

**Appendix A**

See attached Schedule 13D for Onex Corporation.

SC 13D/A 1 onex13d-1.htm AMENDMENT NO. 1 TO SCHEDULE 13D

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

Res-Care, Inc.

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

760943100

(CUSIP Number)

Onex Corporation  
Canada Trust Tower  
161 Bay Street - 49th Floor  
Toronto, Canada M5J 2S1 Canada  
Attention: Ewout R. Heersink

(416) 362-7711

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

Copies to:

C. Craig Bradley, Jr.  
Stites & Harbison, PLLC  
400 West Market Street, Suite 1800  
Louisville, Kentucky 40202  
(502) 587-3400

June 23, 2004

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Section 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to

the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

## SCHEDULE 13D

CUSIP NO. 760943100

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
  
Onex Partners LP
2. Check the Appropriate Box if a Member of a Group\* (a)   
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
AF
5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2  
(d) or 2(e)
6. Citizenship or Place of Organization  
Delaware
7. Sole Voting Power  
- 0 -
8. Shared Voting Power  
8,509,500 shares of Common Stock, including 4,809,500 shares of  
Common Stock issuable upon conversion of the Series A Convertible  
Preferred Stock (the "Preferred Stock") of the Issuer.  
See Row 13 below for a description of the voting power of the Preferred  
Stock
9. Sole Dispositive Power  
- 0 -
10. Shared Dispositive Power  
8,509,500 shares of Common Stock, including 4,809,500 shares of  
Common Stock issuable upon conversion of the Series A Convertible  
Preferred Stock (the "Preferred Stock") of the Issuer.
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
8,509,500 shares of Common Stock, including 4,809,500 shares of  
Common Stock issuable upon conversion of the Series A Convertible  
Preferred Stock (the "Preferred Stock") of the Issuer.

Number of  
Shares  
Beneficially  
Owned by  
Each Reporting  
Person With

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
28.3% of the Issuer's shares of Common Stock, assuming (i) conversion of all of the Reporting Person's shares of Preferred Stock into Common Stock, and (ii) 25,292,204 shares of Common Stock outstanding. Holders of the Preferred Stock are entitled to elect two of nine directors and to vote on an as converted basis with holders of the Common Stock on all matters presented to a vote of shareholders including election of the remaining directors.
14. Type of Reporting Person (See Instructions)  
PN

## SCHEDULE 13D

CUSIP NO. 760943100

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
  
Onex Partners GP LP
2. Check the Appropriate Box if a Member of a Group\* (a)   
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
AF
5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2 (d) or 2(e)
6. Citizenship or Place of Organization  
Delaware
- Number of  
Shares  
Beneficially  
Owned by  
Each Reporting  
Person With
7. Sole Voting Power  
- 0 -
8. Shared Voting Power  
8,509,500 shares of Common Stock, including 4,809,500 shares of Common Stock issuable upon conversion of the Series A Convertible

Preferred Stock (the "Preferred Stock") of the Issuer.  
See Row 13 below for a description of the voting power of the Preferred Stock

9. Sole Dispositive Power  
- 0 -
10. Shared Dispositive Power  
8,509,500 shares of Common Stock, including 4,809,500 shares of Common Stock issuable upon conversion of the Series A Convertible Preferred Stock (the "Preferred Stock") of the Issuer.
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
8,509,500 shares of Common Stock, including 4,809,500 shares of Common Stock issuable upon conversion of the Series A Convertible Preferred Stock (the "Preferred Stock") of the Issuer.
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14. Type of Reporting Person (See Instructions)  
PN

## SCHEDULE 13D

CUSIP NO. 760943100

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
  
Onex Partners GP Inc.
2. Check the Appropriate Box if a Member of a Group\* (a)   
(b)
3. SEC Use Only

4. Source of Funds (See Instructions)  
AF
5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2 (d) or 2(e)
6. Citizenship or Place of Organization  
Delaware
- Number of Shares Beneficially Owned by Each Reporting Person With
7. Sole Voting Power  
- 0 -
8. Shared Voting Power  
8,509,500 shares of Common Stock, including 4,809,500 shares of Common Stock issuable upon conversion of the Series A Convertible Preferred Stock (the "Preferred Stock") of the Issuer.  
See Row 13 below for a description of the voting power of the Preferred Stock
9. Sole Dispositive Power  
- 0 -
10. Shared Dispositive Power  
8,509,500 shares of Common Stock, including 4,809,500 shares of Common Stock issuable upon conversion of the Series A Convertible Preferred Stock (the "Preferred Stock") of the Issuer.
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28.3% of the Issuer's shares of Common Stock, assuming (i) conversion of all of the Reporting Person's shares of Preferred Stock into Common Stock, and (ii) 25,292,204 shares of Common Stock outstanding. Holders of the Preferred Stock are entitled to elect two of nine directors and to vote on an as converted basis with holders of the Common Stock on all matters presented to a vote of shareholders including election of the remaining directors.
14. Type of Reporting Person (See Instructions)  
CO

## SCHEDULE 13D

CUSIP NO. 760943100

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
  
Onex American Holdings II LLC
2. Check the Appropriate Box if a Member of a Group\* (a)    
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
AF
5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2  
(d) or 2(e)
6. Citizenship or Place of Organization  
Delaware
7. Sole Voting Power  
- 0 -
8. Shared Voting Power  
8,509,500 shares of Common Stock, including 4,809,500 shares of  
Common Stock issuable upon conversion of the Series A Convertible  
Preferred Stock (the "Preferred Stock") of the Issuer.  
See Row 13 below for a description of the voting power of the Preferred  
Stock
9. Sole Dispositive Power  
- 0 -
10. Shared Dispositive Power  
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Instructions)

Number of  
Shares  
Beneficially  
Owned by  
Each Reporting  
Person With

13. Percent of Class Represented by Amount in Row (11)  
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14. Type of Reporting Person (See Instructions)  
 OO

## SCHEDULE 13D

CUSIP NO. 760943100

1. Names of Reporting Persons.  
 I.R.S. Identification Nos. of above persons (entities only).  
 Onex US Principals LP
2. Check the Appropriate Box if a Member of a Group\* (a)   
 (b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
 AF
5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2 (d) or 2(e)
6. Citizenship or Place of Organization  
 Delaware
- Number of  
 Shares  
 Beneficially  
 Owned by  
 Each Reporting  
 Person With
7. Sole Voting Power  
 - 0 -
8. Shared Voting Power  
 8,509,500 shares of Common Stock, including 4,809,500 shares of Common Stock issuable upon conversion of the Series A Convertible Preferred Stock (the "Preferred Stock") of the Issuer.  
 See Row 13 below for a description of the voting power of the Preferred Stock



9. Sole Dispositive Power  
- 0 -
10. Shared Dispositive Power  
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14. Type of Reporting Person (See Instructions)  
PN

