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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

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011

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) | Room/suite
3599 UNIVERSITY BLVD SOUTH

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 $ 77,971,874

F Name and address of principal officer
DOUGLAS M 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 2011 (Part V, line 2a)	**5**	117
6	Total number of volunteers (estimate if necessary)	**6**	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	134,639
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	-55,505

		Prior Year	Current Year
Revenue	**8** Contributions and grants (Part VIII, line 1h)	138,379	1,018,835
	9 Program service revenue (Part VIII, line 2g)	10,006,406	10,344,456
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	19,353,695	11,455,736
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	147,619	134,639
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	29,646,099	22,953,666
Expenses	**13** Grants and similar amounts paid (Part IX, column (A), lines 1–3)	295,185	286,085
	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)	7,817,542	8,038,128
	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–24e)	9,235,344	9,940,139
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	17,348,071	18,264,352
	19 Revenue less expenses Subtract line 18 from line 12	12,298,028	4,689,314

		Beginning of Current Year	End of Year
Net Assets or Fund Balances	**20** Total assets (Part X, line 16)	294,392,700	287,859,044
	21 Total liabilities (Part X, line 26)	109,649,287	120,264,984
	22 Net assets or fund balances Subtract line 21 from line 20	184,743,413	167,594,060

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

****** 2012-11-12
Signature of officer — Date

DOUGLAS M BAER CEO
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ AMY BIBBY | Date | Check if self-employed ▶☐ | Preparer's taxpayer identification number (see instructions) P00445891

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ DIXON HUGHES GOODMAN LLP
500 RIDGEFIELD COURT
ASHEVILLE, NC 28806

EIN ▶ 56-0747981

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 organization's program service accomplishments for each of its three largest program services, as measured 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 $ 2,689,529 including grants of $ 286,085) (Revenue $ 10,344,456)

BROOKS HEALTH SYSTEM (BROOKS REHABILITATION) HAS A LONG-STANDING TRADITION OF PROVIDING QUALITY INPATIENT AND OUTPATIENT REHABILITATION CARE TO NORTHEAST AND CENTRAL 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** ▶ $ 2,689,529

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 instructions)?	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	Yes	
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		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which 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 temporarily restricted endowments, permanent endowments, 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		No
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		No
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, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Part I*	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the U S ? *If "Yes," complete Schedule F, Part II 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, Part 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*	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.** All Form 990 filers that operated one or more hospitals must attach audited financial statements	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 questions 24b–24d and complete Schedule K. If "No," go to line 25*	**24a**	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		No
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	**25a**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**	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 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**	Yes	
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**	Yes	
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	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	**35a**	Yes	
b	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*	**35b**	Yes	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	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**	452		
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**	117			
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 or securities 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.** All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state			**13a**		
b	Enter the aggregate 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 aggregate 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	Did the organization have members or stockholders?		6	Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		7a		No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		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	Did the organization have local chapters, branches, or affiliates?	10a		No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete 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 the Form 990			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	Yes	
b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes	
13	Did the organization have a written whistleblower policy?	13	Yes	
14	Did 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," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take 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 made 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 made its governing documents, conflict of interest policy, and financial statements available to the public See Additional Data Table

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

DOUGLAS M BAER
3599 UNIVERSITY 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, or highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

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

☐ Check this box if neither the organization nor any related organizations compensated any current or former officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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				38,567	0	0
(2) BRUCE M JOHNSON VICE CHAIR	2 00	X		X				27,600	0	0
(3) STANLEY W CARTER SECRETARY	2 00	X		X				5,662	0	0
(4) ERNEST N BRODSKY BOARD MEMBER	2 00	X						27,300	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						1,662	0	0
(7) DAVID H BUSSE BOARD MEMBER	2 00	X						25,984	0	0
(8) PAMELA S CHALLY PHD BOARD MEMBER	2 00	X						16,794	0	0
(9) LEE LOMAX BOARD MEMBER	2 00	X						0	0	11,521
(10) KERRY ROMESBURG PHD BOARD MEMBER	2 00	X						9,300	0	0
(11) GUY T SELANDER MD BOARD MEMBER	2 00	X						8,541	0	0
(12) HOWARD C SERKIN BOARD MEMBER	2 00	X						26,100	0	0
(13) FORREST TRAVIS BOARD MEMBER	2 00	X						18,900	0	0
(14) DOUGLAS M BAER PRES & CEO/INTERIM CFO/ASST TREAS & SEC	40 00	X		X				493,762	0	113,383
(15) MICHAEL SPIGEL COO	40 00			X				378,273	0	72,792
(16) KAREN GALLAGER VP OF HR & EDUCATION	40 00				X			218,733	0	17,941
(17) PATRICIA DEBEAR SVP OF CLINICAL SERVICES	1 00				X			230,194	0	15,284

