

## LETTER OF INSTRUCTIONS

Subject to the terms and conditions set forth in the Offer to Purchase and Consent Solicitation Statement dated December 6, 2010 (as the same may be amended or supplemented from time to time, the "Offer to Purchase"), Res-Care, Inc., a Kentucky corporation (the "Company"), is (i) making an offer to purchase any and all of its outstanding 7¾% Senior Notes due 2013 (the "Notes") from each registered holder of the Notes and (ii) soliciting from such holders consents to certain proposed amendments (the "Amendments") to the Indenture, dated as of October 3, 2005, among the Company, the subsidiary guarantors party thereto and Wells Fargo Bank, National Association, as Trustee, under which the Notes were issued (the "Offer"). All capitalized terms used herein and not defined herein shall have the meaning ascribed to them in the Offer to Purchase.

**THE CONSENT PAYMENT DEADLINE (I.E., THE TIME BY WHICH YOU MUST TENDER NOTES IN ORDER TO BE ELIGIBLE TO RECEIVE THE CONSENT PAYMENT) WILL BE 5:00 P.M., NEW YORK CITY TIME, ON DECEMBER 17, 2010, UNLESS EXTENDED. THE OFFER WILL EXPIRE AT 11:59 P.M., NEW YORK CITY TIME, ON JANUARY 4, 2011, UNLESS EXTENDED OR EARLIER TERMINATED.**

I, the undersigned, hereby acknowledge receipt of the Offer to Purchase. I have read the Offer to Purchase and agree to be bound by the terms and conditions set forth therein.

This letter instructs you as to action to be taken by you relating to the Offer with respect to Notes held by you for the account of the undersigned.

The aggregate face amount of the Notes held by you for the account of the undersigned is (FILL IN AMOUNT):

\$\_\_\_\_\_ of the Company's 7¾% Senior Notes due 2013.

With respect to the Offer, the undersigned hereby instructs you (CHECK APPROPRIATE BOX):

**TO TENDER** the following Notes held by you for the account of the undersigned (INSERT PRINCIPAL AMOUNT OF NOTES TO BE TENDERED, IF ANY):

\$\_\_\_\_\_ (the undersigned understands that by tendering the undersigned is also consenting to the Amendments which are set forth in the Offer to Purchase).

**NOT TO TENDER** any Notes held by you for the account of the undersigned.

If the undersigned instructs you to tender the Notes held by you for the account of the undersigned, it is understood that you are authorized to take such action as necessary under the Offer to Purchase to effect the valid tender of such Notes.

Name of beneficial owner(s): \_\_\_\_\_

Signature: \_\_\_\_\_

Name (please print): \_\_\_\_\_

Address: \_\_\_\_\_

Telephone number: \_\_\_\_\_

Taxpayer Identification or Social Security Number: \_\_\_\_\_

Date: \_\_\_\_\_, 20\_\_