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 01/01/2011 and ending 12/31/2011

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
REHABCARE GROUP, INC. 401(K) EMPLOYEE SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 06/01/1991

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

REHABCARE GROUP, INC.

680 S FOURTH STREET
LOUISVILLE, KY 40202

2b Employer Identification Number (EIN) 51-0265872

2c Sponsor's telephone number 502-596-7300

2d Business code (see instructions) 623000

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2012	ANDREA ROMISHER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2012	ANDREA ROMISHER
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

680 S FOURTH STREET
LOUISVILLE, KY 40202

3b Administrator's EIN
51-0265872

3c Administrator's telephone number
502-596-7300

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	15482
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**	18584
b	Retired or separated participants receiving benefits	**6b**	2
c	Other retired or separated participants entitled to future benefits	**6c**	2451
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	21037
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	6
f	Total. Add lines **6d** and **6e**	**6f**	21043
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	7367
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	97
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 2R 2T

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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
REHABCARE GROUP, INC. 401(K) EMPLOYEE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
REHABCARE GROUP, INC.

D Employer Identification Number (EIN)
51-0265872

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

DIVERSIFIED RETIREMENT CORPORATION

13-3689044

(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)

DIVERSIFIED RETIREMENT CORPORATION

13-3689044

(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?
12 15 28 37 38 50 54 59 61 62 63 64 65	RECORDKEEPER	37848	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

NATIONAL FINANCIAL SERVICES

04-3523567

(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	SECURITIES BROKER	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

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

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
DIVERSIFIED RETIREMENT CORPORATION	12 15 28 37 38 50 54 59 61 62 63 64 65	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.
ALGER PO BOX 8480 BOSTON, MA 02266	REVENUE SHARING SEE ATTACHEMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
DIVERSIFIED RETIREMENT CORPORATION	12 15 28 37 38 50 54 59 61 62 63 64 65	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS 5300 ROBIN HOOD ROOD NORFOLK, VA 23513	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
DIVERSIFIED RETIREMENT CORPORATION	12 15 28 37 38 50 54 59 61 62 63 64 65	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.
BLACKROCK 40 EAST 52ND ST NEW YORK, NY 10022	REVENUE SHARING SEE ATTACHEMENT TO LINE 2(H)

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
DIVERSIFIED RETIREMENT CORPORATION	12 15 28 37 38 50 54 59 61 62 63 64 65	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.
COLUMBIA 245 SUMMER STREET FLOOR 3 BOSTON, MA 02210	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
DIVERSIFIED RETIREMENT CORPORATION	12 15 28 37 38 50 54 59 61 62 63 64 65	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 11 GREENWAY PLAZA SUITE 100 HOUSTON, TX 77046	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
DIVERSIFIED RETIREMENT CORPORATION	12 15 28 37 38 50 54 59 61 62 63 64 65	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.
JANUS 720 S COLORADO BLVD SUITE 290A DENVER, CO 80246	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

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
DIVERSIFIED RETIREMENT CORPORATION	12 15 28 37 38 50 54 59 61 62 63 64 65	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.
MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
DIVERSIFIED RETIREMENT CORPORATION	12 15 28 37 38 50 54 59 61 62 63 64 65	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 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
DIVERSIFIED RETIREMENT CORPORATION	12 15 28 37 38 50 54 59 61 62 63 64 65	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.
SOUND SHORE 3435 STELZER COLUMBUS, OH 43219	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

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
NATIONAL FINANCIAL SERVICES	33	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.
ALGER PO BOX 8480 BOSTON, MA 02266	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS 5300 ROBIN HOOD ROAD NORFOLK, VA 23513	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33	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.
BLACKROCK 40 EAST 52ND ST NEW YORK, NY 10022	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

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
NATIONAL FINANCIAL SERVICES	33	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.
COLUMBIA 245 SUMMER STREET FLOOR 3 BOSTON, MA 02210	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33	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 11 GREENWAY PLAZA SUITE 100 HOUSTON, TX 77046	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33	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.
JANUS 720 S COLORADO BLVD SUITE 290A DENVER, CO 80246	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

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
NATIONAL FINANCIAL SERVICES	33	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.
MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33	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 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33	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.
SOUND SHORE 3435 STELZER RD COLUMBUS, OH 43219	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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(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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan 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
REHABCARE GROUP, INC. 401(K) EMPLOYEE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
REHABCARE GROUP, INC.