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 (do not check more than one box, unless person is both an officer and a director/trustee)						(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			
(18) ROBERT B FULLER VP OF NEW BUSINESS DEVELOP	40 00				X			182,300	0	14,449
(19) CHARLES A SCHAUER VP OF SPECIAL PROJECTS	40 00				X			312,251	0	7,170
(20) ROBERT W SHRYOCK DIR OF MANAGED CARE	40 00				X			156,923	0	467
(21) KAREN WRIGHT-BENNETT SENIOR VICE PRESIDENT	40 00					X		402,596	0	9,855
(22) ERIC NIXON VP OF FINANCE	40 00					X		290,125	0	21,857
(23) JAMIE SEPPALA DIR OF BUSINESS DEVELOPMENT	40 00					X		138,457	0	19,410
(24) THERESA GATES DIR OF REHABILITATION	40 00					X		103,662	0	1,406
(25) KEN MCCOSH DIR OF DECISION SUPPORT	40 00					X		128,045	0	11,856
1b Sub-Total . . . . . ▶										
c Total from continuation sheets to Part VII, Section A . . . . ▶										
d Total (add lines 1b and 1c) . . . . . ▶								3,249,531	0	317,391

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 12

			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 Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
VALLENCOURT CONSTRUCTION CO INC PO BOX 65849 ORANGE PARK, FL 32065	CONSTRUCTION	692,052
ENGLAND THIMS & MILLER INC 14775 OLD ST AUGUSTINE RD JACKSONVILLE, FL 32258	CONSTRUCTION	405,409
MAINLINE INFORMATION SYSTEMS PO BOX 11407 BIRMINGHAM, AL 35246	INFORMATION SYSTEMS	314,648
O'KEEFE-PAINTER ARCHITECTS LLC 2424 CURFEW ROAD PALM HARBOR, FL 34683	ARCHITECTUAL SERVICES	285,743
JACKSONVILLE JAGUARS 1 EVERBANK FIELD DR JACKSONVILLE, FL 32202	SPONSORSHIP	279,000

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 16

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	318,835			
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	700,000			
	g	Noncash contributions included in lines 1a-1f $ 700,000					
	h	**Total.** Add lines 1a-1f		1,018,835			
Program Service Revenue			Business Code				
	2a	MANAGEMENT FEES	541610	10,279,198	10,279,198		
	b	OTHER OPERATING REVENU	900099	65,258	65,258		
	c						
	d						
	e						
	f	All other program service revenue					
	g	**Total.** Add lines 2a–2f		10,344,456			
	3	Investment income (including dividends, interest and other similar amounts)		324,033			324,033
	4	Income from investment of tax-exempt bond proceeds		2,087,122			2,087,122
	5	Royalties					
			(i) Real	(ii) Personal			
	6a	Gross rents	134,639				
	b	Less rental expenses	0				
	c	Rental income or (loss)	134,639				
	d	Net rental income or (loss)		134,639		134,639	
			(i) Securities	(ii) Other			
	7a	Gross amount from sales of assets other than inventory	64,062,789				
	b	Less cost or other basis and sales expenses	55,018,208				
	c	Gain or (loss)	9,044,581				
	d	Net gain or (loss)		9,044,581			9,044,581
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		22,953,666	10,344,456	134,639	11,455,736

