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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2009

Open to Public Inspection

A For the 2009 calendar year, or tax year beginning 01-01-2009 and ending 12-31-2009

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization
GENESIS HEALTH INC

Doing Business As
BROOKS HEALTH SYSTEM

Number and street (or P O box if mail is not delivered to street address) | Room/suite
3599 UNIVERSITY BOULEVARD SOUTH

City or town, state or country, and ZIP + 4
JACKSONVILLE, FL 32216

D Employer identification number
59-2249370

E Telephone number
(904) 345-7600

G Gross receipts $ 492,768,856

F Name and address of principal officer
DOUGLAS M BAER
3599 UNIVERSITY BLVD S
JACKSONVILLE, FL 322164252

H(a) Is this a group return for affiliates? ☐ Yes ☑ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status ☑ 501(c) (3) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW BROOKSHEALTH ORG

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶ | **L** Year of formation 1982 | **M** State of legal domicile FL

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities
TO ADVANCE HEALTH AND WELL-BEING OF PERSONS REQUIRING REHABILITATION THROUGH SUPERIOR OUTCOMES, SERVICE, EDUCATION AND RESEARCH

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3	Number of voting members of the governing body (Part VI, line 1a)	3	14
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	13
5	Total number of employees (Part V, line 2a)	5	116
6	Total number of volunteers (estimate if necessary)	6	
7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	40,850
b	Net unrelated business taxable income from Form 990-T, line 34	7b	-732

		Prior Year	Current Year
Revenue			
8	Contributions and grants (Part VIII, line 1h)	0	30,863
9	Program service revenue (Part VIII, line 2g)	9,712,447	8,930,903
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-16,524,901	34,867,321
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-3,225,163	404,131
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	-10,037,617	44,233,218
Expenses			
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	317,302	256,653
14	Benefits paid to or for members (Part IX, column (A), line 4)		0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	8,019,895	7,254,282
16a	Professional fundraising fees (Part IX, column (A), line 11e)		0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶0		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	21,812,395	8,851,702
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	30,149,592	16,362,637
19	Revenue less expenses Subtract line 18 from line 12	-40,187,209	27,870,581

		Beginning of Current Year	End of Year
Net Assets or Fund Balances			
20	Total assets (Part X, line 16)	227,006,879	254,676,267
21	Total liabilities (Part X, line 26)	85,601,675	88,203,357
22	Net assets or fund balances Subtract line 21 from line 20	141,405,204	166,472,910

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here

Signature of officer — Date: 2010-11-10

DOUG BAER CEO
Type or print name and title

Paid Preparer's Use Only

Preparer's signature		Check if self-empolyed ▶ ☐	Preparer's identifying number (see instructions)
Firm's name (or yours if self-employed), address, and ZIP + 4	PRICEWATERHOUSECOOPERS LLP 50 N LAURA ST SUITE 3000 JACKSONVILLE, FL 32202	EIN ▶	Phone no ▶ (904) 354-0671

May the IRS discuss this return with the preparer shown above? (see instructions) ☑ Yes ☐ No

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission

TO ADVANCE HEALTH AND WELL-BEING OF PERSONS REQUIRING REHABILITATION THROUGH SUPERIOR OUTCOMES, SERVICE, EDUCATION AND RESEARCH

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . . ☐ Yes ☑ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . . ☐ Yes ☑ No

If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses $ 1,766,888 including grants of $) (Revenue $ 8,890,053)

SEE SCHEDULE O

4b (Code) (Expenses $ including grants of $) (Revenue $)

4c (Code) (Expenses $ including grants of $) (Revenue $)

4d Other program services (Describe in Schedule O)

(Expenses $ including grants of $) (Revenue $)

4e **Total program service expenses** ▶ $ 1,766,888

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2		No
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II*	4	Yes	
5	**Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If "Yes," complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in term, permanent,or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		No
11	Is the organization's answer to any of the following questions "Yes"? *If so,complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.*	11	Yes	
	• Did the organization report an amount for land, buildings, and equipment in Part X, line10? *If "Yes," complete Schedule D, Part VI.*			
	• Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII.*			
	• Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII.*			
	• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX.*			
	• Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*			
	• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? *If "Yes," complete Schedule D, Part X.*			
12	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12		No
12A	Was the organization included in consolidated, independent audited financial statements for the tax year? **Yes** / **No**			
	If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional	12A	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? *If "Yes," complete Schedule F, Part I*	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the U S ? *If "Yes," complete Schedule F, Part II*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the U S ? *If "Yes," complete Schedule F, Part III*	16		No
17	Did the organization report a total of more than $15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17		No
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		No
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20		No

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**21**	Yes	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	**22**	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to line 25*	**24a**	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		No
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	**25a**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**		No
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or owner? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	**34**	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	**35**	Yes	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**		No

Part V Statements Regarding Other IRS Filings and Tax Compliance

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096, *Annual Summary and Transmittal of U.S. Information Returns. Enter -0-* if not applicable	1a	62		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		Yes	
2a	Enter the number of employees reported on Form W-3, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return	2a	116		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note:** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)	2b		Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	3a		Yes	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*	3b		Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a			No
b	If "Yes," enter the name of the foreign country ▶ _____ See the instructions for exceptions and filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .	5a			No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5c			
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?	6a			No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	7a			No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .	7f			No
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required? . . .	7g		Yes	
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h		Yes	
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8			No
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?	9a			No
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b			No
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			

Part VI **Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body . .	1a 14		
b	Enter the number of voting members that are independent . .	1b 13		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . .	3		No
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a material diversion of the organization's assets? . .	5		No
6	Does the organization have members or stockholders?	6		No
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a		No
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons? . .	7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		No
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b		
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	Yes	
11A	Describe in Schedule O the process, if any, used by the organization to review the Form 990			
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	Yes	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	Yes	
13	Does the organization have a written whistleblower policy?	13	Yes	
14	Does the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes" to line a or b, describe the process in Schedule O (See instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	Yes	
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b	Yes	

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶ FL

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you make these available Check all that apply

☐ Own website ☑ Another's website ☑ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public See Additional Data Table

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶

DOUGLAS M BAER
3599 UNIVERSITY BOULEVARD S
Jacksonville, FL 322164252
(904) 345-7600

Part VII Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year Use Schedule J-2 if additional space is needed

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

☐ Check this box if the organization did not compensate any current or former officer, director, trustee or key employee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
See add'l data										

1b Total . . . . . ▶	3,654,628	0	439,647

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ▶ 38

			Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	**3**	Yes	
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	**4**	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? *If "Yes," complete Schedule J for such person*	**5**		No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
FICKLING CONSTRUCTION 1703 LAMBERT STREET JACKSONVILLE, FL 32206	CONSTRUCTION	6,970,402
MILLER ELECTRIC COMPANY PO BOX 864149 ORLANDO, FL 328864149	CONSTRUCTION	287,828
ROGERS TOWERS BAILEY JONES 1301 RIVERPLACE BLVD SUITE 1500 JACKSONVILLE, FL 32207	LEGAL	176,827
HAMMOND ASSOCIATES 101 S HANLEY ROAD 3RD FL ST LOUIS, MO 631053406	CONSULTING	168,034
KPMG LLP ONE INDEPENDENT DRIVE SUITE 1100 JACKSONVILLE, FL 32202	TAX AND CONSULTING	147,810

