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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

2010

Open to Public Inspection

A For the 2010 calendar year, or tax year beginning 01-01-2010 and ending 12-31-2010

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

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)
3599 UNIVERSITY BLVD SOUTH

Room/suite

City or town, state or country, and ZIP + 4
JACKSONVILLE, FL 322164252

D Employer identification number
59-2249370

E Telephone number
(904) 345-7600

G Gross receipts $ 90,995,121

F Name and address of principal officer
DOUGLAS BAER
3599 UNIVERSITY BLVD SOUTH
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) ☐ 501(c) ( ) ◀ (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

1 Briefly describe the organization's mission or most significant activities
SUPPORT AND ADMINISTRATION FOR BROOKS REHABILITATION HOSPITAL AND AFFILIATES

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 individuals employed in calendar year 2010 (Part V, line 2a)	**5**	125
6	Total number of volunteers (estimate if necessary)	**6**	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	108,932
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	-22,114

		Prior Year	Current Year
Revenue	**8** Contributions and grants (Part VIII, line 1h)	30,863	138,379
	9 Program service revenue (Part VIII, line 2g)	8,930,903	10,006,406
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	34,867,321	19,353,695
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	404,131	147,619
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	44,233,218	29,646,099
Expenses	**13** Grants and similar amounts paid (Part IX, column (A), lines 1–3)	256,653	295,185
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	7,254,282	7,817,542
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ▶0		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	8,851,702	9,235,344
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	16,362,637	17,348,071
	19 Revenue less expenses Subtract line 18 from line 12	27,870,581	12,298,028

		Beginning of Current Year	End of Year
Net Assets or Fund Balances	**20** Total assets (Part X, line 16)	254,676,267	294,392,700
	21 Total liabilities (Part X, line 26)	88,203,357	109,649,287
	22 Net assets or fund balances Subtract line 21 from line 20	166,472,910	184,743,413

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

****** 2011-10-30
Signature of officer Date

DOUGLAS BAER CFO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name AMY BIBBY	Preparer's signature AMY BIBBY	Date	Check if self-employed ☐	PTIN
Firm's name ▶ DIXON HUGHES GOODMAN LLP				Firm's EIN ▶
Firm's address ▶ 500 RIDGEFIELD COURT ASHEVILLE, NC 28806				Phone no ▶ (828) 254-2254

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III . . . . . ☐

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 $ 2,313,118 including grants of $ 295,185) (Revenue $ 22,045,480)

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 PLEASE SEE THE CONTINUATION OF OUR PROGRAM SERVICE ACCOMPLISHMENTS ON 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** ▶ $ 2,313,118

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 (see instruction)?	2	Yes	
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, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		No
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *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	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
b	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.*	11b	Yes	
c	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.*	11c		No
d	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.*	11d	Yes	
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*	11e	Yes	
f	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 (ASC 740)? *If "Yes," complete Schedule D, Part X.*	11f	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b	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, Parts I and IV*	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, Parts II and IV*	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, Parts III and IV*	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 (see instructions)*	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
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	20b		

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**		No
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 lines 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**	Yes	
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect 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)?	**35**	Yes	
a	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2* ☑ **Yes** ☐ **No**			
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**	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V . . . . . ☐

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . .	**1a**	73		
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**	125		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			**2b** Yes	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			**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 instructions for 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?			**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 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	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			**7g**	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			**7h**	
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**	
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?			**9a**	
b	Did the organization make a distribution to a donor, donor advisor, or related person?			**9b**	
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**			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O			**13a**	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	**13b**			
c	Enter the amount of reserves on hand	**13c**			
14a	Did the organization receive any payments for indoor tanning services during the tax year?			**14a**	No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .			**14b**	

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.

Check if Schedule O contains a response to any question in this Part VI . . . . . ☑

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	14		
b	Enter the number of voting members included in line 1a, above, who 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 governing documents since the prior Form 990 was filed?		4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		5		No
6	Does the organization have members or stockholders?		6	Yes	
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		
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review this 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 15a or 15b, 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		No
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		

Section C. Disclosure

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

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 BAER
3599 UNIVERSITY BLVD SOUTH
JACKSONVILLE, FL 32216
(904) 345-7600

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

Check if Schedule O contains a response to any question in this Part VII . . . . . ☐

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

- 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, if any 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, and 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 neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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			
(1) GARY W SNEED CHAIRMAN	2 00	X		X				36,703	0	0
(2) BRUCE M JOHNSON VICE CHAIR	2 00	X		X				20,400	0	0
(3) STANLEY W CARTER SECRETARY	2 00	X		X				5,516	0	0
(4) ERNEST N BRODSKY BOARD MEMBER	2 00	X						27,000	0	0
(5) THOMAS BROTT MD BOARD MEMBER	2 00	X						7,800	0	0
(6) J BROOKS BROWN MD BOARD MEMBER	2 00	X						3,891	0	0
(7) DAVID H BUSSE BOARD MEMBER	2 00	X						24,186	0	0
(8) PAMELA S CHALLY PHD BOARD MEMBER	2 00	X						18,345	0	0
(9) LEE LOMAX BOARD MEMBER	2 00	X						13,915	0	0
(10) KERRY ROMESBURG PHD BOARD MEMBER	2 00	X						8,100	0	0
(11) GUY T SELANDER MD BOARD MEMBER	2 00	X						7,402	0	0
(12) HOWARD C SERKIN BOARD MEMBER	2 00	X						25,800	0	0
(13) FORREST TRAVIS BOARD MEMBER	2 00	X						18,600	0	0
(14) DOUGLAS M BAER PRESIDENT & CEO/INTERIM CFO	40 00	X		X				416,293	0	145,245
(15) MICHAEL SPIGEL COO	40 00			X				319,823	0	102,917
(16) KAREN GALLAGER VP OF HR & EDUCATION	40 00				X			201,218	0	29,443