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

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 United States See Part IV, line 21	286,085	286,085		
2	Grants and other assistance to individuals in the United States See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	2,186,648	234,588	1,952,060	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	32,477	32,477		
7	Other salaries and wages	4,027,763	1,025,691	3,002,072	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	353,607	66,842	286,765	
9	Other employee benefits	1,059,160	273,501	785,659	
10	Payroll taxes	378,473	97,874	280,599	
11	Fees for services (non-employees)				
a	Management				
b	Legal	102,658	4,507	98,151	
c	Accounting	62,678	35,000	27,678	
d	Lobbying				
e	Professional fundraising *See Part IV, line 17* . .				
f	Investment management fees	987,984		987,984	
g	Other	1,014,012	176,497	837,515	
12	Advertising and promotion	304,972		304,972	
13	Office expenses	2,260,856	185,771	2,075,085	
14	Information technology				
15	Royalties . .				
16	Occupancy	270,649	79,038	191,611	
17	Travel	79,090	40,118	38,972	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	103,605	50,990	52,615	
20	Interest	2,390,499		2,390,499	
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	1,832,845	74,369	1,758,476	
23	Insurance	135,666		135,666	
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	394,625	26,181	368,444	
b					
c					
d					
e					
f	All other expenses				
25	**Total functional expenses.** Add lines 1 through 24f	18,264,352	2,689,529	15,574,823	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	1,178,671	1	665,901
	2	Savings and temporary cash investments	17,434,922	2	15,802,297
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	208,593	4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	581,843	9	606,230
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D* — 10a: 61,681,643			
	b	Less accumulated depreciation — 10b: 6,053,959	53,078,136	10c	55,627,684
	11	Investments—publicly traded securities	219,275,144	11	212,119,232
	12	Investments—other securities See Part IV, line 11		12	
	13	Investments—program-related See Part IV, line 11	20,000	13	484,265
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11	2,615,391	15	2,553,435
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	294,392,700	16	287,859,044
Liabilities	17	Accounts payable and accrued expenses	3,348,829	17	4,037,736
	18	Grants payable	60,000	18	36,500
	19	Deferred revenue	661,051	19	
	20	Tax-exempt bond liabilities	58,510,029	20	57,812,742
	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 (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	47,069,378	25	58,378,006
	26	**Total liabilities.** Add lines 17 through 25	109,649,287	26	120,264,984
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	184,743,413	27	167,594,060
	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	184,743,413	33	167,594,060
	34	Total liabilities and net assets/fund balances	294,392,700	34	287,859,044

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	22,953,666
2	Total expenses (must equal Part IX, column (A), line 25)	2	18,264,352
3	Revenue less expenses Subtract line 2 from line 1	3	4,689,314
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . .	4	184,743,413
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-21,838,667
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	167,594,060

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

2011

Open to Public Inspection

Name of the organization
GENESIS HEALTH INC

Employer identification number
59-2249370

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

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

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

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

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

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

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

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

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

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

9 ☐ An organization that normally receives (1) more than 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 IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 **Total support** (Add lines 7 through 10)						

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

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

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f)) **14**

15 Public Support Percentage for 2010 Schedule A, Part II, line 14 **15**

16a **33 1/3% support test—2011.** 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—2010.** 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—2011.** 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—2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization

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

Part III **Support Schedule for Organizations Described in IRC 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support** (Add lines 9, 10c, 11 and 12)						

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

Section C. Computation of Public Support Percentage

15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15	
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2011** (line 10c column (f) divided by line 13 column (f))	17	
18 Investment income percentage from **2010** Schedule A, Part III, line 17	18	

19a **33 1/3% support tests—2011.** 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—2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

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

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

Facts And Circumstances Test

Explanation

SCHEDULE A, PART IV, SUPPLEMENTAL INFORMATION SCHEDULE A, PART I, LINE 11 THE ORGANIZATION WAS ESTABLISHED AS A SUPPORTING ORGANIZATION TO PROVIDE ADMINISTRATIVE AND MANAGERIAL OVERSIGHT TO THE SUPPORTED ORGANIZATIONS LISTED ON PART I, LINE 11 THE ORGANIZATION SERVES AS THE PRIMARY SOURCE OF PERSONNEL, OFFICE AND FINANCIAL SERVICES FOR THE SUPPORTED ORGANIZATIONS PLEASE SEE SCHEDULE R, PART V FOR A SUMMARY OF TRANSACTION

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

Additional Data

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

Form 990, Special Condition Description:

Special Condition Description

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SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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

▶ **Complete if the organization is described below.**

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

OMB No 1545-0047

2011

Open to Public Inspection

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

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

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

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

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

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

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

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

1 Provide a description of the organization's direct and indirect political campaign activities on behalf of or in opposition to candidates for public office in Part IV

2 Political expenditures ▶ $ _____

3 Volunteer hours _____

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

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

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

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

4a Was a correction made? ☐ Yes ☐ No

b If "Yes," describe in Part IV

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

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

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

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

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

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

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

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

A Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

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

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

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

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

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

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

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

		(a) Yes	(a) No	(b) Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?		No	
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		No	
c	Media advertisements?		No	
d	Mailings to members, legislators, or the public?		No	
e	Publications, or published or broadcast statements?		No	
f	Grants to other organizations for lobbying purposes?		No	
g	Direct contact with legislators, their staffs, government officials, or a legislative body?		No	
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	
i	Other activities? If "Yes," describe in Part IV	Yes		2,533
j	Total lines 1c through 1i			2,533
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

