

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2011
		This Form is Open to Public Inspection

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

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>ODYSSEY HEALTHCARE 401K SAVINGS PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>01/01/1997</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>ODYSSEY HEALTHCARE MANAGEMENT, L.P.</u> <u>3350 RIVER PARKWAY</u> <u>SUITE 1400</u> <u>ATLANTA, GA 30339</u>	2b Employer Identification Number (EIN) <u>75-2923658</u> 2c Sponsor's telephone number <u>770-951-6100</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	<u>Filed with authorized/valid electronic signature.</u>	<u>05/19/2014</u>	<u>CHANDRA BURNS</u>
	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") ODYSSEY HEALTHCARE MANAGEMENT, L.P. 3350 RIVER PARKWAY SUITE 1400 ATLANTA, GA 30339		3b Administrator's EIN 75-2923658
		3c Administrator's telephone number 770-951-6100
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	7121
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	0
b Retired or separated participants receiving benefits.....	6b	
c Other retired or separated participants entitled to future benefits.....	6c	
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	
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 2T 3D 3H		
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)		9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust	(3) ☒ Trust	
(4) ☐ General assets of the sponsor	(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		b General Schedules
(1) ☐ R (Retirement Plan Information)	(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐ I (Financial Information – Small Plan)	
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) ☐ A (Insurance Information)	
	(4) ☐ C (Service Provider Information)	
	(5) ☒ D (DFE/Participating Plan Information)	
	(6) ☐ G (Financial Transaction Schedules)	

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2011</div> 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
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A Name of plan ODYSSEY HEALTHCARE 401K SAVINGS PLAN	B Three-digit plan number (PN)	001
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 ODYSSEY HEALTHCARE MANAGEMENT, L.P.	D Employer Identification Number (EIN) 75-2923658
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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: FIXED FUND
---	--

b	Name of sponsor of entity listed in (a): SEI TRUST COMPANY
---	--

c EIN-PN 23-2852249-002	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a	Name of MTIA, CCT, PSA, or 103-12 IE:
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b	Name of sponsor of entity listed in (a):
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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)
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a	Name of MTIA, CCT, PSA, or 103-12 IE:
---	---------------------------------------

b	Name of sponsor of entity listed in (a):
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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)
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a	Name of MTIA, CCT, PSA, or 103-12 IE:
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b	Name of sponsor of entity listed in (a):
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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)
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a	Name of MTIA, CCT, PSA, or 103-12 IE:
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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)
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a	Name of MTIA, CCT, PSA, or 103-12 IE:
---	---------------------------------------

b	Name of sponsor of entity listed in (a):
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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)
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a	Name of MTIA, CCT, PSA, or 103-12 IE:
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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)
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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
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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
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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) <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 2011 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>ODYSSEY HEALTHCARE 401K SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%; padding: 5px;"> B Three-digit plan number (PN) ► </td> <td style="width: 20%; padding: 5px; text-align: center;"> <u>001</u> </td> </tr> <tr> <td colspan="2" style="height: 20px;"></td> </tr> </table>		B Three-digit plan number (PN) ►	<u>001</u>		
B Three-digit plan number (PN) ►	<u>001</u>					
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ODYSSEY HEALTHCARE MANAGEMENT, L.P.</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%; padding: 5px;"> D Employer Identification Number (EIN) <u>75-2923658</u> </td> <td style="width: 20%;"></td> </tr> </table>		D Employer Identification Number (EIN) <u>75-2923658</u>			
D Employer Identification Number (EIN) <u>75-2923658</u>						

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)	1378537	
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(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)		
(9) Value of interest in common/collective trusts.....	1c(9)	5535713	
(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)	40680965	
(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	47595215	

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		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	47595215	
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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)	1287215	
(B) Participants	2a(1)(B)	5971698	
(C) Others (including rollovers)	2a(1)(C)	632955	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		7891868
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)	109674	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		109674
(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)	831288	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		831288
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		6651
(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)		-1605689
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		7233792

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	9821092	
(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)		9821092
f Corrective distributions (see instructions)	2f		10819
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)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	52990	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		52990
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		9884901