## SCHEDULE 13D

CUSIP NO. 760943100

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
  
Onex American Holdings GP LLC
2. Check the Appropriate Box if a Member of a Group\* (a)   
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2 (d) or 2(e)
6. Citizenship or Place of Organization  
Delaware
- Number of Shares Beneficially Owned by Each Reporting Person With
7. Sole Voting Power  
- 0 -
8. Shared Voting Power  
8,509,500 shares of Common Stock, including 4,809,500 shares of Common Stock issuable upon conversion of the Series A Convertible Preferred Stock (the "Preferred Stock") of the Issuer.  
See Row 13 below for a description of the voting power of the Preferred Stock
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14. Type of Reporting Person (See Instructions)  
PN

## SCHEDULE 13D

CUSIP NO. 760943100

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
  
ResCare Executive Investco LLC
2. Check the Appropriate Box if a Member of a Group\* (a)   
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
AF
5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2  
(d) or 2(e)
6. Citizenship or Place of Organization  
Delaware
7. Sole Voting Power  
- 0 -
8. Shared Voting Power  
8,509,500 shares of Common Stock, including 4,809,500 shares of  
Common Stock issuable upon conversion of the Series A Convertible  
Preferred Stock (the "Preferred Stock") of the Issuer.  
See Row 13 below for a description of the voting power of the Preferred  
Stock
9. Sole Dispositive Power  
- 0 -
10. Shared Dispositive Power  
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and (ii) 25,292,204 shares of Common Stock outstanding. Holders of the

Number of  
Shares  
Beneficially  
Owned by  
Each Reporting  
Person With

Preferred Stock are entitled to elect two of nine directors and to vote on an as converted basis with holders of the Common Stock on all matters presented to a vote of shareholders including election of the remaining directors.

14. Type of Reporting Person (See Instructions)  
PN

## SCHEDULE 13D

CUSIP NO. 760943100

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
  
Onex Capital Corporation
2. Check the Appropriate Box if a Member of a Group\* (a)   
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
AF
5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2  
(d) or 2(e)
6. Citizenship or Place of Organization  
Ontario, Canada
7. Sole Voting Power  
- 0 -
8. Shared Voting Power  
8,509,500 shares of Common Stock, including 4,809,500 shares of Common Stock issuable upon conversion of the Series A Convertible Preferred Stock (the "Preferred Stock") of the Issuer.  
See Row 13 below for a description of the voting power of the Preferred Stock
9. Sole Dispositive Power  
- 0 -
10. Shared Dispositive Power

Number of  
Shares  
Beneficially  
Owned by  
Each Reporting  
Person With

8,509,500 shares of Common Stock, including 4,809,500 shares of Common Stock issuable upon conversion of the Series A Convertible Preferred Stock (the "Preferred Stock") of the Issuer.

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14. Type of Reporting Person (See Instructions)  
CO

## SCHEDULE 13D

CUSIP NO. 760943100

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
  
Onex Corporation
2. Check the Appropriate Box if a Member of a Group\* (a)   
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
AF
5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2 (d) or 2(e)
6. Citizenship or Place of Organization

## Ontario, Canada

- |  |     |  |
|--|-----|--|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each Reporting<br>Person With | 7.  | Sole Voting Power<br>- 0 -   |
|  | 8.  | Shared Voting Power<br>8,509,500 shares of Common Stock, including 4,809,500 shares of<br>Common Stock issuable upon conversion of the Series A Convertible<br>Preferred Stock (the "Preferred Stock") of the Issuer.<br>See Row 13 below for a description of the voting power of the Preferred<br>Stock  |
|  | 9.  | Sole Dispositive Power<br>- 0 -  |
|  | 10. | Shared Dispositive Power<br>8,509,500 shares of Common Stock, including 4,809,500 shares of<br>Common Stock issuable upon conversion of the Series A Convertible<br>Preferred Stock (the "Preferred Stock") of the Issuer.   |
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|  | 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See<br>Instructions) [ ]  |
|  | 13. | Percent of Class Represented by Amount in Row (11)<br>28.3% of the Issuer's shares of Common Stock, assuming (i) conversion of<br>all of the Reporting Person's shares of Preferred Stock into Common Stock,<br>and (ii) 25,292,204 shares of Common Stock outstanding. Holders of the<br>Preferred Stock are entitled to elect two of nine directors and to vote on an<br>as converted basis with holders of the Common Stock on all matters<br>presented to a vote of shareholders including election of the remaining<br>directors. |
|  | 14. | Type of Reporting Person (See Instructions)<br>CO  |

## SCHEDULE 13D

CUSIP NO. 760943100

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Gerald W. Schwartz

2. Check the Appropriate Box if a Member of a Group\* (a)   
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
AF
5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2  
(d) or 2(e)
6. Citizenship or Place of Organization  
Canada
7. Sole Voting Power  
- 0 -
8. Shared Voting Power  
8,509,500 shares of Common Stock, including 4,809,500 shares of  
Common Stock issuable upon conversion of the Series A Convertible  
Preferred Stock (the "Preferred Stock") of the Issuer.  
See Row 13 below for a description of the voting power of the Preferred  
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9. Sole Dispositive Power  
- 0 -
10. Shared Dispositive Power  
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Common Stock issuable upon conversion of the Series A Convertible  
Preferred Stock (the "Preferred Stock") of the Issuer.\*
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Instructions)
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all of the Reporting Person's shares of Preferred Stock into Common Stock,  
and (ii) 25,292,204 shares of Common Stock outstanding. Holders of the  
Preferred Stock are entitled to elect two of nine directors and to vote on an  
as converted basis with holders of the Common Stock on all matters  
presented to a vote of shareholders including election of the remaining

Number of  
Shares  
Beneficially  
Owned by  
Each Reporting  
Person With

directors.

14. Type of Reporting Person (See Instructions)  
IN

\* Gerald W. Schwartz expressly disclaims beneficial ownership of the shares of Res-Care, Inc. beneficially owned by Onex Partners LP, Onex Partners GP LP, Onex Partners GP Inc., Onex American Holdings II LLC, Onex US Principals LP, Onex American Holdings GP LLC, ResCare Executive Investco LLC and Onex Corporation.

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Item 1. Security and Issuer.

The securities to which this statement relates are the shares of common stock, no par value (the "Shares"), of Res-Care Inc., a Kentucky corporation (the "Issuer"). The principal executive offices of the Issuer are located at 10140 Linn Station Road, Louisville, Kentucky 40223.

Item 2. Identity and Background.