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ▶ 7

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f 30,863				
	g	Noncash contributions included in lines 1a-1f $					
	h	**Total.** Add lines 1a-1f		30,863			
Program Service Revenue			Business Code				
	2a	MANAGEMENT FEES	541,610	8,930,903	8,890,053	40,850	
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	**Total.** Add lines 2a–2f		8,930,903			
	3	Investment income (including dividends, interest and other similar amounts)		6,231,123			6,231,123
	4	Income from investment of tax-exempt bond proceeds		0			
	5	Royalties		0			
			(i) Real / (ii) Personal				
	6a	Gross Rents	139,588 /				
	b	Less rental expenses	/				
	c	Rental income or (loss)	139,588 /				
	d	Net rental income or (loss)		139,588			139,588
			(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory	477,171,836 /				
	b	Less cost or other basis and sales expenses	448,535,638 /				
	c	Gain or (loss)	28,636,198 /				
	d	Net gain or (loss)		28,636,198			28,636,198
Other Revenue	8a	Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from fundraising events		0			
	9a	Gross income from gaming activities See Part IV, line 19	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from gaming activities		0			
	10a	Gross sales of inventory, less returns and allowances	a				
	b	Less cost of goods sold	b				
	c	Net income or (loss) from sales of inventory		0			
		Miscellaneous Revenue	Business Code				
	11a	OTHER REVENUE	900,099	4,330,702			4,330,702
	b	TRANSFERS IN/OUT	900,099	-4,066,159			-4,066,159
	c						
	d	All other revenue					
	e	**Total.** Add lines 11a–11d		264,543			
	12	**Total revenue.** See Instructions		44,233,218	8,890,053	40,850	35,271,452

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21	256,653	256,653		
2 Grants and other assistance to individuals in the U S See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	544,754		544,754	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	5,103,287	509,085	4,594,202	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	252,722	24,649	228,073	
9 Other employee benefits	994,832	114,358	880,474	
10 Payroll taxes	358,687	40,176	318,511	
11 Fees for services (non-employees)				
a Management	623,264	349,556	273,708	
b Legal	151,548	10,310	141,238	
c Accounting	112,528		112,528	
d Lobbying	0			
e Professional fundraising *See Part IV, line 17*	0			
f Investment management fees	0			
g Other	580,850		580,850	
12 Advertising and promotion	0			
13 Office expenses	153,319	30,760	122,559	
14 Information technology	0			
15 Royalties	0			
16 Occupancy	274,100	9,180	264,920	
17 Travel	0			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	0			
20 Interest	2,508,475		2,508,475	
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	1,265,171	15,068	1,250,103	
23 Insurance	39,887		39,887	
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a OTHER PURCHASED SERVICES	580,850		580,850	
b RECRUITING	274,732		274,732	
c MARKETING	650,857		650,857	
d DATA PROCESSING	384,377		384,377	
e TELEPHONE & UTILITIES	246,383		246,383	
f All other expenses	1,005,361	407,093	598,268	
25 **Total functional expenses.** Add lines 1 through 24f	16,362,637	1,766,888	14,595,749	0
26 **Joint costs.** Check here ▶ ☐ if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		371,379	1	529,393
	2	Savings and temporary cash investments			2	
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		704,296	4	550,093
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		339,173	9	413,132
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 55,985,503			
	b	Less accumulated depreciation	10b 3,398,572	44,628,330	10c	52,586,931
	11	Investments—publicly traded securities			11	
	12	Investments—other securities See Part IV, line 11		132,777,476	12	154,502,644
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets		221,951	14	158,115
	15	Other assets See Part IV, line 11		47,964,274	15	45,935,959
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		227,006,879	16	254,676,267
Liabilities	17	Accounts payable and accrued expenses		4,764,692	17	2,684,762
	18	Grants payable			18	
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities		53,699,805	20	49,143,823
	21	Escrow or custodial account liability *Complete Part IV of Schedule D*			21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons *Complete Part II of Schedule L*			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities Complete Part X of Schedule D		27,137,178	25	36,374,772
	26	**Total liabilities.** Add lines 17 through 25		85,601,675	26	88,203,357
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		141,405,204	27	166,472,910
	28	Temporarily restricted net assets			28	
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		141,405,204	33	166,472,910
	34	Total liabilities and net assets/fund balances		227,006,879	34	254,676,267

Part XI Financial Statements and Reporting

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		No
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both ☐ Separate basis ☑ Consolidated basis ☐ Both consolidated and separated basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
GENESIS HEALTH INC

Employer identification number
59-2249370

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1 ☐ A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state

_____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 ☐ An organization that normally receives (1) more than 331/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 331/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☑ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☑ Type I **b** ☐ Type II **c** ☐ Type III - Functionally integrated **d** ☐ Type III - Other

e ☑ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization? **11g(i)**		No
(ii) a family member of a person described in (i) above? **11g(ii)**		No
(iii) a 35% controlled entity of a person described in (i) or (ii) above? **11g(iii)**		No

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in col (i) of your support? Yes	(v) No	(vi) Is the organization in col (i) organized in the U S ? Yes	(vi) No	(vii) Amount of support?
AMERICAN HEART ASSOCIATION	135613797	0	Yes				Yes		0
Total									

Part II **Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public Support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 **Total support** (Add lines 7 through 10)						

12 Gross receipts from related activities, etc (See instructions) **12**

13 **First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2009 (line 6 column (f) divided by line 11 column (f)) **14**

15 Public Support Percentage for 2008 Schedule A, Part II, line 14 **15**

16a **33 1/3% support test—2009.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

b **33 1/3% support test—2008.** If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

17a **10%-facts-and-circumstances test—2009.** If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization ▶☐

b **10%-facts-and-circumstances test—2008.** If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization ▶☐

18 **Private Foundation** If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions ▶☐

Part III Support Schedule for Organizations Described in IRC 509(a)(2)

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public Support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support** (Add lines 9, 10c, 11 and 12)						

14 **First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ▶

Section C. Computation of Public Support Percentage

15	Public Support Percentage for 2009 (line 8 column (f) divided by line 13 column (f))	15
16	Public support percentage from 2008 Schedule A, Part III, line 15	16

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2009** (line 10c column (f) divided by line 13 column (f))	17
18	Investment income percentage from **2008** Schedule A, Part III, line 17	18

19a **33 1/3% support tests—2009.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶

b **33 1/3% support tests—2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶

20 **Private Foundation** If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions ▶

Part IV **Supplemental Information.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

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SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ **Complete if the organization is described below.**
▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2009

Open to Public Inspection

If the organization answered "Yes," to Form 990, Part IV, Line 3, or Form 990-EZ, Part VI, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes," to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered "Yes," to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, line 35a (regarding proxy tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of the organization	Employer identification number
GENESIS HEALTH INC	59-2249370

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV

2 Political expenditures ▶ $ _____

3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ $ _____

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ $ _____

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No

4a Was a correction made? ☐ Yes ☐ No

b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c) except section 501(c)(3).

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ $ _____

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt funtion activities ▶ $ _____

3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ▶ $ _____

4 Did the filing organization file **Form 1120-POL** for this year? ☐ Yes ☐ No

5 State the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	**(b)** Address	**(c)** EIN	**(d)** Amount paid from filing organization's funds If none, enter -0-	**(e)** Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

Part II-A **Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

A Check ☐ if the filing organization belongs to an affiliated group

B Check ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing Organization's Totals	(b) Affiliated Group Totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		
b Total lobbying expenditures to influence a legislative body (direct lobbying)		
c Total lobbying expenditures (add lines 1a and 1b)		
d Other exempt purpose expenditures		
e Total exempt purpose expenditures (add lines 1c and 1d)		
f Lobbying nontaxable amount Enter the amount from the following table in both columns		
g Grassroots nontaxable amount (enter 25% of line 1f)		
h Subtract line 1g from line 1a If zero or less, enter -0-		
i Subtract line 1f from line 1c If zero or less, enter -0-		

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over $500,000	20% of the amount on line 1e
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000
Over $17,000,000	$1,000,000

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? ☐ **Yes** ☐ **No**

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

		(a) Yes	(a) No	(b) Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?		No	
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		No	
c	Media advertisements?		No	
d	Mailings to members, legislators, or the public?		No	
e	Publications, or published or broadcast statements?		No	
f	Grants to other organizations for lobbying purposes?		No	
g	Direct contact with legislators, their staffs, government officials, or a legislative body?		No	
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	
i	Other activities? If "Yes," describe in Part IV	Yes		21,216
j	Total lines 1c through 1i			21,216
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

			Yes	No
1	Were substantially all (90% or more) dues received nondeductible by members?	1		
2	Did the organization make only in-house lobbying expenditures of $2,000 or less?	2		
3	Did the organization agree to carryover lobbying and political expenditures from the prior year?	3		

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes".