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-2651109
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		44944106

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: FRAZIER & DEETER, LLC

(2) EIN: 58-1433845

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

5b(1) Name of plan(s)

GENTIVA HEALTH SERVICES RETIREMENT SAVINGS PLAN

5b(2) EIN(s)	5b(3) PN(s)
36-4335801	001

**ODYSSEY HEALTHCARE
401(k) SAVINGS PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010**

ODYSSEY HEALTHCARE 401(k) SAVINGS PLAN

Table of Contents

December 31, 2011 and 2010

	<u>Page</u>
Independent Auditors' Report	1
Financial Statements:	
Statements of Net Assets Available for Benefits, December 31, 2011 and 2010	2
Statement of Changes in Net Assets Available for Benefits, For the Year Ended December 31, 2011	3
Notes to Financial Statements	4 - 15
Supplemental Information:	
Schedule H, Line 4i - Schedule of Assets (Held at End of Year), December 31, 2011	16



FRAZIER & DEETER, LLC
CERTIFIED PUBLIC ACCOUNTANTS AND ADVISORS

600 Peachtree Street N.E., Suite 1900, Atlanta, Georgia 30308
main 404.253.7500 fax 404.253.7501 www.frazierdeeter.com

INDEPENDENT AUDITORS' REPORT

To the Plan administrator of
Odyssey HealthCare 401(k) Savings Plan
Atlanta, Georgia

We were engaged to audit the accompanying financial statements and supplemental schedule of Odyssey HealthCare 401(k) Savings Plan as of December 31, 2011, and for the year ended December 31, 2011, as listed in the table of contents. These financial statements and supplemental 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, any auditing procedures with respect to the information summarized in Note 3, which was certified by Reliance 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 December 31, 2011 and 2010, and for 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 that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is 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 schedule, other than that derived from the investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Frazier & Deeter, LLC

July 30, 2012
Atlanta, Georgia



ODYSSEY HEALTHCARE 401(k) SAVINGS PLAN

Statements of Net Assets Available for Benefits

	<u>December 31,</u>	
	<u>2011</u>	<u>2010</u>
Assets:		
Cash, non-interest bearing	\$ 26,267,327	\$ -
Investments, at fair value	17,082,127	46,078,443
Receivables:		
Notes receivable from participants	<u>1,594,652</u>	<u>1,378,537</u>
Total assets	<u>44,944,106</u>	<u>47,456,980</u>
Net assets available for benefits, at fair value	44,944,106	47,456,980
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts	<u>-</u>	<u>138,235</u>
Net Assets Available for Benefits	<u>\$ 44,944,106</u>	<u>\$ 47,595,215</u>

See notes to financial statements.

ODYSSEY HEALTHCARE 401(k) SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2011

Additions to net assets attributed to:

Investment income (loss):

Net depreciation in fair value of investments	\$ (1,605,689)
Dividends and interest	<u>837,939</u>

(767,750)

Interest on notes receivable from participants	109,674
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Contributions:

Employer	1,287,215
Participant	5,971,698
Rollover	<u>632,955</u>

7,891,868

Total additions	<u>7,233,792</u>
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Deductions from net assets attributed to:

Benefits paid to participants	9,831,911
Administrative expenses	<u>52,990</u>

Total deductions	<u>9,884,901</u>
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Net decrease	(2,651,109)
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Net Assets Available for Benefits:

Beginning of year	<u>47,595,215</u>
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End of year	<u><u>\$ 44,944,106</u></u>
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See notes to financial statements.

ODYSSEY HEALTHCARE 401(k) SAVINGS PLAN

Notes to Financial Statements

December 31, 2011 and 2010

Note 1 - Description of plan:

General

The Odyssey Healthcare 401(k) Savings Plan (the Plan) is a defined contribution plan covering all employees of Odyssey HealthCare Management, L.P., Odyssey HealthCare GP, L.L.C., Odyssey HealthCare of Marion County, Inc., and Odyssey HealthCare Flint (collectively, the Company, Plan Sponsor) who have at least 90 consecutive days of active employment and have attained age 18. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Hartford Retirement Services, LLC served as recordkeeper of the Plan. Reliance Trust Company served as trustee of the Plan.