(a), (b), (c) and (f). This statement is being filed by Onex Partners LP, a Delaware limited partnership ("Partners"), Onex Partners GP LP, a Delaware limited partnership ("Partners GP LP"), Onex Partners GP Inc., a Delaware corporation ("Partners GP"), Onex American Holdings II LLC, a Delaware limited liability company ("American Holdings"), Onex US Principals LP, a Delaware limited partnership ("US Principals"), Onex American Holdings GP LLC, a Delaware limited liability company ("American Holdings GP LLC"), ResCare Executive Investco LLC, a Delaware limited liability company ("Investco"), Onex Capital Corporation, an Ontario corporation ("Onex Capital"), Onex Corporation, an Ontario corporation ("Onex"), and Mr. Gerald W. Schwartz ("Mr. Schwartz").

Partners

Partners is a Delaware limited partnership. Partners' principal business is investing in securities. The address of the principal business and principal offices of Partners is c/o Onex Investment Corp., 712 Fifth Avenue, New York, NY 10019. The general partner of Partners is Partners GP LP.

Partners GP LP

Partners GP LP is a Delaware limited partnership. Partners GP LP's principal business is being the general partner of Partners. The address of the principal business and principal offices of Partners GP LP is c/o Onex Investment Corp., 712 Fifth Avenue, New York, NY 10019. The general partner of Partners GP LP is Partners GP.

Partners GP



Partners GP is a Delaware corporation. Partners GP's principal business is being the general partner of Partners GP LP. The address of the principal business and principal offices of Partners GP is c/o Onex Investment Corp., 712 Fifth Avenue, New York, NY 10019. Information relating to the directors and executive officers of Partners GP is set forth on Schedule A hereto which is incorporated herein by reference.

#### American Holdings

American Holdings is a Delaware limited liability company. The address of the principal business and principal offices of American Holdings is 421 Leader Street, Marion, Ohio 43302.

#### US Principals

US Principals is a Delaware limited partnership. The address of the principal business and principal offices of US Principals is 421 Leader Street, Marion, Ohio 43302. The general partner of US Principals is American Holdings GP LLC.

#### American Holdings GP LLC

American Holdings GP LLC is a Delaware limited liability company. The address of the principal business and principal offices of American Holdings GP LLC is 421 Leader Street, Marion, Ohio 43302.

#### Investco

Investco is a Delaware limited liability company. The address of the principal business and principal offices of Investco is 421 Leader Street, Marion, Ohio 43302.

#### Onex Capital

Onex Capital is an Ontario, Canada corporation. The address of the principal business and principal offices of Onex Capital is 161 Bay Street, P.O. Box 700, Toronto, Ontario, Canada M5J 2S1. Information relating to the directors and executive officers of Onex Capital is set forth on Schedule C hereto which is incorporated herein by reference. Onex Capital controls Investco.

#### Onex

Onex is an Ontario, Canada corporation. It is a diversified company that operates through autonomous subsidiaries, associated companies and strategic partnerships. The address of the principal business and principal offices of Onex is 161 Bay Street, P.O. Box 700, Toronto, Ontario, Canada M5J 2S1. Information relating to the directors and executive officers of Onex is set forth on Schedule B hereto which is incorporated herein by reference. Onex controls, directly or indirectly, each of Partners, Partners GP LP, Partners GP, American Holdings, US Principals and American Holdings GP LLC.

#### Mr. Schwartz

The principal occupation of Mr. Schwartz is the Chairman of the Board, President and Chief Executive Officer of Onex. The business address of Mr. Schwartz is c/o Onex Corporation, 161 Bay Street, P.O. Box 700, Toronto, Ontario, M5J 2S1. Mr. Schwartz is a citizen of Canada. Mr. Schwartz is the indirect holder of all of the issued and outstanding shares of Multiple Voting

Shares and Subordinate Voting Shares of Onex, ownership of which entitles Mr. Schwartz to elect 67.9% of the members of Onex's Board of Directors.

(d) and (e) No Reporting Person, nor to the best knowledge of each Reporting Person, any of the other persons identified in this Item 2 has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of which any such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds and Other Consideration.

On June 23, 2004, Onex Partners LP and its affiliated purchasers, Onex American Holdings II LLC, Onex US Principals LP and ResCare Executive Investco LLC (collectively, the "Investors"), completed the purchase of \$50.5 million of newly-issued Series A Convertible Preferred Stock (the "Preferred Stock") from the Issuer pursuant to the terms of the Preferred Stock Purchase Agreement dated as of March 10, 2004, among the Issuer and the Investors, and as amended as of May 20, 2004 (as so amended, the "Preferred Stock Purchase Agreement"). Concurrently with the purchase of the Preferred Stock, the Investors purchased a total of 3.7 million shares of common stock (the "Common Stock") of the Issuer from three shareholders of the Issuer, James R. Fornear, Ronald G. Geary and Spiro B. Mitsos, and various persons and entities related to them (the "Selling Shareholders"), pursuant to the terms of the Stock Purchase Agreement dated as of March 10, 2004 among the Investors and the Selling Shareholders (the "Common Stock Purchase Agreement"). The purchase price of the common shares was \$8.90 per share. Additionally, as a condition of the Investors' agreements to purchase the Preferred Stock and the Common Stock, Ronald G. Geary, the Issuer's chief executive officer, entered into a voting agreement (the "Voting Agreement") with Onex Partners granting Onex Partners, or its authorized representative, the right to vote Mr. Geary's shares of common stock for the election of directors. As a result of these transactions, the Investors hold approximately 32.2% of the voting rights of the Issuer as relates to the election of directors.

The Preferred Stock is convertible into 4,809,500 shares of common stock based upon an initial conversion price of \$10.50 per common share. The Investors have the continuing right to elect two members of the Issuer's board of directors and, pursuant to a one-time right granted under the Preferred Stock Purchase Agreement, appointed one additional independent director to fill vacancies on the board. The three new directors designated by the Investors replaced retiring members of the board. The Investors also have the right to designate one of their director designees who qualifies as an "Independent Director" under the corporate governance rules of the Nasdaq Stock Market for appointment to the Governance and Nominating Committee of the Issuer's board of directors.

Item 4. Purpose of the Transaction.

The Investors are acquiring the shares of Common Stock and Preferred Stock for investment purposes and to influence control over the management of the Issuer. Except as set forth above in Item 3, no Reporting Person has any present plans or proposals that relate to or would result in: (a) the acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Issuer or of any of its subsidiaries; (d) any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of such directors or to fill any existing vacancies on such board; (e) any material change in

the present capitalization or dividend policy of the Issuer; (f) any other material change in the Issuer's business or corporate structure; (g) changes in the Issuer's charter, by-laws or instruments corresponding thereto or other actions that may impede the acquisition of control of the Issuer by any person; (h) causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or (j) any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer.