D Employer Identification Number (EIN)
51-0265872

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: DIVERSIFIED COLLECTIVE TRUST FUNDS

b Name of sponsor of entity listed in (a): DIVERSIFIED RETIREMENT CORPORATION

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
13-3689044-001	C	6288650

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

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
REHABCARE GROUP, INC. 401(K) EMPLOYEE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
REHABCARE GROUP, INC.

D Employer Identification Number (EIN)
51-0265872

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	1997	36678
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	171113	4590
(2) Participant contributions	1b(2)	643418	13915
(3) Other	1b(3)	3436	4002
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	45478	40625
(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)	1876467	3333638
(9) Value of interest in common/collective trusts	1c(9)	5703	6288650
(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)	127048041	152175169
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	1018772	633197

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	3622682	0
(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	134437107	162530464
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	134437107	162530464

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)	5315721	
(B) Participants	2a(1)(B)	20684975	
(C) Others (including rollovers)	2a(1)(C)	2073872	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		28074568
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(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)	131389	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		131389
(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)	2433990	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		2433990
(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)		79369
(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)		-6954817
c Other income	2c		1988630
d Total income. Add all **income** amounts in column (b) and enter total	2d		25753129
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	24511495	
(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)		24511495
f Corrective distributions (see instructions)	2f		262116
g Certain deemed distributions of participant loans (see instructions)	2g		49084
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)	37848	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		37848
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		24860543
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		892586
l Transfers of assets:			
(1) To this plan	2l(1)		27200771
(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) [X] 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 [X] No

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

(1) Name: KPMG **(2)** EIN: 13-5565207

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) **4a**	X		1074
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) **4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) **4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) **4d**		X	
e	Was this plan covered by a fidelity bond? **4e**	X		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? **4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? **4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? **4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) **4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) **4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? **4k**		X	
l	Has the plan failed to provide any benefit when due under the plan? **4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) **4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. **4n**		X	

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

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
REHABCARE GROUP, INC. 401(K) EMPLOYEE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
REHABCARE GROUP, INC.

D Employer Identification Number (EIN)
51-0265872

Part I Distributions

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

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

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

EIN(s): 13-3689044

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

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

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

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

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

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

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

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

KPMG

REHABCARE GROUP, INC.
401(k) EMPLOYEE SAVINGS PLAN

Financial Statements and Supplemental Schedules

February 24, 2012 and December 31, 2011

(With Independent Auditors' Report Thereon)

REHABCARE GROUP, INC.
401(k) EMPLOYEE SAVINGS PLAN

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KPMG LLP
Suite 900
10 South Broadway
St. Louis, MO 63102-1761

Independent Auditors' Report

The Plan Administrator
RehabCare Group, Inc. 401(k) Employee Savings Plan:

We were engaged to audit the accompanying statements of net assets available for plan benefits of the RehabCare Group, Inc. 401(k) Employee Savings Plan (the Plan) as of February 24, 2012 and December 31, 2011, and the related statements of changes in net assets available for plan benefits for the period from January 1, 2012 to February 24, 2012 and the year ended December 31, 2011, and the supplemental schedules of (1) Schedule H, line 4i – Schedule of Assets (Held At End of Year) and (2) Schedule H, line 4a – Schedule of Delinquent Participant Contributions as of and for the year ended December 31, 2011. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 5, which was certified by State Street Bank and Trust, the trustee of the Plan, except for comparing the information with the related information included in the 2012 and 2011 financial statements and the supplemental schedules. 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 a certification from the trustee as of February 24, 2012 and the year ended December 31, 2011, and for the period from January 1, 2012 to February 24, 2012 and the year ended December 31, 2011, 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 2012 and 2011 financial statements that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules as of February 24, 2012 and December 31, 2011, and for the period from January 1, 2012 to February 24, 2012 and the year ended December 31, 2011. 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 information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

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

As discussed in note 1 to the financial statements, as of January 11, 2012 employees were no longer able to contribute to the Plan and were given the opportunity to participate in the Kindred Healthcare, Inc. 401(k) Plan. Plan assets that were not distributed to participants were transferred to the Kindred Healthcare, Inc. 401(k) Plan by February 24, 2012.