Effective January 1, 2012, the Company merged the Plan into the Gentiva Retirement Health Services 401(k) Plan. The Company restated the Plan to be consistent with the Gentiva Retirement Health Services 401(k) Plan.

ODYSSEY HEALTHCARE 401(k) SAVINGS PLAN

Notes to Financial Statements - Continued

December 31, 2011 and 2010

Note 1 - Description of plan - continued:

Transfer to new service provider

On December 30, 2011, the Company transferred all assets to a new trustee, Charles Schwab Bank. The Company also changed recordkeepers to Milliman, Inc. The transfer was in transit as of December 31, 2011 and is included in cash on the accompanying statement of net assets. Assets, at fair value, prior to the liquidation to cash, were as follows at December 30, 2011:

<u>Investments, at Fair Value</u>	<u>Value</u>
SEI Trust Company Fixed Fund	\$ 5,466,230
MFS Conservative Allocation Fund-R2	5,398,393
MFS Value Fund-R2	1,857,764
MFS Bond Fund-R2	1,920,240
MFS Moderate Allocation Fund-R2	2,391,154
MFS Growth Allocation Fund-R2	2,267,353
MFS Aggressive Growth Allocation Fund-R2	1,565,674
DWS Equity 500 Index Fund-S	2,349,549
Growth Fund of America Fund-R2	2,749,360
Thornburg Core Growth Fund-R2	1,779,312
Mutual Global Discovery Fund-R	1,265,348
Strategic Income Fund-R	849,406
Pioneer Emerging Markets Fund-R	1,027,055
Thornburg International Value Fund-R3	1,079,952
Oppenheimer Main Street Small Cap-N	1,009,343
MFS Lifetime 2020 Fund-R2	3,252,873
MFS Government Securities Fund-R2	1,173,974
Columbia Mid Cap Value Fund-R	167,493
Columbia Select Small Cap-R	87,990
MFS Lifetime 2040 Fund-R2	1,129,258
MFS Lifetime Retirement Income Fund-R2	320,782
MFS Lifetime 2030 Fund-R2	3,048,949
Victory Small Company Opportunity Fund-R	228,310
MFS Lifetime 2010 Fund-R2	776,606
Davis New York Venture Fund-R	187,086
Notes receivable from participants	<u>1,594,652</u>
	<u>\$ 44,944,106</u>

ODYSSEY HEALTHCARE 401(k) SAVINGS PLAN

Notes to Financial Statements - Continued

December 31, 2011 and 2010

Note 1 - Description of plan - continued:

Contributions

Each year, participants may contribute from 1% to 50% of pretax compensation, as defined in the Plan document. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Further, participants who are 50 years of age or older during 2011 may make supplemental "catch-up" contributions. The Company makes an employer matching contribution, equal to 50% of the first 3% of the participant's elective deferral. The Company, at the discretion of the Board of Directors, may also make discretionary profit sharing contributions, which are allocated to participants based on the ratio of each participant's compensation to the total compensation for all participants. For 2011, the Company did not make discretionary profit sharing contributions.

Upon enrollment in the Plan, a participant may direct employee elective contributions in 1% increments to any of the Plan's investment options. The Company's contributions are allocated in the same manner as that of the employee's elective contributions.

Participant accounts

Each participant's account is credited with the participant's contributions, an allocation of the Company's contribution, Plan earnings, and is charged with an allocation of administrative expenses. Allocations are based on participant earnings on account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company contributions and earnings thereon is based on years of continuous service.

Effective January 1, 2008 for all employees employed after December 31, 2006, the Company's vesting schedule for Company matching and discretionary profit sharing contributions is: one year of service but less than two years, 34% vested; two years of service but less than three years, 67% vested; and three years of service or more, 100% vested.