(a), (b) The Investors are the beneficial owners of 8,509,500 shares of common stock, including 4,809,500 shares of common stock issuable upon conversion of the Preferred Stock, which represent 28.3% of the common stock of the Issuer (based upon 25,292,204 common shares reported outstanding in the Issuer's quarterly report on Form 10-Q filed with the Commission on May 6, 2004.) All of the shares are held with shared voting and shared dispositive power. In addition, pursuant to the Voting Agreement, the Investors have the right to vote Mr. Geary's shares of common stock for the election of directors. As of June 23, 2004, Mr. Geary beneficially owned 1,375,775 shares of common stock, including 601,702 shares subject to stock options that are presently exercisable. The effect of the Voting Agreement is to increase the Investors' voting power in the election of directors to approximately 32.2% of the total common shares entitled to vote.

(c) There have been no other transactions effected during the past 60 days by the Investors in relation to shares of common stock of the Issuer.

(d) To the best knowledge of the Reporting Persons, no person other than the Reporting Persons has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, shares of Common Stock or Preferred Stock, except that limited partners of the Reporting Persons may receive distributions including a portion of such dividends or proceeds.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

To the best knowledge of the Reporting Persons, except as set forth herein or in the Exhibits filed herewith, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any securities of the Issuer, finder's fees, joint ventures, loan or option agreements, puts or calls, guarantees of profits, division of profits or loss or the giving or withholding of proxies, and except as follows:

The partnership agreement of Partners, which contains provisions whereby the partnership's general partner, Partners GP LP, will receive a certain percentage of net proceeds, if any, derived from the partnership's investments.

Item 7. Material to be Filed as Exhibits.

1 -- Joint Filing Agreement

- 2.1 -- Preferred Stock Purchase Agreement, dated as of March 10, 2004, by and among Res-Care, Inc. and Onex Partners LP, Onex American Holdings II LLC, Onex US Principals LP and ResCare Executive Investco LLC (incorporated herein by reference to Exhibit 4.4 to the annual report on Form 10-K of the Issuer (SEC file no. 0-20372) for the year ended December 31, 2003)
- 2.2 -- First Amendment to Preferred Stock Purchase Agreement, dated as of May 20, 2004 (incorporated herein by reference to Exhibit 4.7 to the current report on Form 8-K of the Issuer (SEC file no. 0-20372) filed on May 27, 2004)
- 3 -- Articles of Amendment to the Articles of Incorporation of Res-Care, Inc., dated June 23, 2004
- 4 -- Registration Rights Agreement among Res-Care, Inc. and Onex Partners, LP, Onex American Holdings II LLC, Onex US Principals LP and ResCare Executive Investco LLC (incorporated herein by reference to Exhibit 4.6 to the annual report on Form 10-K of the Issuer (SEC file no. 0-20372) for the year ended December 31, 2003)
- 5.1 -- Shareholder Voting Agreement, dated as of June 23, 2004, between Ronald G. Geary and Onex Partners LP
- 5.2 -- Proxy, dated June 23, 2004, from Ronald G. Geary to Robert M. Le Blanc on behalf of Onex Partners GP, Inc.
- 6\* -- Stock Purchase Agreement, dated as of March 10, 2004, by and among Onex Partners LP, Onex American Holdings II LLC, Onex US Principals LP, ResCare Executive Investco LLC and the selling shareholders named therein
- 7 -- Power of Attorney (incorporated herein by reference to the Amendment to Form 4 for Dura Automotive Systems, Inc., filed with the Securities and Exchange Commission by Gerald W. Schwartz on September 10, 1996)

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\*Previously filed.

---

SIGNATURE

After reasonable inquiry, and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 29, 2004

ONEX PARTNERS LP

By: ONEX PARTNERS GP LP, its General Partner

By: ONEX PARTNERS MANAGER LP, its Agent

By: ONEX PARTNERS MANAGER GP INC.,  
its General Partner

By: /s/ Robert M. Le Blanc  
Name: Robert M. Le Blanc  
Title: Managing Director

By: /s/ Eric J. Rosen  
Name: Eric J. Rosen  
Title: Managing Director

ONEX PARTNERS GP LP

By: ONEX PARTNERS GP INC., its General Partner

By: /s/ Robert M. Le Blanc  
Name: Robert M. Le Blanc  
Title: Vice President

By: /s/ Eric J. Rosen  
Name: Eric J. Rosen  
Title: President

ONEX PARTNERS GP INC.

By: /s/ Robert M. Le Blanc  
Name: Robert M. Le Blanc  
Title: Vice President

By: /s/ Eric J. Rosen  
Name: Eric J. Rosen  
Title: President

ONEX AMERICAN HOLDINGS II LLC

By: /s/ Eric J. Rosen  
Name: Eric J. Rosen  
Title: Director

By: /s/ Donald F. West  
Name: Donald F. West  
Title: Director

ONEX US PRINCIPALS LP

By: ONEX AMERICAN HOLDINGS GP LLC,  
its General Partner

By: /s/ Eric J. Rosen  
Name: Eric J. Rosen  
Title: Director

By: /s/ Donald F. West  
Name: Donald F. West  
Title: Director

ONEX AMERICAN HOLDINGS GP LLC

By: /s/ Eric J. Rosen  
Name: Eric J. Rosen  
Title: Director

By: /s/ Donald F. West  
Name: Donald F. West  
Title: Director

RESCARE EXECUTIVE INVESTCO LLC

By: /s/ Robert M. Le Blanc  
Name: Robert M. Le Blanc  
Title: Director

By: /s/ Donald F. West  
Name: Donald F. West  
Title: Director

ONEX CAPITAL CORPORATION

By: /s/ Ewout R. Heersink  
Name: Ewout R. Heersink

Title: President

By: /s/ Anthony R. Melman  
 Name: Anthony R. Melman  
 Title: Vice President

ONEX CORPORATION

By: /s/ Christopher A. Govan  
 Name: Christopher A. Govan  
 Title: Managing Director

By: /s/ Donald W. Lewtas  
 Name: Donald W. Lewtas  
 Title: Managing Director

GERALD W. SCHWARTZ

By: /s/ Donald W. Lewtas  
 Name: Donald W. Lewtas  
 Title: Authorized Signatory for Gerald W. Schwartz

## Schedule A

### Directors and Executive Officers of Onex Partners GP Inc. ("Partners GP")

The name, business address, present principal occupation of each director and executive officer of Partners GP are set forth below. All executive officers and directors listed on this Schedule A are United States citizens, except as specifically indicated below.

<b>Name</b>	<b>Business Address</b>	<b>Present Principal Occupation</b>
Eric Rosen	c/o Onex Investment Corp. 712 Fifth Avenue New York, NY 10019	President and Director; Managing Director of Onex Investment Corp.
Anthony Munk	c/o Onex Investment Corp. 712 Fifth Avenue New York, NY 10019	Vice President; Managing Director of Onex Investment Corp.

Robert M. LeBlanc      c/o Onex Investment Corp.  
712 Fifth Avenue  
New York, NY 10019

Vice President and Director;  
Managing Director of Onex  
Investment Corp.