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** (continued)

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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			
(17) PATRICIA DEBEAR SVP OF CLINICAL SERVICES	1 00				X			0	216,848	32,739
(18) ROBERT SHRYOCK DIR OF MANAGED CARE	40 00				X			165,469	0	30,676
(19) LINDA ERICKSON-JOEL EXEC DIR OF MARKETING & COMM	40 00				X			158,173	0	32,683
(20) ODIN BERG VP / CFO (UNTIL 01/10)	40 00				X			215,733	0	10,206
(21) KEN MCCOSH DIR OF DECISION SUPPORT	40 00					X		130,868	0	27,354
(22) KAREN GREEN DIR OF INFORMATION TECHNOLOGY	40 00					X		123,991	0	25,496
(23) ROBERT ROWE DIR OF CLINICAL EDUCATION	40 00					X		97,345	0	33,939
(24) HOLLY MORRIS DIR OF RESEARCH	40 00					X		106,698	0	21,327
(25) MICHAEL HELINSKY DIR OF IT OPERATIONS	40 00					X		104,462	0	25,230
1b Sub-Total . . . . . ▶										
c Total from continuation sheets to Part VII, Section A . . . . ▶										
d Total (add lines 1b and 1c) . . . . . ▶								2,160,386	216,848	483,316

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 ▶ 10

			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**		No
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 or individual 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
PROFESSIONAL PLACEMENT RESOURCES LLC PO BOX 102656 ATLANTA, GA 30368	STAFFING SERVICES	281,375
FICKLING CONSTRUCTION INC 1703 LAMBERT ST JACKSONVILLE, FL 32206	CONSTRUCTION	274,363
ROGERS TOWERS BAILEY JONES 1301 RIVERPLACE BLVD SUITE 1500 JACKSONVILLE, FL 32207	LEGAL SERVICES	182,419
FOLEY & LARDNER LLP PO BOX 240 JACKSONVILLE, FL 32201	LEGAL SERVICES	152,015
HCA INFORMATION TECHNOLOGY PO BOX 415000 NASHVILLE, FL 37241	DATA PROCESSING	130,472

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	138,379				
	e Government grants (contributions) 1e					
	f All other contributions, gifts, grants, and similar amounts not included above 1f					
	g Noncash contributions included in lines 1a-1f $					
	h **Total.** Add lines 1a-1f . . . . . ▶		138,379			
		Business Code				
Program Service Revenue	2a MANAGEMENT FEES	541610	9,801,425	9,795,425	6,000	
	b OTHER OPERATING REVENU	900099	204,981	204,981		
	c					
	d					
	e					
	f All other program service revenue					
	g **Total.** Add lines 2a–2f . . . . . ▶		10,006,406			
	3 Investment income (including dividends, interest and other similar amounts) . . . . . ▶		7,114,111			7,114,111
	4 Income from investment of tax-exempt bond proceeds . . ▶		239,197			239,197
	5 Royalties . . . . . ▶					
		(i) Real	(ii) Personal			
	6a Gross Rents	144,048	3,571			
	b Less rental expenses					
	c Rental income or (loss)	144,048	3,571			
	d Net rental income or (loss) . . . . . ▶		147,619	44,687	102,932	
		(i) Securities	(ii) Other			
	7a Gross amount from sales of assets other than inventory	73,349,409				
	b Less cost or other basis and sales expenses	61,349,022				
	c Gain or (loss)	12,000,387				
	d Net gain or (loss) . . . . . ▶		12,000,387	12,000,387		
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 . . ▶					
	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 . . ▶					
	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 . . ▶					
	Miscellaneous Revenue	Business Code				
	11a					
	b					
	c					
	d All other revenue					
	e **Total.** Add lines 11a–11d . . . . . ▶					
	12 **Total revenue.** See Instructions . . . ▶		29,646,099	22,045,480	108,932	7,353,308

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	295,185	295,185		
2 Grants and other assistance to individuals in the U S See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,694,367		1,694,367	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	33,518	33,518		
7 Other salaries and wages	4,269,288	898,982	3,370,306	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	396,832	53,476	343,356	
9 Other employee benefits	1,079,163	192,158	887,005	
10 Payroll taxes	344,374	74,347	270,027	
a Fees for services (non-employees) Management	593,500	331,000	262,500	
b Legal	122,697		122,697	
c Accounting	40,195		40,195	
d Lobbying				
e Professional fundraising services *See Part IV, line 17*				
f Investment management fees				
g Other	855,095	60,022	795,073	
12 Advertising and promotion	291,797	3,754	288,043	
13 Office expenses	1,260,786	184,337	1,076,449	
14 Information technology	752,103		752,103	
15 Royalties				
16 Occupancy	305,999	63,106	242,893	
17 Travel	74,173	30,136	44,037	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	333,975	248	333,727	
20 Interest	2,395,413		2,395,413	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,488,388	39,798	1,448,590	
23 Insurance	121,491		121,491	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a OTHER EXPENSE	599,732	53,051	546,681	
b				
c				
d				
e				
f All other expenses				
25 **Total functional expenses.** Add lines 1 through 24f	17,348,071	2,313,118	15,034,953	0
26 **Joint costs.** Check here ▶ ☐ if following SOP 98-2 (ASC 958-720) 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		529,393	1	1,178,671
	2	Savings and temporary cash investments		32,132,991	2	17,434,922
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		550,093	4	208,593
	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)), persons described in section 4958(c)(3)(B), and contributing employers, and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Schedule L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		413,132	9	581,843
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 57,491,403			
	b	Less accumulated depreciation	10b 4,413,267	52,586,931	10c	53,078,136
	11	Investments—publicly traded securities		122,349,653	11	219,275,144
	12	Investments—other securities See Part IV, line 11		20,000	12	20,000
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets		158,115	14	
	15	Other assets See Part IV, line 11		45,935,959	15	2,615,391
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		254,676,267	16	294,392,700
Liabilities	17	Accounts payable and accrued expenses		2,684,762	17	3,348,829
	18	Grants payable		4,475,555	18	60,000
	19	Deferred revenue			19	661,051
	20	Tax-exempt bond liabilities		49,143,823	20	58,510,029
	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		31,899,217	25	47,069,378
	26	**Total liabilities.** Add lines 17 through 25		88,203,357	26	109,649,287
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		166,472,910	27	184,743,413
	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		166,472,910	33	184,743,413
	34	Total liabilities and net assets/fund balances		254,676,267	34	294,392,700

