ 248,624
Oppenheimer Transition 2040 Fund A	\$ 473,555	\$ 171,410
Oppenheimer Cash Reserves A	\$ 257,552	\$ 184,591
Oppenheimer Transition 2030 Fund A	\$ 248,430	N/A
Oppenheimer Transition 2025 Fund A	\$ 198,438	\$ 138,080
Oppenheimer Transition 2050 Fund A	\$ 152,389	N/A
Oppenheimer Transition 2040 Fund B	N/A	\$ 382,804
Oppenheimer Cash Reserves B	N/A	\$ 313,253
Oppenheimer Gold & Minerals Fund A	N/A	\$ 158,791
Oppenheimer Transition 2030 Fund B	N/A	\$ 149,469

Interest and dividends realized on the Plan's investments for the years ended December 31, 2011 and 2010, was \$49,626 and \$27,346, respectively.

Note 4: Fair Value of Plan Assets and Liabilities

Accounting Standards Codification Topic 820, *Fair Value Measurements*, defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Topic 820 also specifies a fair value hierarchy which requires a plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3** Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities

IntegraCare & Affiliates 401(k) Plan & Trust

Notes to Financial Statements

December 31, 2011 and 2010

Following is a description of the valuation methodologies and inputs used for assets and liabilities measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as the general classification of such assets and liabilities pursuant to the valuation hierarchy.

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include mutual funds and money market funds. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy.

The following tables present the fair value measurements of assets and liabilities recognized in the accompanying statements of net assets available for benefits measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2011 and 2010:

		2011		
		Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Fair Value			
Mutual funds				
Blended funds	\$ 211,956	\$ 211,956	\$ -	\$ -
Value funds	32,034	32,034	-	-
Lifecycle funds	1,692,484	1,692,484	-	-
Bond funds	135,081	135,081	-	-
Growth funds	12,065	12,065	-	-
International funds	99,973	99,973	-	-
Other funds	163,700	163,700	-	-
	<u>2,347,293</u>	<u>2,347,293</u>	<u>-</u>	<u>-</u>
Money market funds	291,580	291,580	-	-
	<u>\$ 2,638,873</u>	<u>\$ 2,638,873</u>	<u>\$ -</u>	<u>\$ -</u>

IntegraCare & Affiliates 401(k) Plan & Trust

Notes to Financial Statements

December 31, 2011 and 2010

		2010		
		Fair Value Measurements Using		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds				
Blended funds	\$ 75,319	\$ 75,319	\$ -	\$ -
Value funds	19,705	19,705	-	-
Lifecycle funds	1,746,282	1,746,282	-	-
Bond funds	62,632	62,632	-	-
Growth funds	22,699	22,699	-	-
International funds	100,928	100,928	-	-
Other funds	227,322	227,322	-	-
	<u>2,254,887</u>	<u>2,254,887</u>	<u>-</u>	<u>-</u>
Money market funds	198,521	198,521	-	-
	<u>\$ 2,453,408</u>	<u>\$ 2,453,408</u>	<u>\$ -</u>	<u>\$ -</u>

For the years ended December 31, 2011 and 2010, realized and unrealized gains and losses included in net increase in net assets available for benefits for the period from January 1, 2010 through December 31, 2011, are reported in net appreciation (depreciation) in fair value of investments in the accompanying statements of changes in net assets available for benefits.

Note 5: Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2011 and 2010, to Form 5500:

	2011	2010
Net assets available for benefits per the financial statements	\$ 2,840,620	\$ 2,618,507
Rounding	<u>309</u>	<u>-</u>
Net assets available for benefits per Form 5500	<u>\$ 2,840,929</u>	<u>\$ 2,618,507</u>

IntegraCare & Affiliates 401(k) Plan & Trust

Notes to Financial Statements

December 31, 2011 and 2010

The following is a reconciliation of net increase per the financial statements for the years ended December 31, 2011 and 2010, to Form 5500:

	2011	2010
Net increase per the financial statements	\$ 222,113	\$ 559,678
Rounding	308	-
Net increase per Form 5500	<u>\$ 222,421</u>	<u>\$ 559,678</u>

Note 6: Current Economic Conditions

The current protracted economic environment continues to present employee benefit plans with difficult circumstances and challenges, which in some cases have resulted in large and unanticipated declines in the fair value of investments. The accompanying financial statements have been prepared using values and information currently available to the Plan.

Given the volatility of current economic conditions, the values of assets recorded in the accompanying financial statements could change rapidly, resulting in material future adjustments in investment values that could negatively impact the Plan.

Note 7: Risks and Uncertainties

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

Note 8: Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer association or relatives of such persons.

Certain plan investments are shares of mutual funds managed by the plan trustee and; therefore, these transactions qualify as party-in-interest transactions. Additionally, the Company provides certain administrative services at no cost to the Plan.