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) non-deductible lobbying and political expenditures **(do not include amounts of political expenses for which the section 527(f) tax was paid).**		
a	Current year	2a	
b	Carryover from last year	2b	
c	Total	2c	
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 1i. Also, complete this part for any additional information.

Identifier	Return Reference	Explanation
ACTIVITIES ATTEMPTING TO INFLUENCE LEGISLATION	SCHEDULE C PART IV	Genesis Health, Inc dba / Brooks Health System pays annual dues to Fair Fund, the Florida Hospital Association (FHA) and the American Medical Rehabilitation Providers Association (AMRPA) These organizations use a percentage of the annual dues collected to fund lobbying activities Brooks Health System does not support other lobbying activities outside of these entities

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
GENESIS HEALTH INC

Employer identification number
59-2249370

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit ☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)
☐ Preservation of land for public use (e g , recreation or pleasure)
☐ Preservation of an historically importantly land area
☐ Protection of natural habitat
☐ Preservation of a certified historic structure
☐ Preservation of open space

2 Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

		Held at the End of the Year
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

(ii) Assets included in Form 990, Part X ▶ $ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a ☐ Public exhibition
- b ☐ Scholarly research
- c ☐ Preservation for future generations
- d ☐ Loan or exchange programs
- e ☐ Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table

		Amount
c	Beginning balance	1c
d	Additions during the year	1d
e	Distributions during the year	1e
f	Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

		(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a	Beginning of year balance					
b	Contributions					
c	Investment earnings or losses					
d	Grants or scholarships					
e	Other expenditures for facilities and programs					
f	Administrative expenses					
g	End of year balance					

2 Provide the estimated percentage of the year end balance held as

- a Board designated or quasi-endowment ▶ %
- b Permanent endowment ▶ %
- c Term endowment ▶ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Investments—Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		33,524,256		33,524,256
b Buildings		14,520,712	978,106	13,542,606
c Leasehold improvements				
d Equipment		5,426,717	1,890,116	3,536,601
e Other		2,513,817	530,352	1,983,468
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				52,586,931

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives		
Closely-held equity interests		
Other INVESTMENT IN AFFILIATES	20,000	F
OPERATING INVESTMENT CD'S	32,132,991	F
MARKETABLE SECURITIES	122,349,653	F
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶	154,502,644	

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) should equal Form 990, Part X, col (B) line 13)* ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
BONDS LT INVESTMENT	4,894,050
BOARD DESIGNATED FUNDS	40,421,888
BOND ISSUE COSTS	539,993
BOND SWAP VALUATION	80,028
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	45,935,959

Part X Other Liabilities. See Form 990, Part X, line 25.

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	0
DUE TO AFFILIATES	31,726,946
PLEDGES PAYABLE	4,475,555
DEFERRED INSURANCE EXPENSE	172,271
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	36,374,772

2. Fin 48 Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
4	Amounts included on Form 990, Part IX, line 25, but not on line **1:**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
ASC740 FOOTNOTE	PART X	ON JANUARY 1, 2007, THE COMPANY ADOPTED ASC 740, UNCERTAIN TAX POSITIONS (FORMERLY "FIN 48") THE COMPANY DETERMINDED THAT ASC 740 DID NOT HAVE A MATERIAL IMPACT ON ITS FINANCIAL POSITION OR RESULTS OF OPERATIONS

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
GENESIS HEALTH INC

Employer identification number
59-2249370

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . ☑ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed . . . . . ▶ ☐

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
UNIVERSITY OF FLORIDA PO BOX 113001 GAINESVILLE,FL 32611	596002052		12,028				RESEARCH GRANT
HEART OF FLORIDA UNITED WAY INCPO BOX 864228 ORLANDO,FL 32886	590808854	501(C)(3)	70,590				GENERAL SUPPORT
JACKSONVILLE SYMPHONY300 W Water St suite 300 jacksonville,FL 32202			22,500				genERAL support
OPPORTUNITY DEVELOPMENT INC2709 ART MUSEUM DRIVE JACKSONVILLE,FL 32207	591842440	501(C)(3)	20,000				General Support
Shands Jacksonville Medical Center Inc500 W 8th Street Jacksonville,FL 32209	592142859	501(C)(3)	15,000				General Support
FL Community College Foundation4501 Capper Rd Jacksonville,FL 32218			14,775				General Support
St Vincents Healthcare Foundation1 Shircliff Way PO Box 41564 Jacksonville,FL 32203		501(C)(3)	12,500				General Support
American Heart Association 5851 St Augustine Rd Jacksonville,FL 32207	135613797	501(C)(3)	10,000				General Support
Brooks Health Foundation Inc3599 University Blvd S Jacksonville,FL 32216	592249340	501(C)(3)	10,000				General Support
Jacksonville Wolfson's Children Hospital1325 San Marco Blvd Jacksonville,FL 32207	591452787		6,000				General Support
Other Contributions Paid Under 5000			53,260				General Support

2 Enter total number of section 501(c)(3) and government organizations . . . . . ▶ 46

3 Enter total number of other organizations . . . . . ▶

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
Procedures for Monitoring the Use of Grant Funds	Schedule I Part I Question 2	Genesis Health, Inc is very selective when selecting organizations for grant funds All organizations are 501 (c)(3) or government organizations All funds are board approved prior to distribution Documentation of all grants and awards are maintained by management Agreements for all grants/awards are all entered into prior to funding

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
GENESIS HEALTH INC

Employer identification number
59-2249370

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items			
	☐ First-class or charter travel	☐ Housing allowance or residence for personal use		
	☐ Travel for companions	☐ Payments for business use of personal residence		
	☑ Tax idemnification and gross-up payments	☑ Health or social club dues or initiation fees		
	☐ Discretionary spending account	☐ Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement orprovision of all the expenses described above? If "No," complete Part III to explain	**1b**	Yes	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	**2**	Yes	
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply			
	☑ Compensation committee	☑ Written employment contract		
	☑ Independent compensation consultant	☑ Compensation survey or study		
	☑ Form 990 of other organizations	☑ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization			
a	Receive a severance payment or change-of-control payment?	**4a**	Yes	
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**		No
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		No
b	Any related organization?	**5b**		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	**6a**	Yes	
b	Any related organization?	**6b**	Yes	
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**	Yes	
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		No

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
DOUGLAS M BAER	(i) (ii)	330,764	56,868	9,536	14,250	9,952	421,370	
KAREN WRIGHT-BENNETT	(i) (ii)	251,927	160,500	0	14,070	1,091	427,588	0
MICHAEL SPIGEL	(i) (ii)	256,425	43,886	22,458	14,179	5,804	342,752	0
ODIN BERG	(i) (ii)	212,841	30,365	29,296	11,724	4,916	289,142	0
ERIC C NIXON	(i) (ii)	182,646	125,500	0	10,072	1,052	319,270	0
PATRICIA DEBEAR	(i) (ii)	175,039	25,753	13,312	9,838	6,328	230,270	0
KAREN GALLAGHER	(i) (ii)	165,175	24,541	5,856	9,453	4,919	209,944	
ROBERTY SHRYOCK	(i) (ii)	162,109	16,051	0	9,628	474	188,262	0
KAREN GREEN	(i) (ii)	113,241	12,121	24,449	7,016	4,636	161,463	0
THERESA GATES	(i) (ii)	112,976	35,171	0	3,679	442	152,268	0
LINDA ERICKSON-JOEL	(i) (ii)	133,623	10,223	3,241	8,367	6,239	161,693	0
ELIZABETH FALLON	(i) (ii)	0	32,643	229,423	0	7,467	269,533	0
DEBORAH STEWART	(i) (ii)	22	19,182	232,269	0	363	251,836	0
CHARLES SCHAUER	(i) (ii)	396	0	125,464	0	6,444	132,304	0