## Schedule B

### Directors and Executive Officers of Onex Corporation ("Onex")

The name, business address, present principal occupation of each director and executive officer of Onex are set forth below. All executive officers and directors listed on this Schedule B are Canadian citizens, except as specifically indicated below.

Name	Business Address	Present Principal Occupation or Employment
Gerald W. Schwartz	161 Bay Street P.O. Box 700 Toronto, Ontario Canada M5J 2S1	Chairman of the Board, President, Chief Executive Officer and Director
Ewout R. Heersink (Netherlands Citizen)	161 Bay Street P.O. Box 700 Toronto, Ontario Canada M5J 2S1	Managing Director and Chief Financial Officer
Mark L. Hilson	161 Bay Street P.O. Box 700 Toronto, Ontario Canada M5J 2S1	Managing Director
Donald W. Lewtas	161 Bay Street P.O. Box 700 Toronto, Ontario Canada M5J 2S1	Managing Director Finance
Anthony R. Melman	161 Bay Street P.O. Box 700 Toronto, Ontario Canada M5J 2S1	Managing Director
Seth M. Mersky (U.S. Citizen)	161 Bay Street P.O. Box 700 Toronto, Ontario Canada M5J 2S1	Managing Director
Andrew J. Sheiner	161 Bay Street P.O. Box 700 Toronto, Ontario	Managing Director



	Canada M5J 2S1	
Nigel S. Wright	161 Bay Street P.O. Box 700 Toronto, Ontario Canada M5J 2S1	Managing Director
John S. Elder, Q.C.	Fraser Milner Casgrain LLP 100 King Street West 42nd Floor - 1 First Canadian Place Toronto, Ontario Canada M5X 1B2	Secretary; Partner at Fraser Milner Casgrain LLP
Christopher A. Govan	161 Bay Street P.O. Box 700 Toronto, Ontario Canada M5J 2S1	Managing Director Taxation
Daniel C. Casey	Creson Corporation 16 Clarence Square Toronto, Ontario Canada M5V 1H1	Director; Chairman and Chief Executive Officer of Creson Corporation, an Ontario real estate company
Donald H. Gales	P.O. Box 31489SMB, Villa 689 Grand Cayman Island British West Indies	Director; Corporate Director
Serge Gouin	Quebecor Media 612 St. Jacques Street, 13 <sup>th</sup> Floor Montreal, Quebec Canada H3C 4M8	Director; President and Chief Executive Officer of Quebecor Media
Brian M. King	10 Sunset Trail Kenora, Ontario Canada P9N 4H9	Director; Corporate Director
J. Robert S. Prichard, O.C.	Torstar Corporation One Yonge Street Toronto, Ontario Canada M5E 1E6	Director; President and Chief Operating Officer of Torstar Corporation
Arni C. Thorsteinson	Shelter Canadian Properties Limited 2600-7 Evergreen Place Winnipeg, Manitoba Canada R3L 2T3	Director; President of Shelter Canadian Properties Limited
Heather M. Reisman	Indigo Books & Music Inc. 468 King St. W. Suite 500 Toronto, Ontario M5V 1L8	Director; President and Chief Executive Officer of Indigo Books & Music Inc.
Peter C. Godsoe	Scotia Plaza, Suite 3005	Director; Corporate Director

40 King Street West  
 Toronto, Ontario  
 Canada M5H 1H1

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**Schedule C**

**Directors and Executive Officers of Onex Capital Corporation ("Onex Capital")**

The name, business address, present principal occupation of each director and executive officer of Onex Capital are set forth below. All executive officers and directors listed on this Schedule C are Canadian citizens, except as specifically indicated below.

Name	Business Address	Present Principal Occupation or Employment
Ewout R. Heersink (Netherlands Citizen)	161 Bay Street P.O. Box 700 Toronto, Ontario Canada M5J 2S1	Managing Director and Chief Financial Officer, Onex Corporation
Anthony R. Melman	161 Bay Street P.O. Box 700 Toronto, Ontario Canada M5J 2S1	Managing Director, Onex Corporation
John S. Elder, Q.C.	Fraser Milner Casgrain LLP 100 King Street West 42nd Floor - 1 First Canadian Place Toronto, Ontario Canada M5X 1B2	Secretary, Onex Corporation; Partner at Fraser Milner Casgrain LLP
Daniel C. Casey	Creson Corporation 16 Clarence Square Toronto, Ontario Canada M5V 1H1	Director, Onex Corporation; Chairman and Chief Executive Officer of Creson Corporation, an Ontario real estate company
Arni C. Thorsteinson	Shelter Canadian Properties Limited 2600-7 Evergreen Place Winnipeg, Manitoba Canada R3L 2T3	Director, Onex Corporation; President of Shelter Canadian Properties Limited

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## INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
1	-- Joint Filing Agreement
2.1	-- Preferred Stock Purchase Agreement, dated as of March 10, 2004, by and among Res-Care, Inc. and Onex Partners LP, Onex American Holdings II LLC, Onex US Principals LP and ResCare Executive Investco LLC (incorporated herein by reference to Exhibit 4.4 to the annual report on Form 10-K of the Issuer (SEC file no. 0-20372) for the year ended December 31, 2003)
2.2	-- First Amendment to Preferred Stock Purchase Agreement, dated as of May 20, 2004 (incorporated herein by reference to Exhibit 4.7 to the current report on Form 8-K of the Issuer (SEC file no. 0-20372) filed on May 27, 2004)
3	-- Articles of Amendment to the Articles of Incorporation of Res-Care, Inc., dated June 23, 2004
4	-- Registration Rights Agreement among Res-Care, Inc. and Onex Partners, LP, Onex American Holdings II LLC, Onex US Principals LP and ResCare Executive Investco LLC (incorporated herein by reference to Exhibit 4.6 to the annual report on Form 10-K of the Issuer (SEC file no. 0-20372) for the year ended December 31, 2003)
5.1	-- Shareholder Voting Agreement, dated as of June 23, 2004, between Ronald G. Geary and Onex Partners LP
5.2	-- Proxy, dated June 23, 2004, from Ronald G. Geary to Robert M. LeBlanc on behalf of Onex Partners GP, Inc.
6*	-- Stock Purchase Agreement, dated as of March 10, 2004, by and among Onex Partners LP, Onex American Holdings II LLC, Onex US Principals LP, ResCare Executive Investco LLC and the selling shareholders named therein
7	-- Power of Attorney (incorporated herein by reference to the Amendment to Form 4 for Dura Automotive Systems, Inc., filed with the Securities and Exchange Commission by Gerald W. Schwartz on September 10, 1996)

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\*Previously filed.