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

Part IV Supplemental Information

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

Identifier	Return Reference	Explanation
EXPLANATION OF LOBBYING ACTIVITIES	PART II-B, LINE 1	THE ORGANIZATION IS A MEMBER OF THE JACKSONVILLE CHAMBER OF COMMERCE, AS WELL AS SEVERAL HEALTHCARE ORGANIZATIONS THESE ORGANIZATIONS ALLOCATE A PORTION OF THEIR MEMBERSHIP DUES TO LOBBYING EFFORTS ON BEHALF OF THEIR MEMBERSHIP BODIES

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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, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		33,633,954		33,633,954
b Buildings	700,000	14,477,986	1,460,780	13,717,206
c Leasehold improvements		1,192,416	287,022	905,394
d Equipment		8,091,595	4,306,157	3,785,438
e Other		3,585,692		3,585,692
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				55,627,684

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		
Other		
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶		

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
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	

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

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
DUE TO AFFILIATES	56,293,365
BOND SWAP VALUATION	1,713,898
THIRD PARTY SETTLEMENTS	370,743
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	58,378,006

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 REHABILITATION HOSPITAL 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

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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

2011

Open to Public Inspection

Name of the organization
GENESIS HEALTH INC

Employer identification number
59-2249370

Part I General Information on Grants and Assistance

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

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

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

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
See Additional Data Table							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . ▶ 18

3 Enter total number of other organizations listed in the line 1 table . . . ▶ 2

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
AMERICAN HEART ASSOCIATION5851 ST AUGUSTINE ROAD JACKSONVILLE,FL 32207	13-5613797	501(C)(3)	35,000				SUPPORT OF CHARITABLE PURPOSES
BAPTIST HEALTH SYSTEM FOUNDATION3563 PHILLIPS HWY SUITE A-106 JACKSONVILLE,FL 32207	59-2487135	501(C)(3)	6,000				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
DREAMS COME TRUE OF JACKSONVILLE INC 6803 SOUTHPOINT PKWY JACKSONVILLE,FL 32216	59-2967803	501(C)(3)	6,500				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

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
JACKSONVILLE WOLFSON'S CHILDREN'S HOSPITAL1325 SAN MARCO BLVD JACKSONVILLE,FL 32207	59-1452787	501(C)(3)	22,500				SUPPORT OF CHARITABLE PURPOSES
NORTHEAST FLORIDA HEALTH INFORMATION EXCHANGE555 BISHOP GATE LANE JACKSONVILLE,FL 32204	03-0515874	N/A	7,000				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
FLAGLER HEALTH CARE FOUNDATION INC400 HEALTH PARK BLVD ST AUGUSTINE,FL 32086	59-2440537	501(C)(3)	10,000				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

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
ST VINCENT'S FOUNDATION1 SHIRCLIFF WAY JACKSONVILLE,FL 32203	59-2219923	501(C)(3)	20,000				SUPPORT OF CHARITABLE PURPOSES
UNIVERSITY OF NORTH FLORIDA FOUNDATION1 UNF DRIVE HALL NO 2900 JACKSONVILLE,FL 32224	23-7167701	501(C)(3)	5,000				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
JACKSONVILLE SEMPER FIDELIS SOCIETYPO BOX 28188 JACKSONVILLE,FL 32226	59-3690146	501(C)(3)	25,000				SUPPORT OF CHARITABLE PURPOSES
INDEPENDENT LIVING RESOURCE CENTER2709 ART MUSEUM DRIVE JACKSONVILLE,FL 32207	95-3255012	501(C)(3)	20,000				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
WE CARE JACKSONVILLE INC 900 UNIVERSITY BLVD N 200E JACKSONVILLE,FL 32211	59-3431724	501(C)(3)	15,000				SUPPORT OF CHARITABLE PURPOSES
UNITED WAY OF NE FLORIDAPO BOX 2864228 ORLANDO,FL 32886	59-0637825	501(C)(3)	12,000				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
GATE RIVER RUN 3931 BAYMEADOWS RD JACKSONVILLE,FL 32217		N/A	10,000				SPONSORSHIP
COUNCIL ON AGING 180 MARINE ST ST AUGUSTINE,FL 32084	59-1525829	501(C)(3)	5,000				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
HEALTH PLANNING COUNCIL OF NE FLORIDA644 CESERY BLVD 210 JACKSONVILLE,FL 32211	59-2247189	501(C)(3)	10,000				SUPPORT OF CHARITABLE PURPOSES
CHALLENGED ATHLETES FOUNDATIONPO BOX 1608 TARPON SPRINGS, FL 34688	33-0739596	501(C)(3)	5,000				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
ARTHRITIS FOUNDATION13000 AVALON LAKE DR ORLANDO,FL 32828	59-0816892	501(C)(3)	5,000				SUPPORT OF CHARITABLE PURPOSES
THE GENESIS HEALTH FOUNDATION INC 3599 UNIVERSITY BLVD S JACKSONVILLE,FL 32216	59-2249340	501(C)(3)	10,000				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