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8 Also complete this part for any additional information

Identifier	Return Reference	Explanation
DESCRIPTION OF QUESTIONS 1A PAYMENTS	SCHEDULE J PART 1 LINE 1A	Brooks reimburses the social club initiation fees and annual dues to certain key employees of the organization It grosses up the total amount paid to the employee to reimburse the employee for the taxes associated with the payment This benefit is limited to the system CEO and system Vice Presidents
COMPENSATION CONTINGENT ON NET EARNINGS	SCHEDULE J PART I LINE 6	Incentive compensation accruals were made for the system ceo and system vice presidents in 2009 for a plan that is, in part, based on the net earnings of the system, or individual organizations in the system
DESCRIPTION OF NON-FIXED PAYMENTS	SCHEDULE J PART I QUESTION 7	Incentive compensation accruals were made for the system ceo and system vice presidents in 2009 for a plan that is, in part, based on the measurement of certain quality, patient satisfaction, and other non-financial criteria for the system, or individual organizations in the system
SEVERANCE, SUPPLEMENTAL PLAN, AND EQUITY BASED COMPENSATION	FORM 990, SCHEDULE J, PART I, LINE 4A	THE FOLLOWING RECEIVED SEVERENCE OR CHANGE OF CONTROL PAYMENTS Fallon, Elizabeth 196,801 Stewart, Deborah 232,269 Schauer, Charles 103,846 ---------- TOTAL 532,916

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Schedule K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Schedule O (Form 990).**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
GENESIS HEALTH INC

Employer identification number
59-2249370

Part I Bond Issues

	(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased Yes	(g) Defeased No	(h) On Behalf of Issuer Yes	(h) On Behalf of Issuer No
A	JACKSONVILLE HEALTH FACILITIES AUTHORITY			12-01-2007	95,000,000	FINANCING CAPITAL IMPROVEMENTS		X		X

Part II Proceeds

		A	B	C	D	E
1	Total proceeds of issue	95,000,000				
2	Gross proceeds in reserve funds	8,363,488				
3	Proceeds in refunding or defeasance escrows					
4	Other unspent proceeds					
5	Issuance costs from proceeds	900,000				
6	Working capital expenditures from proceeds					
7	Capital expenditures from proceeds	35,180,019				
8	Year of substantial completion	2009				

		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
9	Were the bonds issued as part of a current refunding issue?	X									
10	Were the bonds issued as part of an advance refunding issue?		X								
11	Has the final allocation of proceeds been made?	X									
12	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X									

Part III Private Business Use

		A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X								
2	Are there any lease arrangements with respect to the financed property which may result in private business use?	X									

Part III Private Business Use *(Continued)*

		A Yes	A No	B Yes	B No	C Yes	C No	D Yes	D No	E Yes	E No
3a	Are there any management or service contracts with respect to the financed property which may result in private business use?		X								
3b	Are there any research agreements with respect to the financed property which may result in private business use?		X								
3c	Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?	X									
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶		0 010 %								
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶		0 450 %								
6	Total of lines 4 and 5		0 460 %								
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X									

Part IV Arbitrage

		A Yes	A No	B Yes	B No	C Yes	C No	D Yes	D No	E Yes	E No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X								
2	Is the bond issue a variable rate issue?		X								
3a	Has the organization or the governmental issuer identified a hedge with respect to the bond issue on its books and records?	X									
b	Name of provider	MERRILL LYNCH									
c	Term of hedge		30								
4a	Were gross proceeds invested in a GIC?		X								
b	Name of provider	MORGAN STANLEY									
c	Term of GIC		30								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?	X									
5	Were any gross proceeds invested beyond an available temporary period?		X								
6	Did the bond issue qualify for an exception to rebate?		X								

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SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
GENESIS HEALTH INC

Employer identification number
59-2249370

Identifier	Return Reference	Explanation
990 Review Process	990 Part VI Question 11A	The Federal Form 990 tax return will be reviewed internally and then presented to the audit committee for review The audit committee will prepare a summary which will be presented to the Board of Directors with the 990 tax return prior to submission
Disclosure of Conflict of Interest	Form 990, Part VI Question 12c	Each year Board Members are required to fill out a form that will disclose any relationships that may be considered to create a conflict of interest These forms are reviewed by management and any concerns are referred to the Board if necessary
Review of Compensation Decisions	Form 990, Part VI Question 15A&B	Brooks Health uses an outside consultant for all officer, executive, and top management officials compensation decisions The compensation committee of the board must approve any and all decisions regarding executive pay
Method of making documents available to public	Form 990, Part VI Question 19	The Organization's Federal Form 990 tax return is posted on guidestar org by the IRS once the return has been processed The tax return, governing documents, and conflict of interest statement are all made available to the public upon request
PROGRAM SERVICE ACTIVITY #1	FORM 990, PART III, LINE 4A	SEE ATTACHMENT
PROGRAM SERVICE ACTIVITIES		Physical Therapy Residency Beginning January 2007, residents began a 12-month advanced training program that consists of intense hands-on learning and clinical mentoring within the specialty area of orthopedics In keeping with our vision of providing rehabilitation leadership to the community, Brooks identified this program as a critical method for developing future clinical leaders in Physical Therapy (PT) As one of only 33 clinical residency and fellowship programs in the country, and one of only two of which are located in Florida, therapists who complete a Clinical Residency Program and/or Clinical Fellowship Program generally demonstrate superior clinical skills, advanced knowledge in a specific area of clinical practice and the ability to act as advocates and educators to their peers and patients The Brooks program will markedly advance the clinical and critical thinking skills of the participants who complete the program and also develop future educators UNF Physical Therapy Educator Program In April of 2008, Brooks entered into a partnership with the UNF Department of Physical therapy to provide 2 Brooks physical therapists as assistant professors in PT Due to the expertise of Brooks' practicing clinicians and the growing need for physical therapists graduating from local colleges and universities to be well-trained and ready for clinical care, this educational initiative will use two Brooks Physical Therapists as part-time educators at UNF to assist university faculty in Anatomy and Clinical Skills labs for physical therapy students Future Direction The Brooks Health System has accepted an ongoing promise to use its resources to improve the health and well-being of people requiring rehabilitation throughout Florida and Southeast Georgia In 2005, Brooks conducted interviews with key community leaders to identify the needs and set priorities for our community benefit activities The growth since then has been based on this feedback and tracked for achievement of goals As this report demonstrates, Brooks has substantially increased the amount of community benefit provided through uncompensated care, research, education, community health programming, and other initiatives To assure that we were addressing the most important community needs related to our mission, Brooks conducted another survey of the community in 2008 We interviewed community leaders, former patients, family members, and other groups serving the disabled population Our community health plan was based on the findings of those interviews and feedback on community need With Brooks unique mission in our community, we have followed criteria to guide our community benefit investments they must meet the community's rehabilitation needs, it must have maximum impact on the community, it must span the continuum of care, it must have measurable outcomes and it must positively impact our partnerships and role in the community serving those with disabling conditions or injuries In 2007, we produced and broadly distributed a community benefit report to help communicate and advance the cause of serving those with disabilities, and making our community more disability-friendly As we move into 2011 we will continue to develop these and new programs and partnerships to meet specific rehabilitation needs that are not currently being met Brooks is also committed to providing continued funding for uninsured care, to continuing investments in research and professional education that will benefit the industry and community at large
SUPPORTED ORGANIZATIONS	SCHEDULE A, PART I, LINE H	(I) Name of Supported Organization Genesis Health Development, Inc (BHD") The Genesis Health Foundation ("BHF") Genesis Rehabilitation Hospital ("BRH") Brooks Home Care Advantage ("BHCA") (II) EIN BHD 59-2249372 BHF 59-2249340 BRH 59-3284221 BHCA 26-4561148 (III) Type of Organization BHD 09 BHF 07 BRH 03 BHCA 09 (IV) Is the organization in Col (I) listed in your governing document? BHD Yes BHF Yes BRH Yes BHCA Yes (V) Did you notify the organization in Col (I) of your Support? BHD Yes BHF Yes BRH Yes BHCA Yes (VI) Is the organization in Col (I) organized in the U S ? BHD Yes BHF Yes BRH Yes BHCA Yes (VII) Amount of Support BHD None BHF None BRH None BHCA None
AUDITED FINANCIAL STATEMENTS	SCHEDULE D, PART XI - PART XIII	Genesis Health, Inc ("BHS") is audited as part of the consolidated audit of Genesis Health System The financial statements of BRS are not audited at the single entity level, but are audited as part of the consolidated audit