Part XI Reconcilliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI . . . . . ☑

1	Total revenue (must equal Part VIII, column (A), line 12) . . .	1	29,646,099
2	Total expenses (must equal Part IX, column (A), line 25)	2	17,348,071
3	Revenue less expenses Subtract line 2 from line 1	3	12,298,028
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . .	4	166,472,910
5	Other changes in net assets or fund balances (explain in Schedule O)	5	5,972,475
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	184,743,413

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII . . . . . ☑

			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 separate basis, consolidated 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

2010

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 described in **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 33 1/3% 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 33 1/3% 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
(A) GENESIS HEALTH DEVELOPMENT INC (BHD)	592249372	9	Yes		Yes		Yes		0
(B) THE GENESIS HEALTH FOUNDATION INC (BHF)	592249340	7	Yes		Yes		Yes		0
(C) GENESIS REHABILITATION HOSPITAL INC (BRH)	593284221	3	Yes		Yes		Yes		0
(D) BROOKS HOME CARE ADVANTAGE (BHCA)	264561148	9	Yes		Yes		Yes		0
(E) BROOKS SKILLED NURSING INC	264561148	9	Yes		Yes		Yes		0
Total									0

Part II **Support Schedule for Organizations Described in Sections 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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
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 2010 (line 6 column (f) divided by line 11 column (f)) **14**

15 Public Support Percentage for 2009 Schedule A, Part II, line 14 **15**

16a **33 1/3% support test—2010.** 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—2009.** 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—2010.** 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—2009.** 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 Section 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 section501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

15	Public Support Percentage for 2010 (line 8 column (f) divided by line 13 column (f))	15
16	Public support percentage from 2009 Schedule A, Part III, line 15	16

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2010** (line 10c column (f) divided by line 13 column (f))	17
18	Investment income percentage from **2009** Schedule A, Part III, line 17	18

19a **33 1/3% support tests—2010.** 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—2009.** 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 explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE A, PART IV, SUPPLEMENTAL INFORMATION THE ORGANIZATION WAS ESTABLISHED AS A SUPPORTING ORGANIZATION TO PROVIDE ADMINISTRATIVE AND MANAGERIAL OVERSIGHT TO THE SUPPORTED ORGANIZATIONS LISTED ON PART I, LINE 11

Additional Data

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

Form 990, Schedule A, Part I, Line 11h - Provide the following information about the organizations the organization supports.

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section)	(iv) Is the organization in (i) listed in your governing document?		(v) Did you notify the organization in (i) of your support?		(vi) Is the organization in (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
(A) GENESIS HEALTH DEVELOPMENT INC (BHD)	592249372	9	Yes		Yes		Yes		0
(B) THE GENESIS HEALTH FOUNDATION INC (BHF)	592249340	7	Yes		Yes		Yes		0
(C) GENESIS REHABILITATION HOSPITAL INC (BRH)	593284221	3	Yes		Yes		Yes		0
(D) BROOKS HOME CARE ADVANTAGE (BHCA)	264561148	9	Yes		Yes		Yes		0
(E) BROOKS SKILLED NURSING INC	264561148	9	Yes		Yes		Yes		0

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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

2010

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		14,474,131	1,008,032	13,466,099
c Leasehold improvements		1,069,487	230,021	839,466
d Equipment		7,537,127	3,175,214	4,361,913
e Other		886,402		886,402
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				53,078,136

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
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) INVESTMENT IN AFFILIATES	20,000	F
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶	20,000	

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
(1) NET BOND ISSUE COSTS	678,766
(2) OTHER RECEIVABLES	344,054
(3) SELF-INSURANCE RETENTION	1,567,311
(4) OTHER ASSETS	25,260
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	2,615,391

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

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
DUE TO AFFILIATES	45,347,741
BOND SWAP VALUATION	1,721,637
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	47,069,378