**Exhibit 1**AMENDED AGREEMENT FOR  
JOINT FILING OF SCHEDULE 13D AND  
SECTION 16 BENEFICIAL OWNERSHIP REPORTS

The undersigned hereby agree to file jointly the Statement on Schedule 13D (the "Statement") relating to the Common Stock, no par value, of Res-Care, Inc., and any amendments thereto which may be deemed necessary pursuant to Regulation 13D or G promulgated under Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

The undersigned further agree to file jointly all statements of beneficial ownership and changes in beneficial ownership ("Section 16 Reports") and any amendments thereto required pursuant to Section 16(a) of the Exchange Act and the rules and regulations promulgated by the Securities and Exchange Commission thereunder (including, without limitation, Forms 3, 4 and 5). The undersigned hereby designates Onex Partners LP, acting by and through its authorized representatives, as the beneficial owner authorized to make, execute and file all such required Section 16 Reports on their behalf.

It is understood and agreed that a copy of this Agreement shall be attached or incorporated by reference as an Exhibit to the Statement and, as necessary, each Section 16 Report, filed on behalf of each of the parties hereto.

This Agreement may be executed in multiple counterparts, each of which shall constitute an original, one and the same instrument.

IN WITNESS WHEREOF, each of the undersigned has executed this Agreement as of the 29th day of June, 2004.

ONEX PARTNERS LP

BY: ONEX PARTNERS GP LP, its General Partner

By: ONEX PARTNERS MANAGER LP, its Agent

By: ONEX PARTNERS MANAGER GP, INC.,  
its General Partner

By: /s/ Robert M. Le Blanc

Name: Robert M. Le Blanc

Title: Managing Director

By: /s/ Eric J. Rosen

Name: Eric J. Rosen

Title: Managing Director

ONEX PARTNERS GP LP

By: ONEX PARTNERS GP INC., its General Partner

By: /s/ Robert M. Le Blanc  
Name: Robert M. Le Blanc  
Title: Vice President

By: /s/ Eric J. Rosen  
Name: Eric J. Rosen  
Title: President

ONEX PARTNERS GP INC.

By: /s/ Robert M. Le Blanc  
Name: Robert M. Le Blanc  
Title: Vice President

By: /s/ Eric J. Rosen  
Name: Eric J. Rosen  
Title: President

ONEX AMERICAN HOLDINGS II LLC

By: /s/ Eric J. Rosen  
Name: Eric J. Rosen  
Title: Director

By: /s/ Donald F. West  
Name: Donald F. West  
Title: Director

ONEX US PRINCIPALS LP

By: Onex American Holdings GP LLC,  
its General Partner

By: /s/ Eric J. Rosen  
Name: Eric J. Rosen  
Title: Director

By: /s/ Donald F. West  
Name: Donald F. West

Title: Director

ONEX AMERICAN HOLDINGS GP LLC

By: /s/ Eric J. Rosen

Name: Eric J. Rosen

Title: Director

By: /s/ Donald F. West

Name: Donald F. West

Title: Director

RESCARE EXECUTIVE INVESTCO LLC

By: /s/ Robert M. Le Blanc

Name: Robert M. Le Blanc

Title: Director

By: /s/ Donald F. West

Name: Donald F. West

Title: Director

ONEX CAPITAL CORPORATION

By: /s/ Ewout R. Heersink

Name: Ewout R. Heersink

Title: President

By: /s/ Anthony R. Melman

Name: Anthony R. Melman

Title: Vice President

ONEX CORPORATION

By: /s/ Christopher A. Govan

Name: Christopher A. Govan

Title: Managing Director

By: /s/ Donald W. Lewtas

Name: Donald W. Lewtas

Title: Managing Director

GERALD W. SCHWARTZ

By: /s/ Donald W. Lewtas

Name: Donald W. Lewtas

Title: Authorized Signatory for Gerald W. Schwartz

**Appendix B**

See attached Schedule 13G for FMR Corporation.



<DOCUMENT>  
 <TYPE>SC 13G/A  
 <SEQUENCE>1  
 <FILENAME>filing.txt  
 <DESCRIPTION>DOC ONE  
 <TEXT>

## SCHEDULE 13G

Amendment No. 9  
 Res-Care Incorporated  
 Common Stock  
 Cusip #760943100

Cusip #760943100  
 Item 1: Reporting Person - FMR Corp.  
 Item 4: Delaware  
 Item 5: 124,200  
 Item 6: 0  
 Item 7: 2,406,927  
 Item 8: 0  
 Item 9: 2,406,927  
 Item 11: 9.438%  
 Item 12: HC

Cusip #760943100  
 Item 1: Reporting Person - Edward C. Johnson 3d  
 Item 4: United States of America  
 Item 5: 0  
 Item 6: 0  
 Item 7: 2,406,927  
 Item 8: 0  
 Item 9: 2,406,927  
 Item 11: 9.438%  
 Item 12: IN

Cusip #760943100  
 Item 1: Reporting Person - Abigail P. Johnson  
 Item 4: United States of America  
 Item 5: 0  
 Item 6: 0  
 Item 7: 2,406,927  
 Item 8: 0  
 Item 9: 2,406,927  
 Item 11: 9.438%  
 Item 12: IN

SCHEDULE 13G - TO BE INCLUDED IN  
 STATEMENTS  
 FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Item 1(a). Name of Issuer:

Res-Care Incorporated

Item 1(b). Name of Issuer's Principal Executive Offices:

10140 Linn Station Road

Louisville, KY 40223

Item 2(a). Name of Person Filing:

FMR Corp.

Item 2(b). Address or Principal Business Office or, if None,  
Residence:

Massachusetts 82 Devonshire Street, Boston,  
02109

Item 2(c). Citizenship:

Not applicable

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

760943100

Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) and the person filing, FMR Corp., is a parent holding company in accordance with Section 240.13d-1(b)(ii)(G). (Note: See Item 7).

Item 4. Ownership

(a) Amount Beneficially Owned: 2,406,927

(b) Percent of Class: 9.438%

(c) Number of shares as to which such  
person has:

(i) sole power to vote or to direct  
the vote: 124,200

(ii) shared power to vote or to  
direct the vote: 0

(iii) sole power to dispose or to  
direct the disposition of: 2,406,927

(iv) shared power to dispose or to  
direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Various persons have the right to receive or the power to

direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock of Res-Care Incorporated. No one person's interest in the Common Stock of Res-Care Incorporated is more than five percent of the total outstanding Common Stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

See attached Exhibit(s) A, B.

Item 8. Identification and Classification of Members of the Group.

Not Applicable. See attached Exhibit A.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 13G in connection with FMR Corp.'s beneficial ownership of the Common Stock of Res-Care Incorporated at December 31, 2004 is true, complete and correct.