Identifier	Return Reference	Explanation
Schedule O attachment	Program Service Activity #1 Form 990, Part III, Line 4a	SCHEDULE O ATTACHMENT PROGRAM SERVICE ACTIVITY #1 FORM 990, PART III, LINE 4A Introduction Brooks Health System (Brooks Rehabilitation) has a long-standing tradition of providing quality inpatient and outpatient rehabilitation care to Northeast Florida and Southeast Georgia As a non-profit health system, we are dedicated to meeting the needs and improving the health of our community This role serves as the foundation for everything we do as expressed in our mission, "To advance the health and well-being of persons requiring rehabilitation through superior outcomes, service, education and research " Community members benefit daily from the services and care that Brooks Rehabilitation provides Whether it is through charity care, sponsoring a multi-sport adaptive sports and recreation program, or holding free continuing education for healthcare professionals, Brooks is always working to improve access to quality healthcare in the communities we serve We believe community participation is fundamental to our mission and our employees share this sentiment While our inpatient and outpatient services are providing community benefit each and every day, Brooks' impact reaches far beyond its walls through community partnerships, research, training and education and community health programming For the purpose of this report, Brooks Health System (Brooks) is comprised of the following not-for-profit legal entities 1 Genesis Health, Inc d/b/a Brooks Health System FEIN [59-2249370] 2 Genesis Rehabilitation Hospital, Inc d/b/a Brooks Rehabilitation Hospital FEIN [59-3284221] 3 Genesis Health Development, Inc d/b/a Brooks Health Development FEIN [59-2249372] 4 The Genesis Health Foundation, Inc d/b/a Brooks Health Foundation FEIN [59-2249340] 5 Physical Medicine Specialists, Inc FEIN [59-3530305] 6 Brooks Homecare Advantage, Inc FEIN [26-2216181] I General Information Our History For more than 35 years, Brooks has been the source for comprehensive rehabilitation services in North and Central Florida and Southeast Georgia We are proud of our caring culture and community focus Helping patients make the transition to independence in an easier and less stressful way is an important part of our work We accomplish this through our hospital programs and network of outpatient therapy clinics, designed to meet every rehabilitation need from sports injuries, work-related problems, and orthopedic post-surgical recovery to more complex brain and spinal cord injuries and stroke Brooks Rehabilitation includes the only inpatient rehabilitation hospital in the region and one of the largest in the country with 143 beds, over 20 outpatient rehabilitation centers, a home health agency and a research initiative with over 20 active clinical trials Brooks Center for Rehabilitation Studies, in collaboration with the University of Florida is also furthering our knowledge in the rehabilitation sciences and is successfully yielding promising outcomes Brooks Rehabilitation Hospital Brooks Rehabilitation Hospital includes a free-standing rehabilitation facility licensed for 143-beds The hospital is dedicated to treating adults and children with brain injury, stroke, spinal cord injury, hip fracture, comprehensive orthopedic problems and other disabling conditions Brooks Rehabilitation Hospital is accredited by the Joint Commission on Accreditation of Healthcare Organizations (JCAHO) and CARF, the Rehabilitation Accreditation Commission The hospital is one of Florida's only state-designated treatment facilities for brain and spinal cord injury for children and adults Brooks Outpatient Rehabilitation By the end of 2009 Brooks had 26 outpatient clinics throughout North and Central Florida and Southeast Georgia These continue to meet the needs of our patients after they leave the rehabilitation hospital as well as serve those who may not have required hospitalization, but are in need of rehabilitation The outpatient clinics are designed to provide a range of services to patients of all ages, including physical, occupational, speech-language, and cognitive therapies Specialized programs and day treatment programs are also available for chronic pain, head injury, sports injury treatment, brain injury and stroke, and industrial rehabilitation Brooks Home Care Advantage On June 30, 2008, Brooks acquired a home health agency- Brooks Home Care Advantage Brooks is now offering a full spectrum of skilled nursing and rehabilitation options for those leaving the hospital with continued health care needs that can be met at home Brooks Home Care Advantage offers a wide array of in-home health services such as skilled nursing care, physical therapy, speech therapy, respiratory therapy, occupational therapy, infusion therapy, enterostomal therapy, massage therapy and more Brooks Rehabilitation Specialists, This Brooks' non-profit physician group composed of 5 credentialed specialists in rehabilitation medicine (physiatrists), established to provide outpatient physician care to patients requiring this specialized care This medical group includes one of the few credentialed pediatric physiatrists in Florida, and the only one in Jacksonville These physicians engage in direct patient care in the hospital and outpatient, provide medical education to residents from University of Florida, and provide community education to the medical community and the community at large Brooks Center for Rehabilitation Studies Since its inception in 1999, Brooks' efforts in conjunction with the University of Florida continue to advance the science of rehabilitation for the community at large We have conducted over 20 clinical research trials on innovative and advanced treatments and technologies to improve our patient's quality of care and helps maximize their physical function This also increases Brooks' ability to advocate for and expand access to care for those with disabilities Brooks is committed to meeting its responsibility to improve healthcare and health care outcomes in the communities it serves throughout Northeast Florida and Southeast Georgia The tangible impact of Brooks is reported in the following pages, however, the daily impact that Brooks has in this region is beyond measure II Quality Care Provided to Patients Brooks takes great pride in the quality care we offer our patients each year as illustrated in our clinical outcomes and patient satisfaction scores In 2009 " Overall, Brooks patients have a higher improvement in physical functioning at discharge compared to other rehabilitation hospitals nationally ** " 95% of patients responded positively to the question "Likelihood of Recommending Brooks "* " Brooks returns 70% of patients back to their homes, which is more than other rehabilitation hospitals nationally ** " Patients are admitted faster and can begin the rehabilitation process sooner at Brooks than in other rehabilitation hospitals across the nation ** Source * Patient Satisfaction as measured by the Press Ganey Patient Satisfaction Survey 12/08-11/09 ** Outcomes data from eRehabData 12/08-11/09