KPMG LLP

St. Louis, Missouri
October 12, 2012

REHABCARE GROUP, INC.
401(k) EMPLOYEE SAVINGS PLAN

Statements of Net Assets Available for Plan Benefits

	February 24, 2012	December 31, 2011
Assets:		
Investments, at fair value:		
Cash and cash equivalents	$ —	9,536,444
Mutual funds	—	142,716,028
Self-directed brokerage accounts	—	633,197
Common collective trusts	—	6,288,650
Total investments, at fair value	—	159,174,319
Receivables:		
Participant loans	—	3,333,638
Participants' contributions	—	13,915
Employer contribution	—	4,590
Other receivables	—	4,002
Total receivables	—	3,356,145
Net assets available for plan benefits	$ —	162,530,464

See accompanying notes to financial statements.

REHABCARE GROUP, INC.
401(k) EMPLOYEE SAVINGS PLAN

Statements of Changes in Net Assets Available for Plan Benefits

	Period from January 1, 2012 to February 24, 2012	Year ended December 31, 2011
Investment income (loss):		
Net realized and unrealized appreciation (depreciation) of investments	$ 3,590,329	(4,886,818)
Interest and dividends:		
Cash dividends	13,178	2,433,990
Interest	2,232	131,389
Total investment income (loss)	3,605,739	(2,321,439)
Contributions:		
Participants	—	20,684,975
Employer	—	5,315,721
Rollover of plan assets from previous employers	58,609	2,073,872
Total contributions	58,609	28,074,568
Deductions:		
Benefits paid to participants	(77,685)	(24,822,695)
Administrative fees	(2,367)	(37,848)
Total deductions	(80,052)	(24,860,543)
Net increase in assets available for plan benefits	3,584,296	892,586
Plan mergers (note 1)	(166,114,760)	27,200,771
Net assets available for plan benefits:		
Beginning of year	162,530,464	134,437,107
End of year	$ —	162,530,464

See accompanying notes to financial statements.

(1) Plan Description

The following description of the RehabCare Group, Inc. 401(k) Employee Savings Plan (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

(a) Plan Merger

On June 1, 2011, Kindred Healthcare, Inc. (Kindred) acquired all of the outstanding common stock of RehabCare Group, Inc. As a result of acquisition, the Plan was merged into the Kindred Healthcare 401(k) plan in 2012. Net assets totaling $166,114,760 were transferred out of the Plan by February 24, 2012.

(b) General

Effective June 1, 1991, RehabCare Group, Inc. (the Company) established the Plan, a defined contribution plan for the benefit of its eligible employees. Effective July 1, 2007, the Plan was restated to incorporate prior amendments. No significant amendments were made to the Plan in 2011 or 2012. The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective November 24, 2009, the Company acquired all of the outstanding common stock of Triumph HealthCare Holdings, Inc. (Triumph). As a result of the acquisition, the Triumph HealthCare 401(k) plan was merged into the Plan in 2011. Net assets totaling $27,200,771 were transferred into the Plan by January 10, 2011.

(c) Eligibility

Effective June 1, 2004, employees are eligible to participate in the Plan on the first day of the month following employment. Prior to June 1, 2004, employees who had attained age 21 were eligible to participate in the Plan on the first day of the month following the completion of one year of employment.

(d) Contributions

Each participant in the Plan may elect to contribute any amount, not to exceed 75% of eligible compensation, to the Plan up to the maximum allowable under current Internal Revenue Service regulations ($17,000 and $16,500 in 2012 and 2011, respectively). Participant contributions under the Plan are exempt from federal income taxes. Participants may also contribute amounts representing distributions from other qualified retirement plans. The Company may make discretionary contributions to match the participants' contributions. During the period from January 1, 2012 to February 24, 2012 the Company did not make any discretionary contributions. For the year ended December 31, 2011, the Company's discretionary contribution was 50% of the first 4% of a participant's compensation contributed to the Plan.

(Continued)

(e) Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Each participant may direct their account balance into one or more of the 19 investment options offered by the Plan or a self-directed investment option. The self-directed investment option allows the participant to direct contributions to be invested in any investment permitted under the Plan, including mutual funds, common stock, and bonds.

(f) Vesting

Each participant is 100% vested in his or her contributions and earnings thereon. The vested percentage of each participant's Company contribution and earnings thereon is determined in accordance with the following table:

Number of years of service	Vested percentage
Less than 1 year of service	— %
1 or more years of service	100

The term "year of service" in the above table means any calendar year in which the participant completes at least 1,000 hours of service.

