

NOTICE OF GUARANTEED DELIVERY
FOR TENDER OF SHARES OF COMMON STOCK
OF
RES-CARE, INC.
BY
ONEX RESCARE ACQUISITION, LLC
(Not to be used for signature guarantees)

**THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 5:00 PM,
NEW YORK CITY TIME, ON NOVEMBER 5, 2010, UNLESS THE OFFER IS EXTENDED.**

This Notice of Guaranteed Delivery, or a form substantially equivalent hereto, must be used to accept the Offer (as defined below) if certificates for Shares (as defined below) are not immediately available, if the procedure for book-entry transfer cannot be completed on a timely basis or if time will not permit all required documents to reach Computershare Trust Company, N.A. (the “**Depository**”) on or prior to the Expiration Date (as defined in “The Offer—Section 1. Terms of the Offer” of the Offer to Purchase (as defined below)). This form may be delivered by hand, transmitted by facsimile transmission or mailed (to the Depository). See “The Offer—Section 3. Procedures for Accepting the Offer and Tendering Shares” of the Offer to Purchase.

The Depository for the Offer is:

Computershare Trust Company, N.A.

By Mail:
Computershare Trust Company, N.A.
c/o Voluntary Corporate Actions
P.O. Box 43011
Providence, RI 02940-3011

By Facsimile Transmission:
For Eligible Institutions Only:
(617) 360-6810

By Overnight Courier:
Computershare Trust Company, N.A.
c/o Voluntary Corporate Actions
250 Royall Street Suite V
Canton, MA 02021

*To Confirm Facsimile
Transmission:*
(781) 575-2332

DELIVERY OF THIS NOTICE OF GUARANTEED DELIVERY TO AN ADDRESS OTHER THAN ONE SET FORTH ABOVE OR TRANSMISSION OF INSTRUCTIONS VIA FACSIMILE NUMBER OTHER THAN THE FACSIMILE NUMBER SET FORTH ABOVE WILL NOT CONSTITUTE A VALID DELIVERY TO THE DEPOSITARY.

THIS NOTICE OF GUARANTEED DELIVERY TO THE DEPOSITARY IS NOT TO BE USED TO GUARANTEE SIGNATURES. IF A SIGNATURE ON A LETTER OF TRANSMITTAL IS REQUIRED TO BE GUARANTEED BY AN “ELIGIBLE INSTITUTION” (AS DEFINED IN THE OFFER TO PURCHASE) UNDER THE INSTRUCTIONS THERETO, SUCH SIGNATURE GUARANTEES MUST APPEAR IN THE APPLICABLE SPACE PROVIDED IN THE SIGNATURE BOX ON THE LETTER OF TRANSMITTAL.

The Eligible Institution that completes this form must communicate the guarantee to the Depository and must deliver the Letter of Transmittal or an Agent’s Message (as defined in “The Offer—Section 3. Procedures for Accepting the Offer and Tendering Shares” of the Offer to Purchase) and certificates for Shares to the Depository within the time period shown herein. Failure to do so could result in a financial loss to such Eligible Institution.

THE GUARANTEE SET FORTH BELOW MUST BE COMPLETED.

Ladies and Gentlemen:

The undersigned hereby tenders to Onex Rescare Acquisition, LLC, a Delaware limited liability company (or any permitted assignee thereof, "**Purchaser**"), upon the terms and subject to the conditions set forth in the Offer to Purchase, dated October 7, 2010 (the "**Offer to Purchase**"), and the related Letter of Transmittal (which, together with any amendments or supplements thereto, constitute the "**Offer**"), receipt of which is hereby acknowledged, the number of shares of common stock, no par value (the "**Shares**"), of Res-Care, Inc., a Kentucky corporation, set forth below, pursuant to the guaranteed delivery procedures set forth in the Offer to Purchase.

Number of Shares: _____

Certificate No(s) (if available): _____

Check if securities will be tendered by book-entry transfer

Name of Tendering Institution: _____

Account No.: _____

Dated: _____, 2010

SIGN HERE: _____

Name(s) of Record Holder(s): _____
(Please print)

Address(es): _____

(Zip code)

Area Code and Telephone No(s): _____

Signature(s): _____

GUARANTEE

(Not to be used for signature guarantee)

The undersigned, an Eligible Institution (as defined in “The Offer—Section 3. Procedures for Accepting the Offer and Tendering Shares”) (a) represents that the above named person(s) has a “net long position” in the Shares tendered hereby within the meaning of Rule 14e-4 (“Rule 14e-4”) under the Securities Exchange Act of 1934, as amended, (b) represents that such tender of Shares complies with Rule 14e-4 and (c) guarantees to deliver to the Depository either the certificates evidencing all tendered Shares, in proper form for transfer, or to deliver Shares pursuant to the procedure for book-entry transfer into the Depository’s account at The Depository Trust Company (the “Book-Entry Transfer Facility”), in either case together with the Letter of Transmittal (or a facsimile thereof) properly completed and duly executed, with any required signature guarantees or an Agent’s Message (as defined in “The Offer—Section 3. Procedures for Accepting the Offer and Tendering Shares” of the Offer to Purchase) in the case of a book-entry delivery, and any other required documents, all within three NASDAQ Global Select Market (“NASDAQ”) trading days after the date hereof. A “NASDAQ trading day” is any day on which NASDAQ is open for business.

Name of Firm: _____

Address: _____

(Zip code)

Area Code and Tel. No. _____

(Authorized signature)

Title: _____

Name: _____

(Please type or print)

Dated: _____, 2010

NOTE: DO NOT SEND CERTIFICATES FOR SHARES WITH THIS NOTICE. CERTIFICATES FOR SHARES SHOULD BE SENT WITH YOUR LETTER OF TRANSMITTAL.