Identifier	Return Reference	Explanation
Schedule O Attachment cont	Program Service Activity #1 Form 990, Part III, Line 4a	III Community Benefit provided in 2009 $5,046,863 Brooks is Northeast Florida's resource for improving the quality-of-life for those living with disabilities and reducing the risk of physical disability through advocacy, awareness, education, research, and rehabilitation services Programs under community benefit include (a) charity, underinsured and uninsured care, (b) research, (c) community health programs and services, and (d) education programs for healthcare professionals a) Charity, Underinsured and Uninsured Care $2,462,684 Brooks Rehabilitation has continued to increase the amount of free care to charity, underinsured and uninsured patients each year In 2009, Brooks provided $1,670,517 of free care (at cost) in the hospital, which was equivalent to 1,495 patient days Charity and other free care provided to outpatient's visits were equivalent to $521,734 in costs Additional Charity provided by Brooks Home Care advantage were equivalent to $61,807 in costs Brooks provides free care to medically and financially qualified charity, uninsured, and underinsured patients falling below 400% of the federal poverty income guidelines Brooks also provides free care to patients whose charges for care are catastrophic This is defined as charges that exceed 25% of the federal poverty threshold In addition, staff provides funding for the needs of charity patients through their donations for this purpose In 2009, Brooks' employees donated to a fund which provided $32,643 in free and medically necessary equipment, medications, wheelchair ramps, and other minor expenditures needed by patients to return home Brooks also provides care to Medicaid patients in the hospital and outpatient clinics There were 1,798 Medicaid days provided in 2009, including 1,635 Medicaid HMO days Since the Medicaid program reimburses at a rate significantly below the cost of care, there was a net loss to Brooks in providing this care Brooks charges its uninsured patients at the average discounted rate received by private insurers, Medicare, and Medicaid Generous income guidelines along with patient-friendly billing practices allows Brooks to provide comprehensive rehabilitation services to Florida and Georgia residents who would not otherwise have access to this level of care These benefits not only improve the functional independence of our patients, but lead them to a better quality of life, b Research $640,132 In 2009, Brooks continued to support the growth and advancement of the Brooks Center for Rehabilitation Studies (Brooks Center) in collaboration with the University of Florida's College of Medicine at Shands Jacksonville This funding will be used to support research taking place in both Brooks' and UF facilities The agreement will result in the addition of six dedicated, doctoral-level researchers and support staff working at the Brooks Center and at UF Health Science Center- Jacksonville At its inception in 1999, Brooks provided a $2 5 million endowment In 2002, Brooks extended its commitment by pledging an additional $1 3 million over five years The Brooks Center also builds strong relationships between medical research and real-world rehabilitation applications, particularly the treatment of individuals with brain and spinal cord injuries Brooks' ongoing funding and collaborative outlook provides its current and former patients with the opportunity to participate in and benefit from advanced research The Brooks Center endeavors to become a "best practices" model in an ever changing and highly individualized medical discipline The Brooks Center also utilizes its research and studies to influence changes in public policy regarding medical rehabilitation and the treatment of those with disabling injuries and illness By choosing to be a recognized leader in rehabilitative medicine Brooks endeavors to advance rehabilitation science, improve patient outcomes, and contribute to reducing the cost of treatment The financial resources that Brooks Health System contributes annually is easily quantifiable, however, over time the cumulative impact of these research efforts on the quality of life for those suffering from disabling conditions will provide ongoing benefit to the community We believe that the success that Brooks has experienced on behalf of its patients by working with the University of Florida will be mirrored in the expanding partnership with the University of North Florida moving forward Currently Brooks is involved in more than 20 active clinical trials conducted in partnership with the University of North Florida, University of Florida, Duke University, Shands Jacksonville, Mayo Clinic and the Veterans Administration Among the most innovative are LEAPS (Locomotor Experience Applied Post-Stroke) LEAPS is the largest rehabilitation research trial ever funded by the National Institute of Health The study compares a specialized locomotor training program to a home-based, low intensity exercise program to determine which is more effective at improving walking in the first year after a stroke Brooks is one of five sites across the country involved in the study, which is examining 400 stroke survivors over three-and-a-half years BICS (Brain Injury Coping Skills) Brooks Rehabilitation is one of three participating sites that will be gathering pilot data in order to examine the efficacy of a structured treatment group, Brain Injury Coping Skills (BICS), designed for individuals with Acquired Brain Injury (ABI) and their caregivers The two other sites include the Rehabilitation Hospital of Indiana and the Mayo Clinic in Rochester, Minnesota Survivors of an ABI and their caregivers will be recruited during their inpatient or outpatient treatment at the Brooks Rehabilitation Hospital All participants will be assessed at baseline, immediately following treatment, and at a three-month follow-up The Learning Trajectory for Patients with Spinal Cord Injury (SCI) and the Teaching Trajectory for Spinal Cord Injury Nurses in a Rehabilitation Setting The purpose of this study is to investigate the best ways for a rehabilitation nurse to teach a patient with a SCI and how to facilitate learning Developing a Computer Adaptive Functional Cognitive Measure in Stroke The purpose of this study is to develop a computer adaptive way to measure cognitive skills of acute and chronic stroke patients The Use of D-Amphetamine to Augment Physical and Rehabilitation in Acute Stroke (CVA) The purpose of this study is to determine whether the administration of d-amphetamine, 10 mg/day, improves effectiveness of physical and cognitive rehabilitation post CVA Efficacy and Mechanism of Opioids for Chronic Low Back Pain Central Sensitization for Opioid-Induced Hyperalgesia The purpose of this study is to investigate the efficacy and mechanism of long term opioid use for chronic pain conditions specifically focusing on "central sensitizations" a potential mechanism for the phenomenon for opioid induced hyperalgesia Matching the Needs of stroke patients with Caregiving Resources to Improve outcomes The purpose of this study is to improve outcomes during the transition from rehabilitation to home for stroke patients and of Stroke Patients with Caregiving Translating Motor Learning and Neural Plasticity Principles to Stroke Care at Brooks Rehabilitation Hospital Research shows that practice is the strongest known variable for motor leaning to occur and that task related practice is advocated during stroke rehabilitation in order to improve functional performance of daily activities The Study will translate principles of neural plasticity and motor learning into stroke care at Brooks Rehabilitation Hospital This study will build on findings that repetition is key to long lasting neural changes The study will enroll 300 stroke patients Spiritual Well-Being in Rehabilitation Patients The purpose of this study is to understand spiritual wellbeing in rehabilitation patients, particularly those with spinal cord injuries, and to determine what brings them peace and a sense of wellbeing