(g) Participant Loans

The Plan has a loan program for its participants. When added to the outstanding balance of all other loans to a participant, a loan may not exceed the lesser of: (a) 50% of the vested portion of their account balance or (b) $50,000, reduced by the excess of the highest outstanding loan balance during the preceding one-year period over the outstanding loan balance on the date the loan was made. Loans may be outstanding for up to five years. Principal and interest are paid ratably through payroll deductions. The interest rate charged to participants is a fixed rate equal to the prime rate on the date the loan is issued. Any loans outstanding shall become due and payable in full at the end of the calendar quarter following a participant's termination. The loans are secured by the balance in the participant's account and bear interest at rates ranging from 3.3% to 9.7% as of December 31, 2011.

(h) Distribution of Plan Benefits

Upon termination of service, each participant may elect to have his or her benefits distributed in either a lump-sum amount or installment payments.

(Continued)

(i) Plan Fees and Commissions

Investment management fees and loan administration fees are charged directly to the participants' accounts. Plan administration fees are paid by the Plan. Total fees paid by the Plan amounted to $2,367 for the period from January 1, 2012 to February 24, 2012 and $37,848 for the year ended December 31, 2011.

(j) Participation Forfeitures

Amounts representing forfeitures are periodically used to reduce the Company's future contributions. For the period from January 1, 2012 to February 24, 2012 and the year ended December 31, 2011, forfeited nonvested amounts totaled $711 and $54,724, respectively.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting, except for benefits paid to participants, which are recorded when paid.

(b) Use of Estimates

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

(c) Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair values of the Plan's investments in money market funds (cash equivalents), mutual funds, and self-directed brokerage accounts are based on quoted market prices. Investments in common collective trusts are valued at the net asset value as determined using the estimated fair value of the investments in the respective funds on the last day of the Plan year.

Purchases and sales of securities are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Any unrealized appreciation or depreciation for the period is reflected in the statements of changes in net assets available for plan benefits. Interest income is recorded as earned on the accrual basis.

(d) Valuation of Participant Loans and Receivables

Participant loans are recorded at amortized cost, unpaid principal plus accrued interest. Delinquent participant loans are recorded as a distribution based upon the terms of the plan document.

(Continued)

(3) Investments

The following table presents investments that represent 5% or more of the Plan's net assets at December 31, 2011:

	December 31, 2011
Investments at fair value as determined by quoted market price:	
Mutual funds:	
Columbia Acorn Z	$ 10,930,958
Columbia Acorn International Z	9,970,034
American Funds Growth Fund of America R4	18,980,459
Pimco Total Return D	20,632,646
Transamerica Partners Instl Stock Index Fund	13,217,590
BlackRock LifePath 2020 Instl	8,299,774
BlackRock LifePath 2030 Instl	11,898,929
BlackRock LifePath 2040 Instl	10,924,349
Sound Shore	9,331,758
Money market mutual fund:	
Transamerica Partners Instl Money Market	9,459,141

The following table presents the net appreciation (depreciation) of investments (including investments bought, sold, and held during the period/year) for the period from January 1, 2012 to February 24, 2012 and the year ended December 31, 2011:

	Period from January 1, 2012 to February 24, 2012	Year ended December 31, 2011
Mutual funds	$ 3,588,594	(4,965,698)
Common collective trusts	1,735	78,880
	$ 3,590,329	(4,886,818)

(Continued)

(4) Fair Value Measurements

The Plan uses a three-level fair value hierarchy that characterizes the valuation of its investments based on the observability of the inputs utilized in the valuation: Level 1 – inputs are quoted prices in active markets for the identical assets or liabilities; Level 2 – inputs other than quoted prices that are directly or indirectly observable through market-corroborated inputs; and Level 3 – inputs are unobservable, or observable but cannot be market-corroborated, requiring assumptions about pricing by market participants. The following table sets forth information for each of the Plan's investments, which are measured at fair value on a recurring basis:

	December 31, 2011			
	Carrying value	Fair value measurements		
		Level 1	Level 2	Level 3
Cash and cash equivalents	$ 9,536,444	9,536,444	—	—
Mutual funds:				
Domestic equity funds	104,958,585	104,958,585	—	—
Bond fund	20,632,646	20,632,646	—	—
International equity funds	17,124,797	17,124,797	—	—
Self-directed brokerage accounts	633,197	633,197	—	—
Common collective trusts	6,288,650	—	6,288,650	—
Total investments, at fair value	$ 159,174,319	152,885,669	6,288,650	—

The level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following is a description of the valuation methodologies used for investments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Cash and cash equivalents: These investments primarily consist of money market mutual funds, which are valued using the Net Asset Value (NAV) provided by the administrator of the fund. The NAV is a quoted price in an active market and classified within Level 1 of the valuation hierarchy.