February 14, 2005  
Date

/s/Eric D. Roiter  
Signature

Eric D. Roiter  
Duly authorized under Power of Attorney  
dated December 30, 1997 by and on behalf  
of FMR Corp. and its direct and indirect  
subsidiaries

SCHEDULE 13G - TO BE INCLUDED IN  
STATEMENTS  
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Pursuant to the instructions in Item 7 of Schedule 13G, Fidelity Management & Research Company ("Fidelity"), 82 Devonshire Street, Boston, Massachusetts 02109, a wholly-owned subsidiary of FMR Corp. and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of

2,282,727 shares or 8.951% of the Common Stock outstanding of Res-Care Incorporated ("the Company") as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940.

Edward C. Johnson 3d, FMR Corp., through its control of Fidelity, and the funds each has sole power to dispose of the 2,282,727 shares owned by the Funds.

Neither FMR Corp. nor Edward C. Johnson 3d, Chairman of FMR Corp., has the sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds' Boards of Trustees. Fidelity carries out the voting of the shares under written guidelines established by the Funds' Boards of Trustees.

Fidelity Management Trust Company, 82 Devonshire Street, Boston, Massachusetts 02109, a wholly-owned subsidiary of FMR Corp. and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, is the beneficial owner of 124,200 shares or 0.487% of the Common Stock outstanding of the Company as a result of its serving as investment manager of the institutional account(s).

Edward C. Johnson 3d and FMR Corp., through its control of Fidelity Management Trust Company, each has sole dispositive power over 124,200 shares and sole power to vote or to direct the voting of 124,200 shares of Common Stock owned by the institutional account(s) as reported above.

Members of the Edward C. Johnson 3d family are the predominant owners of Class B shares of common stock of FMR Corp., representing approximately 49% of the voting power of FMR Corp. Mr. Johnson 3d owns 12.0% and Abigail Johnson owns 24.5% of the aggregate outstanding voting stock of FMR Corp. Mr. Johnson 3d is Chairman of FMR Corp. and Abigail P. Johnson is a Director of FMR Corp. The Johnson family group and all other Class B shareholders have entered into a shareholders' voting agreement under which all Class B shares will be voted in accordance with the majority vote of Class B shares. Accordingly, through their ownership of voting common stock and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR Corp.

SCHEDULE 13G - TO BE INCLUDED IN  
STATEMENTS

FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)  
RULE 13d-1(f)(1) AGREEMENT

The undersigned persons, on February 14, 2005, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the Common Stock of Res-Care Incorporated at December 31, 2004.

FMR Corp.

By /s/ Eric D. Roiter  
Eric D. Roiter  
Duly authorized under Power of Attorney  
dated December 30, 1997, by and on behalf  
of FMR Corp. and its direct and indirect  
subsidiaries

Edward C. Johnson 3d

By /s/ Eric D. Roiter  
Eric D. Roiter  
Duly authorized under Power of Attorney  
dated December 30, 1997, by and on behalf  
of Edward C. Johnson 3d

Abigail P. Johnson

By /s/ Eric D. Roiter  
Eric D. Roiter  
Duly authorized under Power of Attorney  
dated December 30, 1997, by and on behalf  
of Abigail P. Johnson

Fidelity Management & Research Company

By /s/ Eric D. Roiter  
Eric D. Roiter  
Senior V.P. and General Counsel

</TEXT>  
</DOCUMENT>

**Appendix C**

See attached Schedule 13G for Dimensional Fund Advisors, Inc.

OMB APPROVAL

OMB Number: 3235-0145  
Expires: December 31, 2005  
Estimated average burden  
hours per response.....11

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No. )\*

RES-CARE INC

(Name of Issuer)

Common Stock

(Title of Class of Securities)

760943100

(CUSIP Number)

December 31, 2004

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 760943100

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

Dimensional Fund Advisors Inc. (Tax ID: 22-2370029)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)  X

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware Corporation

5. Sole Voting Power

1278733 \*\*see Note 1\*\*

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6. Shared Voting Power

0

7. Sole Dispositive Power

1278733 \*\*see Note 1\*\*

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1278733 \*\*see Note 1\*\*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

N/A

11. Percent of Class Represented by Amount in Row (9)

5.01%

12. Type of Reporting Person (See Instructions)



IA

## Item 1.

- (a) Name of Issuer  
RES-CARE INC
- (b) Address of Issuer's Principal Executive Offices  
10140 Linn Station Rd, Louisville, KY 40223-3813

## Item 2.

- (a) Name of Person Filing  
Dimensional Fund Advisors Inc.
- (b) Address of Principal Business Office or, if none, Residence  
1299 Ocean Avenue, 11th Floor, Santa Monica, CA 90401
- (c) Citizenship  
Delaware Corporation
- (d) Title of Class of Securities  
Common Stock
- (e) CUSIP Number  
760943100

## Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

## Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:  
1278733 \*\*see Note 1\*\*
- (b) Percent of class:

5.01%

- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote:  
1278733 \*\*see Note 1\*\*
- (ii) Shared power to vote or to direct the vote:  
0
- (iii) Sole power to dispose or to direct the disposition of:  
1278733 \*\*see Note 1\*\*
- (iv) Shared power to dispose or to direct the disposition of:  
0

\*\* Note 1 \*\* Dimensional Fund Advisors Inc. (“Dimensional”), an investment advisor registered under Section 203 of the Investment Advisors Act of 1940, furnishes investment advice to four investment companies registered under the Investment Company Act of 1940, and serves as investment manager to certain other commingled group trusts and separate accounts. These investment companies, trusts and accounts are the “Funds.” In its role as investment advisor or manager, Dimensional possesses investment and/or voting power over the securities of the Issuer described in this schedule that are owned by the Funds, and may be deemed to be the beneficial owner of the shares of the Issuer held by the Funds. However, all securities reported in this schedule are owned by the Funds. Dimensional disclaims beneficial ownership of such securities. In addition, the filing of this Schedule 13G shall not be construed as an admission that the reporting person or any of its affiliates is the beneficial owner of any securities covered by this Schedule 13G for any other purposes than Section 13(d) of the Securities Exchange Act of 1934.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

All securities reported in this schedule are owned by advisory clients of Dimensional Fund Advisors Inc., no one of which, to the knowledge of Dimensional Fund Advisors, Inc., owns more than 5% of the class. Dimensional Fund Advisors Inc. disclaims beneficial ownership of all such securities.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

N/A

Item 8. Identification and Classification of Members of the Group

N/A

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.



**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DIMENSIONAL FUND ADVISORS INC.

February 9, 2005

Date

/s/ Catherine L. Newell

Signature

Vice President and Secretary

Title

**Appendix D**

See attached Schedule 13G for Bank of America Corporation.