Identifier	Return Reference	Explanation
Schedule O attachment cont	Program Service Activity #1 Form 990, Part III, Line 4a	c Community Health Programs and Services $1,481,460 Due to the expansion of our outpatient clinics, in 2008 Brooks Community Health has expanded its reach to some of our outpatient clinics Brooks devotes Community Health funding to advance the health of the communities we serve, particularly for those living with disabilities, and to prevent disabilities among those at risk Providing a variety of health prevention, education, screening, support, and community reintegration services positively impacts the community Those living in the community are more likely to return to work, engage in healthy activities, and prevent further health, social and environmental problems Our past patients, family members, and others in the community are contributing to the community through volunteer and paid work, educating others about disability prevention, and making our community a disability-friendly place to live and work Brooks partners with other organizations for project development and implementation as designated by the Board of Directors The programs are responsible for reporting outcomes annually to insure program objectives are met Brooks reviews these program and project outcomes to determine if the program will continue to be ongoing Partnership Support Brooks supported numerous nonprofits whose work is strategically tied to our mission We participate in their health-related activities, walks and runs, contribute to their educational events, and partner in offering needed services Some of the community based organizations who have benefited from our support include the Independent Living Resource Center, whose free "loan closet" of needed equipment and tools for the disabled has been funded by Brooks, support of fund-raising and board membership for the Ronald McDonald House, support of fund-raising events for the American Cancer Society, American Heart Association, the Brain Injury Association of Florida, Florida Disabled Outdoors Association, Clearwater Adaptive Tennis program and many others Brooks continues to make payments on its 5 year commitment to contribute $2 5 million to five providers' community benefit activities Sports Outreach In an effort to enhance our commitment to sports therapy, Brooks has become the official rehabilitation provider for 4 local public high schools Brooks is working with the head athletic trainer and team physician to provide sports therapy to 12 boys and 10 girls' athletic programs The program focuses on prevention techniques to reduce the frequency of sports-related injury Brooks has provided new equipment needed to operate the sports medicine facility and is implementing an athletic injury and treatment tracking software database Brooks also offers educational programs concerning how students can reduce their chances of injury Brooks Adaptive Sports and Recreation Program Children and adults living with physical disabilities increase body awareness, build self confidence and learn new life skills by participating in sports and recreation opportunities Examples of adaptive sports programs at Brooks as well as partnerships that have been developed for adaptive sports include adaptive rowing, Wheelchair Basketball, Handcycling, Wheelchair Tennis, Adaptive Horseback Riding, Wheelchair Rugby, many special clinics and events for disabled athletes, and partnership with They Will Surf Again Play Smart Stay Safe Brooks Community Health provided injury prevention education and safety helmets, custom fitted by Brooks therapists and nurses, to approximately 150 underserved children at the Spring Glen United Methodist Church Fall Festival on October 17, 2009 Senior Health Fair On October 12, 2009, Brooks Community Health provided health screenings and educational seminars for approximately 120 seniors at the North Jacksonville Baptist Church Health screenings included blood pressure, glucose testing, balance screenings for falls prevention, bone density, BMI, and other valuable information Brain Injury Collation for Kids Together with Shands Jacksonville, Brooks is developing an unparalleled database to gather data on the treatment and outcomes of children's traumatic injuries This database will help physician and therapists enhance their knowledge of post-injury issues, design more effective treatments, and formulate strategies and programs to prevent acute injuries Once completed, this database will be the only long-term, ongoing pediatric trauma database in the U S Out Patient Transportation Patients with disabilities who need transportation to and from outpatient centers and who qualify for charity care, are provided transportation funded by Brooks Community Health Patient providers can schedule transportation for patients who need to receive treatment or who are being referred to other services 5 days a week Jacksonville Sports Medicine This partnership between Wolfson Children's Hospital, Nemours Children's Hospital, Brooks, and many leading orthopedic surgeons serves the Duval County School System by funding staff, support services, and facilitation of sports medicine to many high schools This program prevents injuries by conducting free sports physicals to hundreds of public school athletes It also provides education and training for educators and coaches at the schools to increase injury prevention activities It has funded new full-time athletic trainers at high schools who attend athletic events along with volunteer physician attendance, and collects data on injury prevention Support Groups Brooks recognizes that recovery often involves physical and psychological as well as emotional components Community-based groups play a critical role in the re-integration and comprehensive rehabilitation of people living with disabilities in Northeast Florida and Southeast Georgia As a result, Brooks offers or aids a variety of support groups to assist current and former patients in regaining their ability to lead successful, independent lives Many of our leaders serve as contact persons and organizers for these groups Brooks lends a range of supporting resources to these groups, such as meeting rooms, permanent office space, knowledge experts, catering services, and other educational programming Brooks Health System currently maintains relationships with the ALS Support Group, Gateway Stroke Club, Spinal Cord Support Group of Jacksonville, Peripheral Neuropathy Support Group, and the Jacksonville Brain Injury Support Group Celebrate IndependenceTM Celebrate IndependenceTM is Brooks' annual community celebration for former patients and families, caretakers, therapists, service providers, students, and others interested in the needs of the physically disabled The event serves to celebrate individual and community accomplishments, award those making a difference in the lives of persons with disabilities, and raise general awareness of the issues in our area The event includes educational and informational exhibits focusing on recreational, cultural, psychological, and physical opportunities to further recovery and improve quality of life Exhibit space is provided free of charge and included approximately 20 non-profit exhibitors in 2009 Brooks Rehabilitation offers educational opportunities for all clinicians in the Greater Jacksonville area at this event Each participant is eligible for 2 CEU credits at no cost ThinkFirst ThinkFirst is a National Injury Prevention Foundation founded by America's Neurosurgeons Brooks Health System collaborates with Shands Jacksonville Medical Center and others in the medical community to offer this Brain and Spinal Cord Injury Program to public high school students in the region Our therapists and nurses provide students with information on brain and spinal cord anatomy, mechanisms of injury and injury prevention behaviors and strategies Personal stories and guidance are shared to help the teens make safe, responsible choices and decrease the likelihood of becoming a victim of a devastating accident resulting in a brain or spinal cord injury

Identifier	Return Reference	Explanation
Schedule O Attachment Cont	Program Service Activity #1 Form 990, Part III, Line 4a	Youth Leadership Jacksonville and Jacksonville Health and Human Services In 2009, Brooks hosted students from the Youth Leadership Jacksonville program - fifty of the community's best and brightest future leaders Students were exposed to rehabilitation centered educational programs in both the inpatient and outpatient settings in addition to prevention messages from staff and former patients Students were also provided with information on how to relate to and understand the needs of a peer with a disability This educational experience included invited speakers from the Brooks' staff and administration, current and former patient testimonials, and therapy demonstrations Brooks School Re-entry Program Initiated many years ago, the Brooks School Re-entry Program is an ongoing program that works to maximize a child's successful transition back to school following a disabling illness or injury and minimizes lost academic learning while in the inpatient setting This program employs a re-entry coordinator who serves as the liaison between Brooks, the school system, and family The program includes educational programs for classmates, education professionals, and families to better understand the challenges and needs of a student transitioning back into the community following a traumatic injury or illness Interventions are provided as needed and are determined by the interdisciplinary treatment team for each individual child In 2009, the program served a total of 97 new patients, 96 from public schools and 1 from a private school The services provided by this program impacted 29 school districts in 4 states Brooks Brain Injury Clubhouse October 6, 2008, the Brooks Clubhouse Opened Brooks Community Health began planning for a Community Clubhouse for individuals living with brain injury to regain social, physical, cognitive and vocational abilities early in 2006 Members participate in activities, and manage Clubhouse operations, helping them reestablish themselves in the community and return to work Working side-by-side with professional staff, members run every aspect of the Clubhouse, including administration, research, orientation, hiring, training and evaluation of staff, public relations and advocacy Brooks Community Resource Center In November of 2008, Brooks created an online Community Resource Center It is a Web site of rehabilitation resources for patients, professionals, caregivers and members of the community It includes links to community services, an online resource library of rehabilitation services organized by topic area, education for family members to learn more about the injury and rehabilitation of a family member who has been discharged from the hospital, up-to-date education and research information related to the full continuum of rehabilitation care for the community and patients and an online peer reviewed journal database Community Education on Stroke Brooks community health is committed to the prevention of Stroke In an effort to reach out to the community and groups most affected by stroke, Brooks Medical Director, Dr Trevor Paris gave multiple talks to church congregations throughout Northeast Florida Most people do not think they will experience a stroke, these talks focused on education, prevention and bringing awareness to a tightly bound group of faith-based communities Stroke Wellness Program Long term effects of stroke can include general muscle weakness, decreased endurance, slower metabolism and decreased blood flow on the affected side of the body Research shows that a healthy lifestyle including exercise and good nutrition can improve the long term health of stroke survivors Under the guidance of a Brooks physical therapist and the Stroke Wellness Program staff, participants are evaluated and provided with their own personal fitness plan, which is designed to start with the participants current abilities and gradually change as strength and endurance improves d Education for Health Care Professionals $462,348 Student Nurse Rotations To help address the critical nursing shortage in Florida, Brooks has partnered with UNF, Florida Community College at Jacksonville and a consortium of local hospitals to expand the community's nursing education programs Brooks provides scholarships enabling community nurses to achieve a bachelors of Science degree in nursing Plus more than 200 nurses from the University of North Florida, Jacksonville University and Florida Community College at Jacksonville have participated in clinical rehabilitation-focused rotational shifts within Brooks for hands-on training Continuing Education Healthcare professionals within Brooks Health System delivered several continuing education programs for healthcare professionals in Northeast Florida and Southeast Georgia during 2009 These programs were offered in Brooks' facilities, physician offices and other facilities throughout the region Some of the programs in 200 included Brain Injury New Sciences, Best Practices and Future Innovations, Continuum of Care, Amputation Rehabilitation, Yoga for Occupational Therapy and many others Brooks believes strongly in continually developing the region's healthcare professionals, and also in sharing the knowledge and expertise of these professionals with the larger healthcare community