2. Fin 48 (ASC 740) 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 (ASC740)

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
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	THE ORGANIZATION RECEIVES CONSOLIDATED FINANCIAL STATEMENTS INCLUDING CORPORATE PARENT AND SUBSIDIARIES THE FOLLOWING DISCLOSURE APPLIES TO THE SYSTEM AS A WHOLE BROOKS HEALTH SYSTEM IS A NOT-FOR-PROFIT CORPORATION AS DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE ("IRC") AND IS EXEMPT FROM FEDERAL INCOME TAXES ON RELATED INCOME PURSUANT TO SECTION 501(A) OF THE IRC HOLDINGS IS A FOR-PROFIT HOLDING CORPORATION WHICH IS THE PARENT COMPANY FOR BHS' FOR-PROFIT BUSINESSES AS HOLDINGS HAS ACCUMULATED NET OPERATING LOSS CARRYFORWARDS OF APPROXIMATELY $20,940,000 FOR TAX PURPOSES, NO AMOUNTS HAVE BEEN REFLECTED AS TAX LIABILITIES IN THE ACCOMPANYING COMBINED CONSOLIDATED BALANCE SHEETS HOLDINGS' DONATION OF THE BROOKS HEALTH & FITNESS CENTER TO THE YMCA DURING 2007 RESULTED IN APPROXIMATELY $16,500,000 IN CHARITABLE CONTRIBUTION CARRYFORWARDS FOR TAX PURPOSES, HOWEVER NO AMOUNTS HAVE BEEN REFLECTED AS TAX ASSETS IN THE ACCOMPANYING COMBINED CONSOLIDATED BALANCE SHEET AS IT IS EXPECTED TO EXPIRE BEFORE IT CAN BE REALIZED BHS ACCOUNTS FOR ALL UNCERTAINTY IN INCOME TAXES IN ACCORDANCE WITH THE AUTHORITATIVE BODIES

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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

2010

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. Part II can be duplicated if additional space is needed. . . . ▶ ☐

1 (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
See Additional Data Table							

2 Enter total number of section 501(c)(3) and government organizations . . . ▶ 15

3 Enter total number of other organizations . . . ▶ 1

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
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 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

Additional Data

Return to Form

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

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(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
THE GENESIS HEALTH FOUNDATION INC3599 UNIVERSITY BLVD SOUTH JACKSONVILLE,FL 32216	59-2249340	501(C)(3)	10,000				SUPPORT OF CHARITABLE PURPOSES
MEDECINS SANS FRONTIERS USA (DBA DOCTORS WITHOUT BORDERS)333 SEVENTH AVE 2ND FL NEW YORK,NY 10001	13-3433452	501(C)(3)	50,000				SUPPORT OF CHARITABLE PURPOSES
BAPTIST HEALTH SYSTEM FOUNDATION3563 PHILLIPS HWY SUITE A-106 JACKSONVILLE,FL 32207	59-2487135	501(C)(3)	21,000				SUPPORT OF CHARITABLE PURPOSES
OPPORTUNITY DEVELOPMENT INC2709 ART MUSEUM DR JACKSONVILLE,FL 32207	59-1842440	501(C)(3)	20,250				SUPPORT OF CHARITABLE PURPOSES
HEART OF FLORIDA UNITED WAY INCPO BOX 864228 ORLANDO,FL 32886	59-0808854	501(C)(3)	19,940				SUPPORT OF CHARITABLE PURPOSES
JACKSONVILLE SYMPHONY ASSOCIATION300 W WATER ST SUITE 300 JACKSONVILLE,FL 32202	59-6002520	501(C)(3)	15,000				SUPPORT OF CHARITABLE PURPOSES
SHANDS JACKSONVILLE MEDICAL CENTER INC500 W 8TH ST JACKSONVILLE,FL 32209	59-2142859	501(C)(3)	15,000				SUPPORT OF CHARITABLE PURPOSES
UNIVERSITY OF NORTH FLORIDA FOUNDATION1 UNF DRIVE HALL NO 2900 JACKSONVILLE,FL 32224	23-7167701	501(C)(3)	15,000				SUPPORT OF CHARITABLE PURPOSES
ST VINCENT'S FOUNDATION1 SHIRCLIFF WAY JACKSONVILLE,FL 32203	59-2219923	501(C)(3)	12,500				SUPPORT OF CHARITABLE PURPOSES
AMERICAN HEART ASSOCIATION5851 ST AUGUSTINE ROAD JACKSONVILLE,FL 32207	13-5613797	501(C)(3)	8,500				SUPPORT OF CHARITABLE PURPOSES
JACKSONVILLE WOLFSON'S CHILDREN'S HOSPITAL 1325 SAN MARCO BLVD JACKSONVILLE,FL 32207	59-1452787	501(C)(3)	7,500				SUPPORT OF CHARITABLE PURPOSES
AMERICAN CANCER SOCIETY1430-B PRUDENTIAL DR JACKSONVILLE,FL 32207	13-1788491	501(C)(3)	7,500				SUPPORT OF CHARITABLE PURPOSES

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(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
LAKESHORE FOUNDATION 40000 RIDGEWAY DR BIRMINGHAM,AL 35203	63-0288847	501(C)(3)	7,202				SUPPORT OF CHARITABLE PURPOSES
DREAMS COME TRUE OF JACKSONVILLE INC6803 SOUTHPOINT PKWY JACKSONVILLE,FL 32216	59-2967803	501(C)(3)	6,500				SUPPORT OF CHARITABLE PURPOSES
NORTHEAST FLORIDA HEALTH INFORMATION EXCHANGE555 BISHOP GATE LANE JACKSONVILLE,FL 32204			6,496				SUPPORT OF CHARITABLE PURPOSES
NEW HORIZONS SERVICE DOGS1590 LAURE PARK COURT ORANGE CITY,FL 32763	59-3334829	501(C)(3)	5,000				SUPPORT OF CHARITABLE PURPOSES

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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