2011

Open to Public Inspection

Name of the organization
GENESIS HEALTH INC

Employer identification number
59-2249370

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☑ Tax idemnification and gross-up payments ☑ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement orprovision of all the expenses described above? If "No," complete Part III to explain	**1b**	Yes	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	**2**	Yes	
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply ☑ Compensation committee ☑ Written employment contract ☑ Independent compensation consultant ☑ Compensation survey or study ☑ Form 990 of other organizations ☑ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization			
a	Receive a severance payment or change-of-control payment?	**4a**	Yes	
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**	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**		No
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 Schedule J-1 if additional space needed.

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

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual

(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)	326,994	113,219	53,549	106,500	6,883	607,145	0
	(ii)	0	0	0	0	0	0	0
(2) MICHAEL SPIGEL	(i)	256,192	94,693	27,388	67,100	5,692	451,065	0
	(ii)	0	0	0	0	0	0	0
(3) KAREN GALLAGER	(i)	147,772	48,366	22,595	12,361	5,580	236,674	0
	(ii)	0	0	0	0	0	0	0
(4) PATRICIA DEBEAR	(i)	156,177	52,165	21,852	8,639	6,645	245,478	0
	(ii)	0	0	0	0	0	0	0
(5) ROBERT B FULLER	(i)	126,076	40,142	16,082	9,697	4,752	196,749	0
	(ii)	0	0	0	0	0	0	0
(6) CHARLES A SCHAUER	(i)	152,326	0	159,925	0	7,170	319,421	0
	(ii)	0	0	0	0	0	0	0
(7) ROBERT W SHRYOCK	(i)	136,927	18,556	1,440	0	467	157,390	0
	(ii)	0	0	0	0	0	0	0
(8) KAREN WRIGHT-BENNETT	(i)	128,137	165,000	109,459	4,104	5,751	412,451	0
	(ii)	0	0	0	0	0	0	0
(9) ERIC NIXON	(i)	143,532	128,600	17,993	16,500	5,357	311,982	0
	(ii)	0	0	0	0	0	0	0
(10) JAMIE SEPPALA	(i)	56,267	64,000	18,190	11,270	8,140	157,867	0
	(ii)	0	0	0	0	0	0	0

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
	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	IN 2011, CHARLES A SCHAUER RECEIVED COMPENSATION FROM A SEVERANCE AGREEMENT THIS AMOUNT IS REPRESENTED IN PART II, COLUMN (B)(III) IN 2011, GENESIS HEALTH, INC PROVIDED A SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN TO CERTAIN KEY EMPLOYEES 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 - $ 68,000 MICHAEL SPIGEL - 50,600
	PART I, LINE 6	IN 2011 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

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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

2011

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			12-01-2007	95,000,000	CAPITAL IMPROVEMENTS		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	1,070,000			
2	Amount of bonds defeased				
3	Total proceeds of issue	95,023,094			
4	Gross proceeds in reserve funds	4,491,522			
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	If 'Yes' to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c	Are there any research agreements that may result in private business use of bond-financed property?		X						
d	If 'Yes' to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
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 ▶	0 540 %							
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	0 540 %							
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 Procedures To Undertake Corrective Action

Check the box if the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations . . . . . ☐ Yes ☑ No