Mutual funds: This category consists of publicly traded funds of registered investment companies. The mutual funds invest primarily in marketable equity and fixed income securities. The fair value of these investments is based on the market price quoted on the exchange where the fund is traded and therefore classified as Level 1 within the valuation hierarchy.

Self-directed brokerage accounts: These investments are valued by the trustee based on quoted market prices obtained from national securities exchanges and are classified within Level 1 of the valuation hierarchy.

Common collective trusts: The NAV of the common trusts is provided by the trustee and is determined by reference to the fair value of the underlying securities of the trust, which are valued primarily through the

(Continued)

use of directly or indirectly observable inputs. There are no restrictions on the redemption of these investments. Common trusts are classified as Level 2 within the valuation hierarchy.

(5) Information Certified by the Plan's Trustee

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee of the Plan has certified to the completeness and accuracy of all information for the period from January 1, 2012 to February 24, 2012 and the year ended December 31, 2011 related to investments reflected in notes 3 and 4, the investments in the statements of net assets available for benefits, investment income/(loss) in the statements of changes in net assets available for benefits, and the supplemental schedule of assets (held at end of year). The Plan's independent certified public accountants did not perform auditing procedures with respect to this information except for comparing such information to the related information included in the accompanying financial statements and supplemental schedules.

(6) Related-Party Transactions

In 2011 and 2012, certain Plan investments were in funds managed by both State Street Bank and Trust Company and Diversified Investment Advisors, Inc., and therefore, these transactions qualify as party-in-interest transactions. These party-in-interest transactions are allowable under ERISA regulations.

(7) Nonexempt Transactions

Defined contribution plans are required to remit employee contributions to the Plan as soon as they can be reasonably segregated from the employer's general assets, but no later than the 15th business day of the month following the month in which the participant contributions are withheld by the employer. Contributions of $1,074 were not remitted within the required time period during the year ended December 31, 2010. This contribution was remitted in 2011, along with $339 of interest to the affected participant. Management believe this would not affect the tax status of the Plan.

(8) Tax Status

The Plan obtained its latest determination letter on April 24, 2009, in which the Internal Revenue Service stated the Plan as then designed was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Company believes that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC and is, therefore, not subject to federal income taxes under present income tax laws. Therefore, no provision for income taxes has been made in the accompanying financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan. The financial statement effects are recognized when the Plan has taken an uncertain position that more likely than not would 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 February 24, 2012 and December 31, 2011, there are no uncertain tax positions taken or expected to be taken. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

(Continued)

(9) 401(k) Employee Savings Plan Committee and Trustees of the Plan

The Plan provides for a committee, which was chaired by the Company's chief financial officer prior to the acquisition by Kindred on June 1, 2011 and was chaired by the chief information officer and chief administrative officer of Kindred subsequent to the acquisition. The committee acts as the plan administrator with representatives from finance, human resources, and legal departments. State Street Bank and Trust Company is the trustee for the Plan.

(10) 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 statements of net assets available for plan benefits.

(11) Subsequent Event

The Plan has evaluated subsequent events through October 12, 2012, the date at which the financial statements and supplemental schedules were issued. No events were identified that would require adjustment or disclosure in the financial statements.

REHABCARE GROUP, INC.
401(k) EMPLOYEE SAVINGS PLAN

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

December 31, 2011

EIN: 51-0265872 Plan: #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	(e) Current value
*	State Street Bank & Trust Co.	Cash reserve account	$ 77,303
*	Diversified Investment Advisors	Collective Trust Fund	6,288,650
	Alger	Alger Small Cap Growth Institutional I	3,607,119
	American Funds	American Funds Growth Fund of America R4	18,980,459
	American Funds	American Funds Fundamental Investor R4	4,653,514
	BlackRock	BlackRock LifePath 2020 Instl	8,299,774
	BlackRock	BlackRock LifePath 2030 Instl	11,898,929
	BlackRock	BlackRock LifePath 2040 Instl	10,924,349
	BlackRock	BlackRock LifePath 2050 Instl	1,472,693
	BlackRock	BlackRock LifePath Retirement Instl	2,700,971
	Columbia	Columbia Acorn Z	10,930,958
	Columbia	Columbia Acorn International Z	9,970,034
	Invesco	Invesco US Small Cap Value A	1,510,181
	Janus	Perkins Mid Cap Value T	7,430,290
	PIMCO	PIMCO Total Return D	20,632,646
	Sound Shore	Sound Shore	9,331,758
	Transamerica Partners Funds Group	Transamerica Partners Instl Money Market	9,459,141
	Transamerica Partners Funds Group	Transamerica Partners Instl Stock Index Fund	13,217,590
	Thornburg	Thornburg International Value I	7,154,763
	Charles Schwab Institutional	Self-directed brokerage accounts	633,197
*	Participant loans	354 loans, interest rates range from 3.3% to 9.7%	3,333,638
			$ 162,507,957

* Represents a party-in-interest to the Plan allowable under ERISA regulations

See accompanying independent auditors' report.