IntegraCare & Affiliates 401(k) Plan & Trust

Notes to Financial Statements

December 31, 2011 and 2010

Note 9: Subsequent Events

Subsequent events have been evaluated through September 26, 2012, which is the date the financial statements were available to be issued.

Supplemental Schedule

IntegraCare & Affiliates 401(k) Plan & Trust

EIN 20-8781607 PN 001

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

December 31, 2011

Identity of Issuer	Description of Investment	Cost	Current Value
Mutual Funds			
DWS Dreman Small Cap Value Fund A	721 shares	**	\$ 23,328
Ivy Asset Strategy Fund A	1,936 shares	**	43,087
Invesco Mid Cap Core Equity Fund A	1,832 shares	**	38,518
Invesco Real Estate Fund A	1,099 shares	**	25,161
* Oppenheimer Money Market Fund A	34,028 shares	**	34,028
* Oppenheimer Capital Appreciation Fund A	7 shares	**	292
* Oppenheimer Capital Income Fund A	7 shares	**	63
* Oppenheimer Cash Reserves A	257,552 shares	**	257,552
* Oppenheimer Core Bond Fund A	1 share	**	4
* Oppenheimer Commodity Strat Total Rtm A	1,005 shares	**	3,356
* Oppenheimer Developing Markets Fund A	2,546 shares	**	74,643
* Oppenheimer Discovery Fund A	1 share	**	33
* Oppenheimer Equity Income Fund A	148 shares	**	3,303
* Oppenheimer Equity Fund A	217 shares	**	1,848
* Oppenheimer Flexible Strategies Fund A	386 shares	**	8,727
* Oppenheimer Gold & Special Minerals A	3,645 shares	**	126,392
* Oppenheimer Global Fund A	33 shares	**	1,761
* Oppenheimer International Bond Fund A	6,173 shares	**	38,334
* Oppenheimer International Diversified A	5,426 shares	**	55,125
* Oppenheimer International Growth Fund A	42 shares	**	1,081
* Oppenheimer Main Street Fund A	3 shares	**	94
* Oppenheimer Main Street Fund C	612 shares	**	18,992
* Oppenheimer Main Street Small & Mid-Cap A	279 shares	**	5,539
* Oppenheimer Port Series Mod Investor A	651 shares	**	5,448
* Oppenheimer Rising Dividends Fund A	4736 shares	**	74,261
* Oppenheimer Small & Mid Cap Growth A	279 shares	**	3,272
* Oppenheimer Small & Mid Cap Value Fund A	92 shares	**	2,711
* Oppenheimer Quest International Val A	103 shares	**	1,310
* Oppenheimer Select Value Fund A	95 shares	**	1,382
* Oppenheimer Transition 2010 Fund A	693 shares	**	5,423
* Oppenheimer Transition 2015 Fund A	69,659 shares	**	552,399
* Oppenheimer Transition 2020 Fund A	7,626 shares	**	61,850
* Oppenheimer Transition 2025 Fund A	23,291 shares	**	198,438
* Oppenheimer Transition 2030 Fund A	30,040 shares	**	248,430
* Oppenheimer Transition 2040 Fund A	54,121 shares	**	473,555
* Oppenheimer Transition 2050 Fund A	17,161 shares	**	152,389
* Oppenheimer U.S. Government Trust Fund A	1 share	**	1
PIMCO Total Return Fund A	5,062 shares	**	55,029
Principal High Yield Fund A	5,644 shares	**	41,714
* Participant Loans	4.25% – 4.50%		115,031
			<u>\$ 2,753,904</u>
* Parties-in-interest			

** Cost information may be omitted for participant or beneficiary-directed transactions under an individual account plan.

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e)