Part VI Supplemental Information

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

Identifier	Return Reference	Explanation
SCHEDULE K, PART I, DESCRIPTION OF PURPOSE		THE JACKSONVILLE HEALTH FACILITIES AUTHORITY HOSPITAL REVENUE BONDS, SERIES 2007 WERE ISSUED FOR THE PURPOSE OF (I) FINANCING A PORTION OF THE COST OF THE CAPITAL IMPROVEMENTS, (II) REFINANCING CERTAIN INDEBTEDNESS OF THE COMPANY WHICH FINANCED THE ACQUISITION OF UNIMPROVED LAND FOR FUTURE USE, (III) REFUNDING THE JACKSONVILLE HEALTH FACILITIES AUTHORITY HOSPITAL REVENUE AND REFUNDING BONDS PREVIOUSLY ISSUED TO PROVIDE FINANCING FOR THE BENEFIT OF THE COMPANY, (IV) TO FUND A DEBT SERVICE RESERVE FUND IN CONNECTION WITH THE 2007 BONDS, AND (V) PAYING COSTS ASSOCIATED WITH THE ISSUANCE OF THE 2007 BONDS THE CAPITAL IMPROVEMENTS WILL CONSIST OF (I) IMPROVEMENTS AT THE COMPANY'S EXISTING INPATIENT REHABILITATION HOSPITAL, (II) THE ACQUISITION AND CONSTRUCTION OF AN ADMINISTRATIVE SUPPORT BUILDING, AND (III) ROUTINE CAPITAL IMPROVEMENTS TO HEALTH CARE FACILITIES OF THE COMPANY LAND PURCHASED BY THE COMPANY IS EXPECTED TO BE USED BY THE COMPANY OR ITS AFFILIATES AS THE FUTURE SITE FOR POST-ACUTE CARE AND RELATED HEALTH CARE FACILITIES
SCHEDULE K, PART II, LINE 11 OTHER SPENT PROCEEDS		AMOUNTS PRESENT ON LINE 11 WERE PROCEEDS USED TO REFUND A PRIOR SERIES ISSUED IN 1996

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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

2011

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) From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	(e) No	(f) Approved by board or committee? Yes	(f) No	(g) Written agreement? Yes	(g) 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) PAMELA SPIGEL	FAMILY MEMBER OF OFFICER MICHAEL SPIGEL	32,477	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 M (Form 990)

Department of the Treasury
Internal Revenue Service

NonCash Contributions

▶Complete if the organization answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
GENESIS HEALTH INC

Employer identification number
59-2249370

Part I Types of Property

		(a) Check if applicable	(b) Number of Contributions or items contributed	(c) Contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining contribution amounts
1	Art—Works of art				
2	Art—Historical treasures				
3	Art—Fractional interests				
4	Books and publications				
5	Clothing and household goods				
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities—Publicly traded				
10	Securities—Closely held stock				
11	Securities—Partnership, LLC, or trust interests				
12	Securities—Miscellaneous				
13	Qualified conservation contribution—Historic structures				
14	Qualified conservation contribution—Other				
15	Real estate—Residential				
16	Real estate—Commercial	X	1	700,000	APPRAISAL
17	Real estate—Other				
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶ (_____)				
26	Other ▶ (_____)				
27	Other ▶ (_____)				
28	Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement . . . **29**

			Yes	No
30a	During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a		No
b	If "Yes," describe the arrangement in Part II			
31	Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31		No
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?	32a		No
b	If "Yes," describe in Part II			
33	If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II			

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

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

2011

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 COMPLETE 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, FINANCIAL STATEMENTS, AND CONFLICT OF INTEREST POLICY ARE MADE AVAILABLE TO THE PUBLIC UPON REQUEST

Identifier	Return Reference	Explanation
	FORM 990, PART VII AVERAGE HOURS FOR RELATED ORGANIZATIONS	THE FOLLOWING VOTING MEMBERS OF THE GOVERNING BODY SERVED ON THE BOARDS OF RELATED ORGANIZATIONS DURING THE TAX YEAR, REPORTED AS AVERAGE HOURS PER WEEK ERNEST N BRODSKY - 2 HOURS FOR GENESIS REHABILITATION HOSPITAL DAVID H BUSSE - 2 HOURS FOR BROOKS HOME CARE ADVANTAGE PAMELA S CHALLY - 2 HOURS FOR GENESIS REHABILITATION HOSPITAL LEE LOMAX - 2 HOURS FOR GENESIS REHABILITATION HOSPITAL HOWARD C SERKIN - 2 HOURS FOR BROOKS HOME CARE ADVANTAGE FORREST TRAVIS - 2 HOURS FOR GENESIS REHABILITATION HOSPITAL STANLEY W CARTER - 2 HOURS FOR GENESIS REHABILITATION HOSPITAL BRUCE M JOHNSON - 2 HOURS FOR GENESIS REHABILITATION HOSPITAL DOUGLAS M BAER - 40 HOURS SERVICE TOTAL FOR ALL ENTITIES REPORTED ON SCHEDULE R, PARTS II AND IV GARY W SNEED - 40 HOURS SERVICE TOTAL FOR ALL ENTITIES REPORTED ON SCHEDULE R, PARTS II AND IV