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
GENESIS HEALTH INC

Employer identification number
59-2249370

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
THE GENESIS HEALTH FOUNDATION INC 3599 UNIVERSITY BLVD S JACKSONVILLE, FL 32216 59-2249340	FOUNDATION	FL	501(C)(3)	7	NA
GENESIS HEALTH DEVELOPMENT INC 3599 UNIVERSITY BLVD S JACKSONVILLE, FL 32216 59-2249372	REHAB THERAPY	FL	501(C)(3)	9	NA
BROOKS HOME CARE ADVANTAGE 3599 UNIVERSITY BLVD S JACKSONVILLE, FL 32216 26-2216181	HOME THERAPY	FL	501(C)(3)	9	NA
GENESIS REHABILITATION HOSPITAL 3599 UNIVERSITY BLVD S JACKSONVILLE, FL 32216 59-3284221	REHAB CARE	FL	501(C)(3)	3	N/A
BROOKS SKILLED NURSING INC 3599 UNIVERSITY BLVD S JACKSONVILLE, FL 32216 26-4561148	REHAB CARE	FL	501(C)(3)	9	NA
PHYSICAL MEDICINE SPECIALISTS INC 3599 UNIVERSITY BLVD S JACKSONVILLE, FL 32216 59-3530305	PHYSICIANS	FL	501(C)(3)	11A TYPE 1	NA

Part III **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations? Yes	(h) No	(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No
COOPERATIVE REHAB SERVICES LLC	REHAB CONSULTING	FL	NA	N/A				No			No

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
GH HOLDINGS INC & SUBSIDIARIES 3599 UNIVERSITY BLVD S JACKSONVILLE, FL32216 59-3007328	HOLDING COMPANY	FL	NA	C CORP	-6,350		100 000 %

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III or IV

		Yes	No
1	During the tax year, did the orgranization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a	Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity	**1a**	**No**
b	Gift, grant, or capital contribution to other organization(s)	**1b**	**Yes**
c	Gift, grant, or capital contribution from other organization(s)	**1c**	**No**
d	Loans or loan guarantees to or for other organization(s)	**1d**	**Yes**
e	Loans or loan guarantees by other organization(s)	**1e**	**Yes**
f	Sale of assets to other organization(s)	**1f**	**No**
g	Purchase of assets from other organization(s)	**1g**	**No**
h	Exchange of assets	**1h**	**No**
i	Lease of facilities, equipment, or other assets to other organization(s)	**1i**	**No**
j	Lease of facilities, equipment, or other assets from other organization(s)	**1j**	**No**
k	Performance of services or membership or fundraising solicitations for other organization(s)	**1k**	**Yes**
l	Performance of services or membership or fundraising solicitations by other organization(s)	**1l**	**No**
m	Sharing of facilities, equipment, mailing lists, or other assets	**1m**	**No**
n	Sharing of paid employees	**1n**	**Yes**
o	Reimbursement paid to other organization for expenses	**1o**	**No**
p	Reimbursement paid by other organization for expenses	**1p**	**No**
q	Other transfer of cash or property to other organization(s)	**1q**	**No**
r	Other transfer of cash or property from other organization(s)	**1r**	**No**

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization See instructions regarding exclusion for certain investment partnerships

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations? Yes	(d) No	(e) Share of end-of-year assets	(f) Disproprtionate allocations? Yes	(f) No	(g) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner? Yes	(h) No

Additional Data

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Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Exempt Code section	(e) Public charity status (if 501(c)(3))	(f) Direct Controlling Entity
THE GENESIS HEALTH FOUNDATION INC 3599 UNIVERSITY BLVD S JACKSONVILLE, FL32216 59-2249340	FOUNDATION	FL	501(C)(3)	7	NA
GENESIS HEALTH DEVELOPMENT INC 3599 UNIVERSITY BLVD S JACKSONVILLE, FL32216 59-2249372	REHAB THERAPY	FL	501(C)(3)	9	NA
BROOKS HOME CARE ADVANTAGE 3599 UNIVERSITY BLVD S JACKSONVILLE, FL32216 26-2216181	HOME THERAPY	FL	501(C)(3)	9	NA
GENESIS REHABILITATION HOSPITAL 3599 UNIVERSITY BLVD S JACKSONVILLE, FL32216 59-3284221	REHAB CARE	FL	501(C)(3)	3	N/A
BROOKS SKILLED NURSING INC 3599 UNIVERSITY BLVD S JACKSONVILLE, FL32216 26-4561148	REHAB CARE	FL	501(C)(3)	9	NA
PHYSICAL MEDICINE SPECIALISTS INC 3599 UNIVERSITY BLVD S JACKSONVILLE, FL32216 59-3530305	PHYSICIANS	FL	501(C)(3)	11A TYPE 1	NA

Additional Data

Software ID:
Software Version:
EIN: 59-2249370
Name: GENESIS HEALTH INC

Form 990, Part VII - Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
GARY W SNEED CHAIRMAN	30	X						0	0	47,179
BRUCE M JOHNSON VICE CHAIRMAN	20	X						0	0	22,800
STANLEY W CARTER SECRETARY	75	X						0	0	5,338
ERNEST N BRODSKY DIRECTOR	30	X						0	0	28,500
THOMAS BROTT MD DIRECTOR	2	X						0	0	8,100
BROOKS J BROWN MD DIRECTOR	2	X						0	0	7,504
DAVID H BUSSE DIRECTOR	25	X						0	0	27,975
PAMELA S CHALLY DIRECTOR	10	X						0	0	17,445
LEE LOMAX DIRECTOR	10	X						0	0	14,673
KERRY ROMESBURG DIRECTOR	5	X						0	0	8,400
GUY SELANDER MD DIRECTOR	25	X						0	0	8,418
FORREST TRAVIS DIRECTOR	5	X						0	0	21,431
DOUGLAS M BAER PRESIDENT AND CEO	400	X		X	X	X		397,168		24,202
HOWARD C SERKIN DIRECTOR	10	X						0	0	30,600
MICHAEL SPIGEL COO	400			X	X	X		322,769		19,983
ODIN BERG CFO, VP/ASST SEC & TREAS	400			X	X	X		272,502		16,640
KAREN WRIGHT-BENNETT SR VP HOME HEALTH	400				X	X		412,427		15,161
ERIC C NIXON VICE PRESIDENT	400				X	X		308,146		11,124
PATRICIA DEBEAR SR VP CLINICAL SERVICES	400				X	X		214,104		16,166
KAREN GALLAGHER VP HUMAN RESOURCE & LEARNING	400				X	X		195,572		14,372
ROBERTY SHRYOCK DIRECTOR MANAGED CARE	400				X	X		178,160		10,102
THERESA GATES DIRECTOR	400				X			148,147		4,121
KAREN GREEN CIO	400					X		149,811		11,652
LINDA ERICKSON-JOEL VICE PRESIDENT	400					X		147,087		14,606
SHERRY NIXON VP	400					X		130,261		11,635

Form 990, Part VII - Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
ALICA A KRAUSS MANAGER	40 0					X		139,075		7,246
ELIZABETH FALLON VP MARKETING & PLANNING							X	262,066		7,467
DEBORAH STEWART VP							X	251,473		363
CHARLES SCHAUER VP SPECIAL PROJECTS							X	125,860		6,444

Form 990, Part IX - Statement of Functional Expenses - 24a - 24e Other Expenses

Do not include amounts reported on line 6b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
OTHER PURCHASED SERVICES	580,850		580,850	
RECRUITING	274,732		274,732	
MARKETING	650,857		650,857	
DATA PROCESSING	384,377		384,377	
TELEPHONE & UTILITIES	246,383		246,383	