Schedule 2

REHABCARE GROUP, INC.
401(k) EMPLOYEE SAVINGS PLAN

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

Year ended December 31, 2011

EIN: 51-0265872 Plan: #001

	Total that constitute nonexempt prohibited transactions				
	Participant contributions transferred late to plan	**Contributions not corrected**	**Contributions corrected outside VFCP**	**Contributions pending correction in VFCP**	**Total fully corrected under VFCP and PTE 2002-51**
$	1,074	—	—	—	1,074

See accompanying independent auditors' report.

Schedule C, Line 2(h) Formula Descriptions

Rehabcare Group, Inc. 401(k) Employee Savings Plan
EIN No.: 51-0265872, Plan No. 001
Plan Year Ending: 12/31/2011

Indirect Compensation in the form of revenue sharing was paid to the following Service Providers:

DIVERSIFIED RETIREMENT CORPORATION	13-3689044
NATIONAL FINANCIAL SERVICES	04-3523567

Revenue amounts are shown in annualized basis points of plan assets invested in applicable fund

Fund Family	Fund Name	Start Date	End Date	Revenue to DIVERSIFIED RETIREMENT CORPORATION	Revenue to National Financial Services
ALGER	ALGER SMALL CAP GROWTH	1/1/2011	12/31/2011	48.750	1.250
AMERICAN FUNDS	THE GROWTH FUND OF AMERICA R-4	1/1/2011	12/31/2011	34.125	0.875
AMERICAN FUNDS	AMERICAN FUNDAMENTAL INVEST R4	1/1/2011	12/31/2011	34.125	0.875
BLACKROCK	BLACKROCK LIFEPATH RETIRE I	1/1/2011	12/31/2011	39.000	1.000
BLACKROCK	BLACKROCK LIFEPATH 2020 I	1/1/2011	12/31/2011	39.000	1.000
BLACKROCK	BLACKROCK LIFEPATH 2030 I	1/1/2011	12/31/2011	39.000	1.000
BLACKROCK	BLACKROCK LIFEPATH 2040	1/1/2011	12/31/2011	39.000	1.000
BLACKROCK	BLACKROCK LIFEPATH 2050	1/1/2011	12/31/2011	39.000	1.000
COLUMBIA	COLUMBIA ACORN, Z	1/1/2011	12/31/2011	39.000	1.000
COLUMBIA	COLUMBIA ACORN INTERNATIONAL	1/1/2011	12/31/2011	39.000	1.000
INVESCO	INVESCO INST US SM VAL	1/1/2011	5/20/2011	48.750	1.250
INVESCO	INVESCO SMALL CAP VALUE A	5/21/2011	12/31/2011	48.750	1.250
JANUS	PERKINS MIDCP VAL FD CLASS T	1/1/2011	12/31/2011	34.125	0.875
PIMCO	PIMCO TOTAL RETURN, D	1/1/2011	1/31/2011	34.125	0.875
PIMCO	PIMCO TOTAL RETURN, D	2/1/2011	3/31/2011	36.075	0.925
PIMCO	PIMCO TOTAL RETURN, D	4/1/2011	4/30/2011	36.563	0.938
PIMCO	PIMCO TOTAL RETURN, D	5/1/2011	12/31/2011	37.050	0.950
SOUND SHORE	SOUND SHORE	1/1/2011	12/31/2011	39.000	1.000

Schedule 2

REHABCARE GROUP, INC.
401(k) EMPLOYEE SAVINGS PLAN

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

Year ended December 31, 2011

EIN: 51-0265872 Plan: #001

	Total that constitute nonexempt prohibited transactions				
Participant contributions transferred late to plan	**Contributions not corrected**	**Contributions corrected outside VFCP**	**Contributions pending correction in VFCP**	**Total fully corrected under VFCP and PTE 2002-51**
$ 1,074	—	—	—	1,074

See accompanying independent auditors' report.