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED LOSSES ON INVESTMENTS -21,633,740 NET CHANGE IN SWAP VALUATION -204,927 TOTAL TO FORM 990, PART XI, LINE 5 -21,838,667

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	BROOKS HEALTH SYSTEM (BROOKS REHABILITATION) HAS A LONG-STANDING TRADITION OF PROVIDING QUALITY INPATIENT AND OUTPATIENT REHABILITATION CARE TO NORTHEAST FLORIDA AND SOUTHEAST GEORGIA AS A NON-PROFIT HEALTH SYSTEM, WE ARE DEDICATED TO MEETING THE NEEDS AND IMPROVING THE HEALTH OF OUR COMMUNITY THIS ROLE SERVES AS THE FOUNDATION FOR EVERYTHING WE DO AS EXPRESSED IN OUR MISSION, "TO ADVANCE THE HEALTH AND WELL-BEING OF PERSONS REQUIRING REHABILITATION THROUGH SUPERIOR OUTCOMES, SERVICE, EDUCATION AND RESEARCH " COMMUNITY MEMBERS BENEFIT DAILY FROM THE SERVICES AND CARE THAT BROOKS REHABILITATION PROVIDES WHETHER IT IS THROUGH CHARITY CARE, SPONSORING A MULTI-SPORT ADAPTIVE SPORTS AND RECREATION PROGRAM, OR HOLDING FREE CONTINUING EDUCATION FOR HEALTHCARE PROFESSIONALS, BROOKS IS ALWAYS WORKING TO IMPROVE ACCESS TO QUALITY HEALTHCARE IN THE COMMUNITIES WE SERVE. WE BELIEVE COMMUNITY PARTICIPATION IS FUNDAMENTAL TO OUR MISSION AND OUR EMPLOYEES SHARE THIS SENTIMENT WHILE OUR INPATIENT AND OUTPATIENT SERVICES ARE PROVIDING COMMUNITY BENEFIT EACH AND EVERY DAY, BROOKS' IMPACT REACHES FAR BEYOND ITS WALLS THROUGH COMMUNITY PARTNERSHIPS, RESEARCH, TRAINING AND EDUCATION AND COMMUNITY HEALTH PROGRAMMING FOR THE PURPOSE OF THIS REPORT, BROOKS HEALTH SYSTEM (BROOKS) IS COMPRISED OF THE FOLLOWING NOT-FOR-PROFIT LEGAL ENTITIES * GENESIS HEALTH, INC D/B/A BROOKS HEALTH SYSTEM [59-2249370] * GENESIS REHABILITATION HOSPITAL, INC D/B/A BROOKS REHABILITATION HOSPITAL [59-3284221] * GENESIS HEALTH DEVELOPMENT, INC D/B/A BROOKS HEALTH DEVELOPMENT [59-2249372] * THE GENESIS HEALTH FOUNDATION, INC D/B/A BROOKS HEALTH FOUNDATION [59-2249340] * PHYSICAL MEDICINE SPECIALISTS, INC [59-3530305] * BROOKS HOMECARE ADVANTAGE, INC [26-2216181] * BROOKS SKILLED NURSING FACILITY A, INC [27-2153586] I GENERAL INFORMATION OUR HISTORY FOR MORE THAN 35 YEARS, BROOKS HAS BEEN THE SOURCE FOR COMPREHENSIVE REHABILITATION SERVICES IN NORTH AND CENTRAL FLORIDA AND SOUTHEAST GEORGIA WE ARE PROUD OF OUR CARING CULTURE AND COMMUNITY FOCUS HELPING PATIENTS MAKE THE TRANSITION TO INDEPENDENCE IN AN EASIER AND LESS STRESSFUL WAY IS AN IMPORTANT PART OF OUR WORK WE ACCOMPLISH THIS THROUGH OUR HOSPITAL PROGRAMS AND NETWORK OF OUTPATIENT THERAPY CLINICS, DESIGNED TO MEET EVERY REHABILITATION NEED FROM SPORTS INJURIES, WORK-RELATED PROBLEMS, AND ORTHOPEDIC POST-SURGICAL RECOVERY TO MORE COMPLEX BRAIN AND SPINAL CORD INJURIES AND STROKE. BROOKS REHABILITATION INCLUDES THE ONLY INPATIENT REHABILITATION HOSPITAL IN THE REGION AND ONE OF THE LARGEST IN THE COUNTRY WITH 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 BROOKS REHABILITATION HOSPITAL BROOKS REHABILITATION HOSPITAL INCLUDES A FREE-STANDING REHABILITATION FACILITY LICENSED FOR 157 BEDS THE HOSPITAL IS DEDICATED TO TREATING ADULTS AND CHILDREN WITH BRAIN INJURY, STROKE, SPINAL CORD INJURY, HIP FRACTURE, COMPREHENSIVE ORTHOPEDIC PROBLEMS AND OTHER DISABLING CONDITIONS BROOKS REHABILITATION HOSPITAL IS ACCREDITED BY THE JOINT COMMISSION ON ACCREDITATION OF HEALTHCARE ORGANIZATIONS (JCAHO) AND CARF, THE REHABILITATION ACCREDITATION COMMISSION THE HOSPITAL IS ONE OF FLORIDA'S ONLY STATE-DESIGNATED TREATMENT FACILITIES FOR BRAIN AND SPINAL CORD INJURY FOR CHILDREN AND ADULTS