2010

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 from the organization or a related organization?	**4a**	Yes	
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**	Yes	
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**		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is 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				
(1) DOUGLAS M BAER	(i)	297,288	90,782	28,223	125,932	19,313	561,538	0
	(ii)	0	0	0	0	0	0	0
(2) MICHAEL SPIGEL	(i)	229,479	72,192	18,152	89,432	13,485	422,740	0
	(ii)	0	0	0	0	0	0	0
(3) KAREN GALLAGER	(i)	145,628	41,338	14,252	17,457	11,986	230,661	0
	(ii)	0	0	0	0	0	0	0
(4) PATRICIA DEBEAR	(i)	0	0	0	0	0	0	0
	(ii)	150,336	47,256	19,256	18,241	14,498	249,587	0
(5) ROBERT SHRYOCK	(i)	135,284	28,745	1,440	28,645	2,031	196,145	0
	(ii)	0	0	0	0	0	0	0
(6) LINDA ERICKSON-JOEL	(i)	124,063	33,663	447	21,190	11,493	190,856	0
	(ii)	0	0	0	0	0	0	0
(7) ODIN BERG	(i)	23,815	43,476	148,442	2,674	7,532	225,939	0
	(ii)	0	0	0	0	0	0	0
(8) KEN MCCOSH	(i)	108,632	22,089	147	11,103	16,251	158,222	0
	(ii)	0	0	0	0	0	0	0
(9)								
(10)								
(11)								
(12)								
(13)								
(14)								
(15)								
(16)								

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
	PART I, LINE 1A	THE ORGANIZATION REIMBURSES THE SOCIAL CLUB INITIATION FEES AND ANNUAL DUES FOR THE CEO AND SYSTEM VICE PRESIDENTS PAYMENTS ARE GROSSED UP TO REIMBURSE THE EMPLOYEE FOR THE TAXES ASSOCIATED WITH THE PAYMENT
	PART I, LINES 4A-B	ODIN BERG RECEIVED COMPENSATION FROM A SEVERANCE PACKAGE IN 2010 THE TERMS OF THE SEVERANCE ARRANGEMENT WERE FOR ONE YEAR OF SALARY AND BENEFITS FROM DATE OF TERMINATION IN 2010, THE ORGANIZATION ESTABLISHED A SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN THE PLAN IS AN UNFUNDED DEFERRED COMPENSATION PLAN DESCRIBED IN SECTION 457(F) AND IS INTENDED FOR A SELECT GROUP OF MANAGEMENT OR HIGHLY COMPENSATED EMPLOYEES AT THIS TIME, CONTRIBUTIONS TO AN INDIVIDUAL'S ACCOUNT UNDER THE PLAN ARE SET TO BE 20% OF THE INDIVIDUAL'S ANNUAL BASE SALARY, WITH THE OPTION FOR AS MUCH AS 25% OF ANNUAL BASE SALARY AT THE DISCRETION OF THE BOARD COMPENSATION COMMITTEE VESTING IN THE PLAN FOR CURRENT MEMBERS OCCURS JANUARY 1, 2022, PROVIDED EMPLOYMENT IS MAINTAINED, AND DISREGARDING ACCELERATION DUE TO DEATH OR DISABILITY FOR THE CURRENT TAX YEAR, ALLOCATIONS TO THE PLAN FOR LISTED INDIVIDUALS WERE AS FOLLOWS, (LISTED AS A COMPONENT OF PART II, COLUMN (C)) DOUGLAS BAER - $ 78,682 MICHAEL SPIGEL - 58,682
	PART I, LINE 6	IN 2010 INCENTIVE COMPENSATION ACCRUALS WERE RECORDED FOR THE SYSTEM CEO AND SYSTEM VICE PRESIDENTS THROUGH A PLAN THAT IS, IN PART, BASED ON THE NET EARNINGS OF THE SYSTEM OR INDIVIDUAL ORGANIZATIONS IN THE SYSTEM
	PART I, LINE 7	IN 2010 INCENTIVE COMPENSATION ACCRUALS WERE RECORDED FOR THE SYSTEM CEO AND SYSTEM VICE PRESIDENTS THROUGH 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

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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

2010

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		(h) On Behalf of Issuer		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
A	JACKSONVILLE HEALTH FACILITIES AUTHORITY		NONEAVAIL	12-01-2007	95,000,000	CAPITAL IMPROVEMENTS		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired				
2	Amount of bonds legally defeased				
3	Total proceeds of issue	95,023,094			
4	Gross proceeds in reserve funds	8,363,488			
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrow				
7	Issuance costs from proceeds	900,000			
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds	61,959,607			
11	Other spent proceeds	23,800,000			
12	Other unspent proceeds				
13	Year of substantial completion	2009			

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?	X							
15	Were the bonds issued as part of an advance refunding issue?		X						
16	Has the final allocation of proceeds been made?	X							
17	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	
		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 that may result in private business use of bond-financed property?	X							

Part III Private Business Use *(Continued)*

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use?		X						
b	Are there any research agreements that may result in private business use of bond-financed property?		X						
c	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 ▶	0 810 %							
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 %							
6	Total of lines 4 and 5	0 810 %							
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		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	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 entered into a hedge with respect to the bond issue?	X							
b	Name of provider	MERRILL LYNCH							
c	Term of hedge	30 000000000000							
d	Was the hedge superintegrated?		X						
e	Was a hedge terminated?		X						
4a	Were gross proceeds invested in a GIC?	X							
b	Name of provider	MORGAN STANLEY							
c	Term of GIC	30 000000000000							
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						

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule K (see instructions)

Identifier	Return Reference	Explanation

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Schedule L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V lines 38a or 40b.**

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

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
GENESIS HEALTH INC

Employer identification number
59-2249370

Part I Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected? Yes	(c) Corrected? No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 . . . . . ▶ $

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ▶ $

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization? To	(b) Loan to or from the organization? From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	(e) In default? No	(f) Approved by board or committee? Yes	(f) Approved by board or committee? No	(g) Written agreement? Yes	(g) Written agreement? No
Total . . . . . ▶ $										

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance

Part IV **Business Transactions Involving Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) PATRICIA SPIGEL	FAMILY MEMBER OF OFFICER MICHAEL SPIGEL	33,518	COMPENSATION AS EMPLOYEE OF ORGANIZATION		No

Part V **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

Identifier	Return Reference	Explanation

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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
GENESIS HEALTH INC