Kindred Healthcare

October 16, 2012

Department of Labor

Re: Form 5500 Filing for the RehabCare Group, Inc. 401(k) Employee Savings Plan

Dear Sir or Madam:

We attempted to file the 2011 Form 5500 for the Rehabcare Group, Inc. 401(k) Employee Savings Plan eleven times throughout the day on October 15, 2012 using the SunGard Relius software. Unfortunately every attempt resulted in a "Filing Unprocessable" error. We tried to resolve the issue by seeking assistance from SunGard Relius, however they were not able to respond to our incident request timely. Therefore, we feel this situation meets the "Reasonable Cause" for filing late.

Sincerely,

Andrea R. Romisher, CEBS
Vice President, Benefits and Compensation

680 South Fourth Street Louisville, Kentucky 40202
502.596.7300

Hobson, Agnes

From: SunGard Relius [cfs.administrator@relius.net]
Sent: Tuesday, October 16, 2012 12:18 AM
To: Hobson, Agnes
Subject: Incident 1599780

Main 6-digit Account Number: 905919
Customer: Kindred Healthcare
Contact: Agnes Hobson
Incident ID: 1599780
Date Opened: 10/15/2012
Time Opened: 17:30:35

Your incident has been received by the Relius Government Forms Support Department.

REPLY:

Agnes Hobson,

Due to unforeseen system issues we have shut down access to Web Client. We will follow up with each of you tomorrow regarding the status of your plans.
Our intention is to address the performance issues and resume submitting the filings as soon possible.

We apologize for the inconvenience and we are working next steps for potential late filings.

Sincerely,

Relius Government Forms Support

Hobson, Agnes

From: Romisher, Andrea
Sent: Tuesday, October 16, 2012 4:54 PM
To: Hobson, Agnes
Subject: Fwd: EFAST2 Submission has been processed

Sent from my iPhone

Begin forwarded message:

From: "efast2@efastsys.dol.gov" <efast2@efastsys.dol.gov>
Date: October 15, 2012, 5:46:32 PM EDT
To: "Romisher, Andrea" <Andrea.Romisher@kindred.com>
Subject: EFAST2 Submission has been processed
Reply-To: "efast2@efast.dol.gov" <efast2@efast.dol.gov>

Your submission to EFAST2 has been received. The EFAST2 automated system is currently attempting to process the Form 5500 or Form 5500-SF returns/reports you sent. You now need to check the filing status of the Form 5500 or Form 5500-SF returns/reports for any problems the system has identified in your returns/reports. The filing status should be available in about 20 minutes.

You can check the filing status of your returns/reports by either of the following methods:

1) Opening the software you used to send us the submission, and checking the status of the Acknowledgment ID. Please refer to your software user guide for specific instructions on how to do this.

2) Going to the EFAST2 website at http://www.efast.dol.gov. Click Login and enter your User ID and Password. Once you have successfully Logged into the website, click "Submissions" to see the status of your Form 5500 or Form 5500-SF returns/reports. A list of "Acknowledgment Errors" (any problems identified with your filing) will be available.

Additionally, you can verify receipt only by calling the EFAST2 Help Line at 1-866-GO-EFAST (1-866-463-3278) and following the voice prompts. You must enter the plan year, EIN, and plan number to verify receipt through this automated voice response system.

If, after reasonable attempts to correct your filing to eliminate the identified problem or problems, you are unable to address them, or you believe that you are receiving the message in error, call the EFAST2 Help Line at 1-866-GO-EFAST (1-866-463-3278) or contact the service provider you used to help prepare and file your annual returns/reports. The EFAST2 Help Line hours of operation are 8:00 a.m. to 8:00 p.m., Eastern Time, Monday through Friday, except for Federal holidays.

Please be aware that even after your filing has been processed by the EFAST2 automated system, it is subject to additional reviews by the DOL, IRS, and/or PBGC and, based upon those further reviews, may be subject to required amendment,

correction and the assessment or imposition of penalties.

For reference, the Acknowledgment ID(s) for your submission are listed below.

20121015164631P030002935396001

Thank you,

The U.S. Department of Labor

This is a system-generated email. No reply is necessary.