ODYSSEY HEALTHCARE 401(k) SAVINGS PLAN

Notes to Financial Statements - Continued

December 31, 2011 and 2010

Note 1 - Description of plan - continued:

Vesting - continued

Participants are immediately vested upon termination of the Plan, upon reaching the normal retirement age of 65, or upon disability or death while an employee of the Plan Sponsor. Forfeitures of terminated participants' non-vested accounts may be used by the Plan to reduce Company contributions or pay Plan expenses. Unallocated forfeitures were \$0 and \$31,252 as of December 31, 2011 and 2010. Forfeitures of approximately \$44,300 were used to reduce Company contributions during 2011.

Payment of benefits

A participant is entitled to receive a lump-sum amount equal to the vested value of his or her account upon attainment of age 59 ½, termination of service, retirement, disability or death. A participant may request a withdrawal from the Plan while still under the employment of the Company for reasons of financial hardship, but the withdrawal is limited to the accounts which the participant is 100% vested.

Notes receivable from participants

Participants may borrow from the Plan in any amount greater than \$500 up to 50% of the participant's vested account balance, not to exceed \$50,000. Note terms are for a period not exceeding five years unless for the purchase of a principal residence, in which case the note repayment period may be greater than five years. Notes are secured by the balance in the participant's account and bear interest at an agreed-upon percentage based on prevailing market rates. Principal and interest is paid ratably through payroll deductions. Participants are allowed one outstanding note.

Administrative expenses

The Company pays most of the Plan's administrative expenses, including audit fees. The Company reserves the right to elect to pay, or have the Plan pay, administrative costs in the future.

ODYSSEY HEALTHCARE 401(k) SAVINGS PLAN

Notes to Financial Statements - Continued

December 31, 2011 and 2010

Note 2 - Summary of significant accounting policies:

Basis of presentation

The Plan has adopted the Financial Accounting Standards Board (FASB) Codification (Codification). The Codification is the single source of authoritative generally accepted accounting principles in the United States of America (U.S. GAAP) recognized by the FASB to be applied by nongovernmental entities. All of the Codification's content carries the same level of authority.

Basis of accounting

The financial statements of the Plan are prepared using the accrual basis of accounting in accordance with U.S. GAAP.

Fully benefit-responsive investment contract

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. Contract value represents the cost plus contributions made under the contract plus interest at the contract rates less withdrawals and administrative expenses. This specifically affects the presentation of the amounts related to the Plan's participation in the collective trust fund. The statements of net assets available for benefits present the fair value of the investment in the collective trust fund as well as the adjustment from fair value to contract value for the Plan's proportionate share of fully benefit-responsive investment contracts within the collective trust fund. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Investment valuation and income recognition

The Plan's investments are valued at fair value based on a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

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

ODYSSEY HEALTHCARE 401(k) SAVINGS PLAN

Notes to Financial Statements - Continued

December 31, 2011 and 2010

Note 2 - Summary of significant accounting policies - continued:

Investment valuation and income recognition - continued

Level 2 Inputs to the valuation methodology include:

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

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

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

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

The following is a description of the valuation methodology used for assets and liabilities measured at fair value. There have been no changes in the methodology used at December 31, 2011 and 2010.

- Mutual funds (or shares of registered investment companies) are valued at the net asset value of shares held by the Plan at year-end by obtaining quoted prices on nationally recognized securities exchanges.
- Units of participation of the collective trust funds are valued by the fund's trustee based on the fair values of the underlying assets of the fund at year-end.

ODYSSEY HEALTHCARE 401(k) SAVINGS PLAN

Notes to Financial Statements - Continued

December 31, 2011 and 2010

Note 2 - Summary of significant accounting policies - continued:

Investment valuation and income recognition - continued

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

Due to the transfer discussed in Note 1, the Plan had no investments held as of December 31, 2011. The only assets at December 31, 2011 were notes receivable from participants and non-interest bearing cash.