Employer identification number
59-2249370

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 6		THE MEMBERS OF THE ORGANIZATION SHALL BE THOSE PERSONS WHO, AT ANY TIME OF DETERMINATION OF THE MEMBERS OF THE ORGANIZATION, ARE MEMBERS OF THE BOARD OF DIRECTORS OF THE ORGANIZATION

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11		THE FORM 990 WAS PREPARED BY AN INDEPENDENT ACCOUNTING FIRM WITH THE GUIDANCE AND ASSISTANCE OF MANAGEMENT THE FORM WAS REVIEWED INTERNALLY AND THEN PRESENTED TO THE AUDIT COMMITTEE FOR REVIEW THE AUDIT COMMITTEE THEN PREPARED A SUMMARY THAT WAS PRESENTED TO THE BOARD OF DIRECTORS ALONG WITH THE FORM 990 PRIOR TO FILING

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	EACH YEAR BOARD MEMBERS ARE REQUIRED TO FILL OUT A FORM THAT WILL DISCLOSE ANY RELATIONSHIPS THAT MAY CREATE A CONFLICT OF INTEREST THE FORMS ARE REVIEWED BY MANAGEMENT AND ANY CONCERNS ARE REFERRED TO THE BOARD IF NECESSARY

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	GENESIS HEALTH, INC USES AN OUTSIDE CONSULTANT FOR ALL OFFICER, EXECUTIVE, AND TOP MANAGEMENT OFFICIAL COMPENSATION DECISIONS THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS MUST APPROVE ANY AND ALL DECISIONS REGARDING EXECUTIVE PAY

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 18	THE ORGANIZATION'S FORM 990 IS AVAILABLE UPON REQUEST ADDITIONALLY, RECENT FILINGS OF THE FORM ARE AVAILABLE ON GUIDESTAR ORG

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION'S GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY ARE MADE AVAILABLE TO THE PUBLIC UPON REQUEST

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED GAINS ON INVESTMENTS 12,668,160 PRIOR PERIOD ADJUSTMENTS -2,802,874 LOSS ON SWAP VALUATION -1,801,665 NET TRANSFERS TO AFFILIATES -6,379,365 RECOVERY OF PRIOR YEAR GRANTS 4,075,555 OTHER CHANGES 212,664 TOTAL TO FORM 990, PART XI, LINE 5 5,972,475

Identifier	Return Reference	Explanation
	FORM 990, PART XII, LINE 2C	THE PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR

Identifier	Return Reference	Explanation
	FORM 990, PART III, LINE 4A	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 BROOKS HEALTH SYSTEM (BROOKS) IS COMPRISED OF THE FOLLOWING NOT-FOR-PROFIT LEGAL ENTITIES * GENESIS HEALTH, INC (DBA BROOKS HEALTH SYSTEM) * GENESIS REHABILITATION HOSPITAL, INC (DBA BROOKS REHABILITATION HOSPITAL) * GENESIS HEALTH DEVELOPMENT, INC (DBA BROOKS HEALTH DEVELOPMENT) * THE GENESIS HEALTH FOUNDATION, INC (DBA BROOKS HEALTH FOUNDATION) * PHYSICAL MEDICINE SPECIALISTS, INC * BROOKS HOME CARE ADVANTAGE, INC * BROOKS SKILLED NURSING FACILITY A, INC - 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 157 BEDS, OVER 20 OUTPATIENT REHABILITATION CENTERS, A HOME HEALTH AGENCY, SKILLED NURSING AND A RESEARCH INITIATIVE WITH OVER 20 ACTIVE CLINICAL TRIALS THAT IS SUCCESSFULLY YIELDING PROMISING OUTCOMES