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13G**  
(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)  
(Amendment No. 6)\***

**RES-CARE INC**

---

(Name of Issuer)

**COMMON STOCK**

---

(Title of Class of Securities)

**760943100**

---

(CUSIP Number)

**March 31, 2005**

---

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the Rule pursuant to which this Schedule is filed:

- Rule 13d – 1(b)  
 Rule 13d – 1(c)  
 Rule 13d – 1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes.*)

(Continued on following page(s))

CUSIP NO 760943100

13G

Page 2 of 12 Pages

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

Bank of America Corporation  
56-0906609

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

- (a)
- (b)

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**5 SOLE VOTING POWER**

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

**6 SHARED VOTING POWER**

2,707,394

**7 SOLE DISPOSITIVE POWER**

0

**8 SHARED DISPOSITIVE POWER**

2,778,247

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

2,778,247

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\***

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

10.62%

**12 TYPE OF REPORTING PERSON\***

HC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO 760943100

13G

Page 3 of 12 Pages

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

NB Holdings Corporation  
56-1857749

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

- (a)
- (b)

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**5 SOLE VOTING POWER**

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

**6 SHARED VOTING POWER**

100

**7 SOLE DISPOSITIVE POWER**

0

**8 SHARED DISPOSITIVE POWER**

100

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

100

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\***

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

0.00%

**12 TYPE OF REPORTING PERSON\***

HC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!



CUSIP NO 760943100

13G

Page 4 of 12 Pages

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

NationsBanc Montgomery Holdings Corporation  
56-2103478

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a)

(b)

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**5 SOLE VOTING POWER**

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

**6 SHARED VOTING POWER**

100

**7 SOLE DISPOSITIVE POWER**

0

**8 SHARED DISPOSITIVE POWER**

100

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

100

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\***

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

0.00%

**12 TYPE OF REPORTING PERSON\***

HC

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP NO 760943100

13G

Page 5 of 12 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

Banc of America Securities LLC  
56-2058405

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

- (a)
- (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

100

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

100

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

100

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

12 TYPE OF REPORTING PERSON\*

BD

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO 760943100

13G

Page 6 of 12 Pages

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

Fleet National Bank  
04-2472499

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

- (a)
- (b)

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

United States

**5 SOLE VOTING POWER**

579,085

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

**6 SHARED VOTING POWER**

2,128,209

**7 SOLE DISPOSITIVE POWER**

626,519

**8 SHARED DISPOSITIVE POWER**

2,151,628

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

2,778,147

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\***

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

10.62%

**12 TYPE OF REPORTING PERSON\***

BK

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO 760943100

13G

Page 7 of 12 Pages

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

Columbia Management Group, Inc.  
01-0547933

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

- (a)
- (b)

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**5 SOLE VOTING POWER**

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

**6 SHARED VOTING POWER**

2,128,209

**7 SOLE DISPOSITIVE POWER**

0

**8 SHARED DISPOSITIVE POWER**

2,147,734

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

2,147,734

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\***

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

8.21%

**12 TYPE OF REPORTING PERSON\***

CO

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO 760943100

13G

Page 8 of 12 Pages

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

Columbia Management Advisors, Inc.  
93-1234220**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***(a) (b) **3 SEC USE ONLY****4 CITIZENSHIP OR PLACE OF ORGANIZATION**

Oregon

**5 SOLE VOTING POWER**

2,128,209

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH**6 SHARED VOTING POWER**

0

**7 SOLE DISPOSITIVE POWER**

2,147,734

**8 SHARED DISPOSITIVE POWER**

0

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

2,147,734

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*****11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

8.21%

**12 TYPE OF REPORTING PERSON\***

CO

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

**Item 1 (a). Name of Issuer:**

Res-Care Inc

**Item 1 (b). Address of Issuer's Principal Executive Offices:**10140 Linn Station Road  
Louisville, KY 40223**Item 2 (a). Name of Person Filing:**Bank of America Corporation  
NB Holdings Corporation  
NationsBanc Montgomery Holdings Corporation  
Banc of America Securities LLC  
Fleet National Bank  
Columbia Management Group, Inc.  
Columbia Management Advisors, Inc.**Item 2 (b). Address of Principal Business Office or, if None, Residence:**Each Reporting Person has its or his principal business office at 100 North Tryon Street, Floor 25,  
Bank of America Corporate Center, Charlotte, NC 28255.**Item 2 (c). Citizenship:**

Bank of America Corporation	Delaware
NB Holdings Corporation	Delaware
NationsBanc Montgomery Holdings Corporation	Delaware
Banc of America Securities LLC	Delaware
Fleet National Bank	United States
Columbia Management Group, Inc.	Delaware
Columbia Management Advisors, Inc.	Oregon

**Item 2 (d). Title of Class of Securities:** Common Stock**Item 2 (e). CUSIP Number:** 760943100**Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:**

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

**Item 4. Ownership:**

With respect to the beneficial ownership of the reporting person, see Items 5 through 11 of the cover pages to this Schedule 13G, which are incorporated herein by reference.

**Item 5. Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person:**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company:**

With respect to Subsidiary Identification and Classification, see Items 5 through 11 of the cover pages to this Schedule 13G, which are incorporated herein by reference.

**Item 8. Identification and Classification of Members of the Group:**

Not applicable.

**Item 9. Notice of Dissolution of Group:**

Not applicable.

**Item 10. Certification:**

By signing below each of the undersigned certifies that, to the best of such undersigned's knowledge and belief, the securities referred to above were not acquired and are not for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 11, 2005

**Bank of America Corporation**  
**NB Holdings Corporation**  
**Fleet National Bank**

By: /s/ Charles F Bowman

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Charles F Bowman  
Senior Vice President

**Columbia Management Group, Inc.**  
**Columbia Management Advisors, Inc.**

By: /s/ Keith Banks

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Keith Banks  
President

**NationsBanc Montgomery Holdings Corporation**

By: /s/ Aashish R Kamat

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Aashish R Kamat  
President

**Banc of America Securities LLC**

By: /s/ Robert J. Mulligan, Jr.

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Robert J. Mulligan, Jr.  
Senior Vice President



**EXHIBIT 99.1 - JOINT FILING AGREEMENT**

The undersigned hereby agree that they are filing this statement jointly pursuant to Rule 13d-1(k)(1). Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

In accordance with Rule 13d-1(k)(1) promulgated under the Securities and Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of to such a statement on Schedule 13G with respect to the common stock of Barnes Group Inc. beneficially owned by each of them. This Joint Filing Agreement shall be included as an exhibit to such Schedule 13G.

Dated: April 11, 2005

**Bank of America Corporation  
NB Holdings Corporation  
Fleet National Bank**

By: /s/ Charles F Bowman

---

Charles F Bowman  
Senior Vice President

**Columbia Management Group, Inc.  
Columbia Management Advisors, Inc.**

By: /s/ Keith Banks

---

Keith Banks  
President

**NationsBanc Montgomery Holdings Corporation**

By: /s/ Aashish R Kamat

---

Aashish R Kamat  
President

**Banc of America Securities LLC**

By: /s/ Robert J. Mulligan, Jr.

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Robert J. Mulligan, Jr.  
Senior Vice President