Hobson, Agnes

From: Romisher, Andrea
Sent: Tuesday, October 16, 2012 4:54 PM
To: Hobson, Agnes
Subject: Fwd: EFAST2 Submission has been processed

Sent from my iPhone

Begin forwarded message:

From: "efast2@efastsys.dol.gov" <efast2@efastsys.dol.gov>
Date: October 15, 2012, 4:47:52 PM EDT
To: "Romisher, Andrea" <Andrea.Romisher@kindred.com>
Subject: EFAST2 Submission has been processed
Reply-To: "efast2@efast.dol.gov" <efast2@efast.dol.gov>

Your submission to EFAST2 has been received. The EFAST2 automated system is currently attempting to process the Form 5500 or Form 5500-SF returns/reports you sent. You now need to check the filing status of the Form 5500 or Form 5500-SF returns/reports for any problems the system has identified in your returns/reports. The filing status should be available in about 20 minutes.

You can check the filing status of your returns/reports by either of the following methods:

1) Opening the software you used to send us the submission, and checking the status of the Acknowledgment ID. Please refer to your software user guide for specific instructions on how to do this.

2) Going to the EFAST2 website at http://www.efast.dol.gov. Click Login and enter your User ID and Password. Once you have successfully Logged into the website, click "Submissions" to see the status of your Form 5500 or Form 5500-SF returns/reports. A list of "Acknowledgment Errors" (any problems identified with your filing) will be available.

Additionally, you can verify receipt only by calling the EFAST2 Help Line at 1-866-GO-EFAST (1-866-463-3278) and following the voice prompts. You must enter the plan year, EIN, and plan number to verify receipt through this automated voice response system.

If, after reasonable attempts to correct your filing to eliminate the identified problem or problems, you are unable to address them, or you believe that you are receiving the message in error, call the EFAST2 Help Line at 1-866-GO-EFAST (1-866-463-3278) or contact the service provider you used to help prepare and file your annual returns/reports. The EFAST2 Help Line hours of operation are 8:00 a.m. to 8:00 p.m., Eastern Time, Monday through Friday, except for Federal holidays.

Please be aware that even after your filing has been processed by the EFAST2 automated system, it is subject to additional reviews by the DOL, IRS, and/or PBGC and, based upon those further reviews, may be subject to required amendment,

correction and the assessment or imposition of penalties.

For reference, the Acknowledgment ID(s) for your submission are listed below.

20121015154751P040001296787001

Thank you,

The U.S. Department of Labor

This is a system-generated email. No reply is necessary.

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

Plan Name REHABCARE GROUP, INC. 401(K) EMPLOYEE SAVINGS PLAN **EIN:** 51-0265872
Plan Sponsor's Name REHABCARE GROUP, 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
*	State Street Bank & Trust Co	Cash reserve account		77,303
*	Diversified Investment Advisors	Collective Trust Fund		6,288,650
	Alger	Alger Small Cap Growth Institutional I		3,607,119
	American Funds	American Funds Growth Fund of America R4		18,980,459
	American Funds	American Funds Fundamental Investor R4		4,653,513
	BlackRock	BlackRock LifePath 2020 Instl		8,299,774
	BlackRock	BlackRock LifePath 2030 Instl		11,898,929

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

Plan Name REHABCARE GROUP, INC. 401(K) EMPLOYEE SAVINGS PLAN **EIN:** 51-0265872

Plan Sponsor's Name REHABCARE GROUP, 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
	BlackRock	BlackRock LifePath 2040 Instl		10,924,349
	BlackRock	BlackRock LifePath 2050 Instl		1,472,693
	BlackRock	BlackRock LifePath Retirement Instl		2,700,971
	Columbia	Columbia Acorn Z		10,930,958
	Columbia	Columbia Acorn International Z		9,970,034
	Invesco	Invesco US Small Cap Value A		1,510,181
	Janus	Perkins Mid Cap Value T		7,430,290

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

Plan Name REHABCARE GROUP, INC. 401(K) EMPLOYEE SAVINGS PLAN **EIN:** 51-0265872
Plan Sponsor's Name REHABCARE GROUP, 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
	PIMCO	PIMCO Total Return D		20,632,646
	Sound Shore	Sound Shore		9,331,758
	Transamerica Partners Funds Group	Transamerica Partners Instl Money Market		9,459,141
	Transamerica Partners Funds Group	Transamerica Partners Instl Stock Index Fund		13,217,590
	Thornburg	Thornburg International Value I		7,154,763
*	RehabCare	RehabCare common stock		0
	Charles Schwab Institutional	Self-directed brokerage accounts		632,944

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

Plan Name REHABCARE GROUP, INC. 401(K) EMPLOYEE SAVINGS PLAN **EIN:** 51-0265872
Plan Sponsor's Name REHABCARE GROUP, 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
*	Participant loans	354 loans, interest rates range from 3.3% to 9.7%		3,333,638