Identifier	Return Reference	Explanation
		BROOKS IS COMMITTED TO MEETING ITS RESPONSIBILITY TO IMPROVE HEALTHCARE AND HEALTH CARE OUTCOMES IN THE COMMUNITIES IT SERVES THROUGHOUT NORTHEAST FLORIDA THE TANGIBLE IMPACT OF BROOKS IS REPORTED IN THE FOLLOWING PAGES, HOWEVER, THE DAILY IMPACT THAT BROOKS HAS IN THIS REGION IS BEYOND MEASURE WHAT FOLLOWS IS A SUMMARY OF THE RESEARCH, COMMUNITY HEALTH PROGRAMS AND SERVICES, AND EDUCATIONAL OPPORTUNITIES PROVIDED BY THE BROOKS HEALTH SYSTEM IN CONJUNCTION WITH ITS SUBSIDIARIES - RESEARCH - IN 2010, BROOKS REHABILITATION CONTINUED TO SUPPORT THE GROWTH AND ADVANCEMENT OF ITS RESEARCH CENTER, THE BROOKS CENTER FOR REHABILITATION STUDIES (BROOKS CENTER), BY TAKING OVER THE LEADERSHIP AND OPERATIONS INDEPENDENTLY AS OF JANUARY 1, 2010 THE RESEARCH CENTER WAS NO LONGER DESIGNATED AS AN OFFICIAL UNIVERSITY OF FLORIDA CENTER, ALTHOUGH MANY UF INVESTIGATORS CONTINUE TO COLLABORATE WITH THE BROOKS CENTER TO CARRY OUT THEIR PROJECTS SINCE ITS INCEPTION IN 1999, BROOKS HAS CONTINUED TO SUPPORT AND BUILD STRONG RELATIONSHIPS BETWEEN MEDICAL RESEARCH AND REAL-WORLD REHABILITATION APPLICATIONS, PARTICULARLY IN THE TREATMENT OF INDIVIDUALS WITH BRAIN AND SPINAL CORD INJURIES BROOKS' SUPPORT AND COLLABORATIVE INVESTIGATORS PROVIDE 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 REHABILITATION CONTRIBUTES ANNUALLY IS EASILY QUANTIFIABLE, HOWEVER, WE BELIEVE THAT THE SUCCESS THAT BROOKS HAS EXPERIENCED ON BEHALF OF ITS PATIENTS BY WORKING WITH THE UNIVERSITY OF FLORIDA AND OTHER ACADEMIC PARTNERS OVER TIME WILL HAVE A CUMULATIVE IMPACT THESE RESEARCH EFFORTS WILL PROVIDE ONGOING BENEFIT TO THE QUALITY OF LIFE FOR THOSE SUFFERING FROM DISABLING CONDITIONS AND TO THE COMMUNITY CURRENTLY BROOKS IS INVOLVED IN NUMEROUS CLINICAL TRIALS CONDUCTED IN PARTNERSHIP WITH THE UNIVERSITY OF FLORIDA, UNIVERSITY OF NORTH FLORIDA, DUKE UNIVERSITY, SHANDS JACKSONVILLE, THE VETERANS ADMINISTRATION AND INDUSTRY SPONSORS AMONG THE MOST INNOVATIVE ACTIVE STUDIES AT THE BROOKS CENTER DURING 2010 INCLUDE * 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 THE ACTIVE INTERVENTION AND DATA COLLECTION PHASE OF THE STUDY WAS COMPLETED IN JUNE 2010 FOLLOWED BY THE ANALYSIS OF THE DATA STUDY RESULTS ARE EXPECTED IN 2011 * LIFE (LIFESTYLE INTERVENTIONS AND INDEPENDENCE FOR ELDERS (LIFE) BROOKS IS COLLABORATING WITH THE UNIVERSITY OF FLORIDA AS 1 OF 8 U S SITES ON THIS PHASE 3 MULTI-CENTER RANDOMIZED CONTROLLED TRIAL OF LIFESTYLE INTERVENTIONS TO PRESERVE ABILITY TO WALK IN OLDER ADULTS THE STUDY IS BEING CONDUCTED TO COMPARE A MODERATE-INTENSITY PHYSICAL ACTIVITY PROGRAM TO A SUCCESSFUL AGING HEALTH EDUCATION PROGRAM IN 1,600 SEDENTARY OLDER ADULTS WHO ARE FOLLOWED FOR AN AVERAGE OF 2 7 YEARS THE PRIMARY AIM IS TO ASSESS THE LONG-TERM EFFECTS OF THE PROPOSED INTERVENTIONS ON THE PRIMARY OUTCOME OF MAJOR MOBILITY DISABILITY, DEFINED AS INABILITY TO WALK 400 METERS RECRUITMENT TO THIS STUDY WAS INITIATED IN MARCH 2010 * IMPROVING STROKE REHABILITATION SPACING EFFECT AND D-CYCLOSERINE THIS STUDY COMPARED TWO INTERVENTIONS THAT MIGHT AFFECT THE IMPACT OF CONSTRAINT INDUCED MOVEMENT THERAPY - ADMINISTRATION OF D-CYCLOSERINE AS AN ADJUVANT THAT MIGHT INCREASE LEARNING RATE VS DELIVERY OF THE THERAPY OVER A LONGER PERIOD OF TIME FOR PATIENTS WITH IMPAIRED UPPER EXTREMITY DISABILITY POST STROKE THIS STUDY IS IN COLLABORATION AND FUNDED BY THE VETERANS ADMINISTRATION MEDICAL CENTER, INITIATED IN 2009 AND PROJECTED TO CONTINUE THROUGH 2011 * THE FASTEST TRIAL (FUNCTIONAL AMBULATION STANDARD TREATMENT VS ELECTRICAL STIMULATION THERAPY (FASTEST) TRIAL IN CHRONIC POST-STROKE SUBJECTS WITH FOOT DROP) THIS INDUSTRY-SPONSORED TRIAL IS BEING CONDUCTED AT BROOKS AND OTHER SITES TO DETERMINE THE EFFECTIVENESS OF THE L300 IN IMPROVING GAIT PARAMETERS, FUNCTION, AND QUALITY OF LIFE AMONG STROKE SUBJECTS WITH FOOT DROP ACTIVE ENROLLMENT BEGAN IN AUGUST 2010

Identifier	Return Reference	Explanation
		-COMMUNITY HEALTH PROGRAMS - 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 - 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 2010, THE PROGRAM SERVED A TOTAL OF 134 NEW PATIENTS, 119 FROM PUBLIC SCHOOLS AND 5 FROM A PRIVATE SCHOOL, 1 HOME SCHOOL, 5 OUTPATIENT REFERRALS AND 4 COMMUNITY REFERRALS THE SERVICES PROVIDED BY THIS PROGRAM IMPACTED 34 SCHOOL DISTRICTS IN 4 STATES - 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 110 UNDERSERVED CHILDREN ON MAY 8 AT AN EVENT HOSTED AT BROOKS REHABILITATION FOR UNDERSERVED CHILDREN IN THE COMMUNITY - BRAIN INJURY COLLATION FOR KIDS TOGETHER WITH SHANDS JACKSONVILLE, BROOKS IS DEVELOPING AN UNPARALLELED DATABASE TO GATHER DATA ON THE TREATMENT AND OUTCOMES OF CHILDRENS 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 INDEPENDENCE CELEBRATE INDEPENDENCE 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 2010 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
		- YOUTH LEADERSHIP JACKSONVILLE AND JACKSONVILLE HEALTH AND HUMAN SERVICES IN 2010 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 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

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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

2010

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	(g) Section 512(b)(13) controlled organization	
						Yes	No
See Additional Data Table							