Due to the transfer discussed in Note 1, the Plan's assets at fair value that were transferred in-kind as of December 31, 2011, consisted of \$11,616,913 of mutual funds which are considered level 1 investments and \$5,465,214 of collective trust funds which are considered level 2 investments.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value by class within major categorization for debt and equity securities on the basis of nature and risk of the investments as of December 31, 2011 and 2010:

Assets at Fair Value as of December 31, 2011

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
U.S. stock funds	\$ 6,224,181	\$ -	\$ -	\$ 6,224,181
Bond funds	<u>5,392,732</u>	<u>-</u>	<u>-</u>	<u>5,392,732</u>
Total mutual funds	11,616,913	-	-	11,616,913
Common/collective trust funds:				
Stable value funds	<u>-</u>	<u>5,465,214</u>	<u>-</u>	<u>5,465,214</u>
Total assets at fair value	<u>\$ 11,616,913</u>	<u>\$ 5,465,214</u>	<u>\$ -</u>	<u>\$ 17,082,127</u>

ODYSSEY HEALTHCARE 401(k) SAVINGS PLAN

Notes to Financial Statements - Continued

December 31, 2011 and 2010

Note 2 - Summary of significant accounting policies - continued:

Investment valuation and income recognition - continued

Assets at Fair Value as of December 31, 2010				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
U.S. equity funds	\$11,871,116	\$ -	\$ -	\$11,871,116
Target date funds	7,625,093	-	-	7,625,093
U.S. stock funds	6,980,797	-	-	6,980,797
Bond funds	5,939,285	-	-	5,939,285
International equity	4,247,449	-	-	4,247,449
Fixed-income funds	<u>4,017,226</u>	<u>-</u>	<u>-</u>	<u>4,017,226</u>
Total mutual funds	40,680,966	-	-	40,680,966
Collective trust fund:				
Stable value fund	<u>-</u>	<u>5,397,477</u>	<u>-</u>	<u>5,397,477</u>
Total assets at fair value	<u>\$40,680,966</u>	<u>5,397,477</u>	<u>\$ -</u>	<u>\$46,078,443</u>

There were no significant transfers between Levels 1 and 2 or transfers into or out of Level 3 for the years ended December 31, 2011 and 2010.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date.

Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Accordingly, actual results may differ from those estimates.

Risks and uncertainties

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

ODYSSEY HEALTHCARE 401(k) SAVINGS PLAN

Notes to Financial Statements - Continued

December 31, 2011 and 2010

Note 2 - Summary of significant accounting policies - continued:

New accounting pronouncements

In January 2010, the FASB issued ASU No. 2010-06, *Fair Value Measurements and Disclosures*, (ASU No. 2010-06) which amended ASC Topic 820, *Fair Value Measurements and Disclosures*, (ASC Topic 820) by requiring disclosure of significant transfers between Levels 1 and 2 and transfers into and out of Level 3 of the fair value hierarchy and the reasons for those transfers. In addition, ASU No. 2010-06 amends the reconciliation of the beginning and ending balances of Level 3 recurring fair value measurements to present information about purchases, sales, issuances, and settlements on a gross basis rather than as a net number. Finally, ASU No. 2010-06 requires fair value disclosures for each class of assets and liabilities and changes the guidance for employers' disclosure about pension and other postretirement benefit plan assets to require that they be made for classes of assets instead of major categories. ASU No. 2010-06 was effective for periods beginning after December 15, 2009, except for the requirement to provide Level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which is effective for fiscal years beginning after December 15, 2010. The Plan adopted the required provisions of ASU No. 2010-06 on January 1, 2010. The adoption of ASU No. 2010-06 did not have a material impact on the Plan's financial statements.

In May 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, (ASU No. 2011-04). ASU No. 2011-04 amended ASC Topic 820 to converge the fair value measurement guidance in U.S. GAAP and International Financial Reporting Standards. Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC Topic 820. In addition, ASU No. 2011-04 requires additional fair value disclosures (although certain of these new disclosures will not be required for nonpublic entities). The amendments are to be applied prospectively and are effective for public entities during interim and annual periods beginning December 15, 2011 and early application is not permitted. It is effective for nonpublic entities for annual periods beginning after December 15, 2011 and nonpublic entities may early implement during interim periods beginning after December 15, 2011. Plan's management is currently evaluating the effect that the provisions of ASU No. 2011-04 will have on the Plan's financial statements.

Benefit payments

Benefit payments are recorded when paid.

ODYSSEY HEALTHCARE 401(k) SAVINGS PLAN

Notes to Financial Statements - Continued

December 31, 2011 and 2010

Note 2 - Summary of significant accounting policies - continued:

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant notes are reclassified as distributions based upon the terms of the Plan document.