Formula Description

Plan Name: INTEGRACARE & AFFILIATES 401(K) PLAN & TRUST

Plan Number: 210178

Broker Dealer: RBC Capital Markets Corporatio

Ticker Symbol	Investment Name	Formula used to determine Sub-TA Compensation paid to Ascensus	Formula used to determine 12b-1 Compensation to Broker Dealer
QIVAX	Oppenheimer Quest International Value A	25 basis points	24 basis points
OIDAX	Oppenheimer International Diversified A	25 basis points	25 basis points
OIBAX	Oppenheimer International Bond Fund A	25 basis points	25 basis points
OEQAX	Oppenheimer Equity Fund A	25 basis points	25 basis points
ODMAX	Oppenheimer Developing Markets Fd A	25 basis points	25 basis points
OARDX	Oppenheimer Rising Dividends Fund A	25 basis points	25 basis points
OAMIX	Oppenheimer Port Series: Moderate Inv A	25 basis points	25 basis points
OAEIX	Oppenheimer Equity Income Fund A	25 basis points	25 basis points
MSIGX	Oppenheimer Main Street Fund A	25 basis points	25 basis points
IARAX	Invesco Advisor Real Estate Fund A	25 basis points	25 basis points
GTAGX	Invesco Mid Cap Core Equity Fund A	25 basis points	25 basis points
PTTAX	PIMCO Total Return Fund A	20 basis points	25 basis points
CGRWX	Oppenheimer Value Fund A	25 basis points	25 basis points
OPGSX	Oppenheimer Gold & Special Minerals Fd A	25 basis points	25 basis points
OUSGX	Oppenheimer US Govt Trust Fund A	25 basis points	24 basis points
OEGAX	Oppenheimer Small & Mid-Cap Growth A	25 basis points	24 basis points
KDSAX	DWS Dreman Small Cap Value Fund A	25 basis points	24 basis points
CRSXX	Oppenheimer Cash Reserves A	25 basis points	19 basis points
OTTBX	Oppenheimer Transition 2010 B	25 basis points	100 basis points
OTKBX	Oppenheimer Transition 2050 B	25 basis points	100 basis points
OTHBX	Oppenheimer Transition 2030 B	25 basis points	100 basis points
OTBFX	Oppenheimer Transition 2015 B	25 basis points	100 basis points
OIGBX	Oppenheimer Core Bond Fund B	25 basis points	100 basis points

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e)

Formula Description

Plan Name: INTEGRACARE & AFFILIATES 401(K) PLAN & TRUST

Plan Number: 210178

Broker Dealer: RBC Capital Markets Corporatio

Ticker Symbol	Investment Name	Formula used to determine Sub-TA Compensation paid to Ascensus	Formula used to determine 12b-1 Compensation to Broker Dealer
OGMBX	Oppenheimer Gold & Special Minerals Fd B	25 basis points	100 basis points
CPHYX	Principal High Yield II A	25 basis points	25 basis points
OTIAX	Oppenheimer Transition 2040 A	25 basis points	25 basis points
OMBXX	Oppenheimer Money Market Fund Inc. CI A	25 basis points	N/A
OTWBX	Oppenheimer Transition 2020 B	25 basis points	99 basis points
OTIBX	Oppenheimer Transition 2040 B	25 basis points	99 basis points
OTDBX	Oppenheimer Transition 2025 B	25 basis points	99 basis points
CRBXX	Oppenheimer Cash Reserves B	25 basis points	75 basis points
WASAX	Ivy Asset Strategy Fund A	25 basis points	25 basis points
QVSCX	Oppenheimer Sm- & Mid- Cap Val Fd A	25 basis points	25 basis points
QVOPX	Oppenheimer Quest Opportunity Value A	25 basis points	25 basis points
QRAAX	Oppenheimer Commodity Stratgy Total Ret	25 basis points	25 basis points
OTWAX	Oppenheimer Transition 2020 A	25 basis points	25 basis points
OIGAX	Oppenheimer International Growth Fund A	25 basis points	25 basis points
OTKAX	Oppenheimer Lifecycle Transition 2050 A	25 basis points	25 basis points
OPASX	Oppenheimer Balanced Fund A	25 basis points	25 basis points
OTHAX	Oppenheimer Transition 2030 A	25 basis points	25 basis points
OTFAX	Oppenheimer Transition 2015 A	25 basis points	25 basis points
OTDAX	Oppenheimer Transition 2025 A	25 basis points	25 basis points
OSVAX	Oppenheimer Select Value A	25 basis points	25 basis points
OPTFX	Oppenheimer Capital Appreciation A	25 basis points	25 basis points
OPPEX	Oppenheimer Capital Income Fund A	25 basis points	25 basis points
OPPAX	Oppenheimer Global Fund A	25 basis points	25 basis points

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e)

Formula Description

Plan Name: INTEGRACARE & AFFILIATES 401(K) PLAN & TRUST

Plan Number: 210178

Broker Dealer: RBC Capital Markets Corporatio

Ticker Symbol	Investment Name	Formula used to determine Sub-TA Compensation paid to Ascensus	Formula used to determine 12b-1 Compensation to Broker Dealer
OPOCX	Oppenheimer Discovery Fund A	25 basis points	25 basis points
OPMSX	Oppenheimer Main St Small & Mid-Cap A	25 basis points	25 basis points
OPIGX	Oppenheimer Core Bond Fund A	25 basis points	25 basis points
PRI MONEY	Prior Money	N/A	N/A
OTTAX	Oppenheimer Transition 2010 A	25 basis points	25 basis points

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e)

Formula Description - Additional Fee Notes

Plan Name: INTEGRACARE & AFFILIATES 401(K) PLAN & TRUST

Plan Number: 210178

Broker Dealer: RBC Capital Markets Corporatio

Oppenheimer Funds

OppenheimerFunds payments to the Broker Dealer:

-Flex A NAV and Flex A Turnkey: 25bps upfront, 25bps trail on all purchases

-Large Case A shares: 25bps upfront for 1st 6 months, 25bps trail on all purchases

-A at NAV: 25 bps trail on all purchases

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name INTEGRACARE AND AFFILIATES 401(K) PLAN AND TRUST

EIN: 20-8781607

Plan Sponsor's Name INTEGRACARE HOLDINGS, INC

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Oppenheimer	Oppenheimer Transition 2010 Fund A	0	5,423
	Oppenheimer	Oppenheimer Transition 2015 Fund A	0	552,399
	Oppenheimer	Oppenheimer Transition 2020 Fund A	0	61,850
	Oppenheimer	Oppenheimer Transition 2025 Fund A	0	198,438
	Oppenheimer	Oppenheimer Transition 2030 Fund A	0	248,430
	Oppenheimer	Oppenheimer Transition 2040 Fund A	0	473,555
	Oppenheimer	Oppenheimer Transition 2050 Fund A	0	152,389

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name INTEGRACARE AND AFFILIATES 401(K) PLAN AND TRUST

EIN: 20-8781607

Plan Sponsor's Name INTEGRACARE HOLDINGS, INC

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Oppenheimer	Oppenheimer Intl Diversified A	0	55,125
	Oppenheimer	Oppenheimer Developing Markets Fund A	0	74,643
	Oppenheimer	OPPENHEIMER Rising Dividends Fund A	0	74,261
	Oppenheimer	Oppenheimer Flexible Strategies Fund A	0	8,727
	Oppenheimer	Oppenheimer Gold And Spec Minerals A	0	126,392
	Oppenheimer	Oppenheimer International Bond Fund A	0	38,335
	Oppenheimer	Oppenheimer Cash Reserves A	0	257,552

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name INTEGRACARE AND AFFILIATES 401(K) PLAN AND TRUST

EIN: 20-8781607

Plan Sponsor's Name INTEGRACARE HOLDINGS, INC

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Principal	Principal High Yield Fund A	0	41,712
	PIMCO	PIMCO Total Return Fund A	0	55,029
	Invesco	Invesco Mid Cap Core Equity Fund A	0	38,518
	Invesco	Invesco Real Estate Fund A	0	25,161
	DWS	DWS Dreman Small Cap Value Fund A	0	23,328
	Ivy	Ivy Asset Strategy Fund A	0	43,087
	Oppenheimer	Oppenheimer Money Market Fund A	0	34,028

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name INTEGRACARE AND AFFILIATES 401(K) PLAN AND TRUST

EIN: 20-8781607

Plan Sponsor's Name INTEGRACARE HOLDINGS, INC

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Oppenheimer	Oppenheimer Small & Mid Cap Value Fund A	0	2,711
	Oppenheimer	Oppenheimer Quest Intl Val A	0	1,310
	Oppenheimer	Oppenheimer Capital Income Fund A	0	63
	Oppenheimer	Oppenheimer Capital Appreciation Fund A	0	292
	Oppenheimer	Oppenheimer Global Fund A	0	1,761
	Oppenheimer	Oppenheimer Equity Fund A	0	1,848
	Oppenheimer	Oppenheimer Discovery Fund A	0	33

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name INTEGRACARE AND AFFILIATES 401(K) PLAN AND TRUST

EIN: 20-8781607

Plan Sponsor's Name INTEGRACARE HOLDINGS, INC

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Oppenheimer	Oppenheimer Port Series Mod Investor A	0	5,448
	Oppenheimer	Oppenheimer Select Value Fund A	0	1,382
	Oppenheimer	Oppenheimer Main Street Fund A	0	94
	Oppenheimer	Oppenheimer Small & Mid Cap Growth A	0	3,272
	Oppenheimer	Oppenheimer Commodity Strat Total RtrnA	0	3,356
	Oppenheimer	Oppenheimer International Growth Fund A	0	1,082
	Oppenheimer	Oppenheimer Equity Income Fund A	0	3,303

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name INTEGRACARE AND AFFILIATES 401(K) PLAN AND TRUST

EIN: 20-8781607

Plan Sponsor's Name INTEGRACARE HOLDINGS, INC

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Oppenheimer	Oppenheimer Main Street Small & Mid CapA	0	5,539
	Oppenheimer	Oppenheimer U.S. Government Trust Fund A	0	1
	Oppenheimer	Oppenheimer Core Bond Fund A	0	4
	Oppenheimer	Oppenheimer Main Street Fund C	0	18,993
	Participants Loan Account	Various Rates and Maturities	0	115,339