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) Disproportionate 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	(k) Percentage ownership
(1) ST AUGUSTINE MOB LTD 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL32216 59-3397507	REAL ESTATE HOLDING	FL	GH MEDICAL SERVICES INC	EXCLUDED				No			No	100 000 %

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
(1) GH HOLDINGS INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL32216 59-3007328	HOLDING COMPANY	FL	N/A	C	2,019	-18,267,889	100 000 %
(2) GH MANAGEMENT INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL32216 59-2387438	HOLDING COMPANY	FL	GH HOLDINGS INC	C		82,445	100 000 %
(3) GENESIS MANAGEMENT SERVICES INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL32216 59-2183211	MANAGEMENT SERVICES	FL	GH HOLDINGS INC	C		271,306	100 000 %
(4) GH MEDICAL SERVICES INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL32216 59-2742895	MEDICAL SERVICES	FL	GH HOLDINGS INC	C	314,037	914,642	100 000 %
(5) GH PARTNERSHIP HOLDINGS PPA INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL32216 59-3075439	INVESTMENT HOLDINGS	FL	GH HOLDINGS INC	C	-122,135	5,634,275	100 000 %

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, 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		No
c	Gift, grant, or capital contribution from other organization(s)	1c	Yes	
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	Yes	
n	Sharing of paid employees	1n	Yes	
o	Reimbursement paid to other organization for expenses	1o	Yes	
p	Reimbursement paid by other organization for expenses	1p	Yes	
q	Other transfer of cash or property to other organization(s)	1q	Yes	
r	Other transfer of cash or property from other organization(s)	1r	Yes	

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	(d) Method of determining amount involved
(1)	See Additional Data Table			
(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?		(e) Share of end-of-year assets	(f) Disproprtionate allocations?		(g) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation
ST AUGUSTINE MOB, LTD OWNERSHIP	SCHEDULE R, PART III	GENESIS HEALTH, INC OWNES 100% OF THE ST AUGUSTINE MOB, LTD PARTNERSHIP INDIRECTLY THROUGH ITS OWNERSHIP OF TWO SEPARATE ENTITIES TREATED AS CORPORATIONS
	SCHEDULE R, PART IV	ALL CORPORATIONS LISTED ON SCHEDULE R, PART IV ARE CONSOLIDATED FOR FEDERAL INCOME TAX PURPOSES GH HOLDINGS, INC ACTS AS THE CORPORATE PARENT FOR THE GROUP, AND ALL APPLICABLE INCOME AND DEDUCTION ITEMS ARE ELIMINATED IN CONSOLIDATION AMOUNTS PRESENTED ON PART IV ARE SHOWN PRE-CONSOLIDATION

Additional Data Return to Form

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

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 section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
GENESIS REHABILITATION HOSPITAL INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL32216 59-3284221	HEALTHCARE / REHAB CARE	FL	501(C)(3)	LINE 3	N/A	Yes	
PHYSICAL MEDICINE SPECIALISTS INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL32116 59-3530305	HEALTHCARE / PHYSICIANS	FL	501(C)(3)	LINE 11A, I	N/A	Yes	
BROOKS HOME CARE ADVANTAGE INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL32216 26-2216181	HEALTHCARE / HOME THERAPY	FL	501(C)(3)	LINE 9	N/A	Yes	
GENESIS HEALTH DEVELOPMENT INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL32216 59-2249372	HEALTHCARE / REHAB THERAPY	FL	501(C)(3)	LINE 9	N/A	Yes	
BROOKS SKILLED NURSING INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL32216 26-4561148	HEALTHCARE / SKILLED NURSING	FL	501(C)(3)	LINE 9	N/A	Yes	
BROOKS SKILLED NURSING FACILITY A INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL32216 27-2153586	HEALTHCARE / SKILLED NURSING	FL	501(C)(3)	LINE 3	N/A	Yes	
BROOKS SKILLED NURSING FACILITY HOLDINGS A INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL32216 27-2187557	SUPPORTING ORGANIZATION	FL	501(C)(3)	LINE 11A, I	N/A	Yes	
THE GENESIS HEALTH FOUNDATION INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL32216 59-2249340	SUPPORT / FUNDRAISING	FL	501(C)(3)	LINE 7	N/A	Yes	

Form 990, Schedule R, Part V - Transactions With Related Organizations

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved ($)	(d) Method of determining amount involved
(1)	THE GENESIS HEALTH FOUNDATION INC	C	138,379	CASH
(2)	BROOKS SKILLED NURSING FACILITY A INC	E	350,892	INTERCOMPANY RECEIVABLE
(3)	BROOKS SKILLED NURSING INC	E	378,835	INTERCOMPANY RECEIVABLE
(4)	GENESIS HEALTH DEVELOPMENT INC	D	2,233,207	OUTSTANDING BOND LIABILIT
(5)	GENESIS REHABILITATION HOSPITAL INC	D	51,730,636	OUTSTANDING BOND LIABILIT
(6)	BROOKS HOME CARE ADVANTAGE	D	6,029,962	INTERCOMPANY PAYABLE
(7)	GENESIS HEALTH DEVELOPMENT INC	D	402,456	INTERCOMPANY PAYABLE
(8)	GENESIS REHABILITATION HOSPITAL INC	D	30,526,654	INTERCOMPANY PAYABLE
(9)	BROOKS SKILLED NURSING FACILITY A INC	K	192,448	FMV
(10)	GENESIS HEALTH DEVELOPMENT INC	K	1,287,066	FMV
(11)	GENESIS REHABILITATION HOSPITAL INC	K	7,312,873	FMV
(12)	PHYSICAL MEDICINE SPECIALISTS INC	K	250,000	FMV