Subsequent events

The Plan has evaluated subsequent events through July 30, 2012, which is the date these financial statements were available to be issued. All subsequent events, if any, requiring recognition as of December 31, 2011, have been incorporated into these financial statements.

Note 3 - Investments and information certified by the trustee:

Reliance Trust Company (Reliance) is the trustee for the Plan. Reliance holds the Plan's investment assets and executes transactions. All investment information disclosed in the accompanying financial statements and schedule, including investments held at December 31, 2011 and 2010, net depreciation in fair value of investments, and interest and dividend income for the year ended December 31, 2011 was obtained or derived from information supplied to the Plan administrator and certified to be complete and accurate by Reliance.

ODYSSEY HEALTHCARE 401(k) SAVINGS PLAN

Notes to Financial Statements - Continued

December 31, 2011 and 2010

Note 3 - Investments and information certified by the trustee - continued:

The following is a summary of investments, at fair value, that represent 5% or more of the Plan's net assets at December 31, 2011 and 2010:

	<u>2011</u>	<u>2010</u>
Funds representing 5% or more of the Plan's net assets:		
SEI Trust Company Fixed Fund	\$ 5,465,214	\$ 5,366,226
MFS Conservative Allocation Fund-R2	5,392,732	5,613,265
Growth Fund of America Fund-R2	*	3,338,784
MFS Lifetime 2020 Fund-R2	*	2,986,872
MFS Moderate Allocation Fund-R2	2,391,154	2,617,504
MFS Aggressive Growth Allocation Fund-R2	1,565,674	**
MFS Growth Allocation Fund R-2	2,267,353	2,503,637
MFS Lifetime 2030 Fund R-2	*	2,599,621

*Indicates investment is less than 5% of net assets as of December 31, 2011 due to transfer of assets to new trustee that occurred on December 30, 2011 (See Note 1).

**Indicates investment is less than 5% of net assets as of December 31, 2010.

During 2011, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by \$1,605,689.

Note 4 - Related-party transactions:

Certain Plan investments are sponsored by MFS Fund Distributors, Inc., which is managed by Hartford Retirement Services, LLC. These transactions qualify as party-in-interest transactions. All of these transactions are exempt from the prohibited transaction rules.

Note 5 - 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.

ODYSSEY HEALTHCARE 401(k) SAVINGS PLAN

Notes to Financial Statements - Continued

December 31, 2011 and 2010

Note 6 - Tax status:

The underlying prototype plan has received an opinion letter from the Internal Revenue Service (IRS) dated March 2, 2006, stating that the form of the Plan is qualified under Section 401(a) of the Internal Revenue Code (IRC), and therefore, the related trust is tax-exempt. The Plan administrator has determined that it is eligible to and has chosen to rely on the current IRS prototype plan opinion letter. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

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 be sustained upon examination by the IRS. The Plan administrator has analyzed tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is not longer subject to income tax examinations for years prior to 2008.

SUPPLEMENTAL INFORMATION

ODYSSEY HEALTHCARE 401(k) SAVINGS PLAN**EIN 75-2923658****Plan Number - 001****December 31, 2011****SCHEDULE H LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)**

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par. or Maturity Value	** Cost	Current Value
	SEI Trust Company Fixed Fund	Common/collective trust fund	\$	5,465,214
*	MFS Conservative Allocation Fund-R2	Mutual Fund		5,392,732
*	MFS Moderate Allocation Fund-R2	Mutual Fund		2,391,154
*	MFS Growth Allocation Fund-R2	Mutual Fund		2,267,353
*	MFS Aggressive Growth Allocation Fund-R2	Mutual Fund		1,565,674
	Participant loans	Interest rates ranging from 5.25% to 10.25% and maturity dates through December 16, 2016		<u>1,594,652</u>
			\$	<u><u>18,676,779</u></u>

* Indicates a party-in-interest to the Plan, as defined by ERISA.

** Cost is not required for participant-directed investments.

Note: The above data is based upon information that has been certified as complete and accurate by the trustee, Reliance Trust Company.