Identifier	Return Reference	Explanation
		BROOKS OUTPATIENT REHABILITATION BY THE END OF 2011 BROOKS HAD 27 OUTPATIENT CLINICS THROUGHOUT NORTH AND CENTRAL FLORIDA THESE CONTINUE TO MEET THE NEEDS OF OUR PATIENTS AFTER THEY LEAVE THE REHABILITATION HOSPITAL AS WELL AS SERVE THOSE WHO MAY NOT HAVE REQUIRED HOSPITALIZATION, BUT ARE IN NEED OF REHABILITATION THE OUTPATIENT CLINICS ARE DESIGNED TO PROVIDE A RANGE OF SERVICES TO PATIENTS OF ALL AGES, INCLUDING PHYSICAL, OCCUPATIONAL, SPEECH-LANGUAGE, AND COGNITIVE THERAPIES SPECIALIZED PROGRAMS AND DAY TREATMENT PROGRAMS ARE ALSO AVAILABLE FOR CHRONIC PAIN, HEAD INJURY, SPORTS INJURY TREATMENT, BRAIN INJURY AND STROKE, AND INDUSTRIAL REHABILITATION BROOKS HOME CARE ADVANTAGE BROOKS HOME CARE ADVANTAGE OFFERS A FULL SPECTRUM OF SKILLED NURSING AND REHABILITATION OPTIONS FOR THOSE LEAVING THE HOSPITAL WITH CONTINUED HEALTH CARE NEEDS THAT CAN BE MET AT HOME BROOKS HOME CARE ADVANTAGE OFFERS A WIDE ARRAY OF IN-HOME HEALTH SERVICES SUCH AS SKILLED NURSING CARE, PHYSICAL THERAPY, SPEECH THERAPY, RESPIRATORY THERAPY, OCCUPATIONAL THERAPY, INFUSION THERAPY, ENTEROSTOMAL THERAPY, MASSAGE THERAPY AND MORE BROOKS REHABILITATION MEDICAL GROUP THIS BROOKS' NON-PROFIT PHYSICIAN GROUP COMPOSED OF 5 CREDENTIALED SPECIALISTS IN REHABILITATION MEDICINE (PHYSIATRISTS), ESTABLISHED TO PROVIDE OUTPATIENT PHYSICIAN CARE TO PATIENTS REQUIRING THIS SPECIALIZED CARE THIS MEDICAL GROUP INCLUDES ONE OF THE FEW CREDENTIALED PEDIATRIC PHYSIATRISTS IN FLORIDA, AND THE ONLY ONE IN JACKSONVILLE THESE PHYSICIANS ENGAGE IN DIRECT PATIENT CARE IN THE HOSPITAL AND OUTPATIENT, PROVIDE MEDICAL EDUCATION TO RESIDENTS FROM UNIVERSITY OF FLORIDA, AND PROVIDE COMMUNITY EDUCATION TO THE MEDICAL COMMUNITY AND THE COMMUNITY AT LARGE BROOKS CLINICAL RESEARCH CENTER SINCE ITS INCEPTION IN 1999, BROOKS' EFFORTS IN CONJUNCTION WITH THE UNIVERSITY OF FLORIDA CONTINUE TO ADVANCE THE SCIENCE OF REHABILITATION FOR THE COMMUNITY AT LARGE WE HAVE CONDUCTED OVER 20 CLINICAL RESEARCH TRIALS ON INNOVATIVE AND ADVANCED TREATMENTS AND TECHNOLOGIES TO IMPROVE OUR PATIENT'S QUALITY OF CARE AND HELPS MAXIMIZE THEIR PHYSICAL FUNCTION THIS ALSO INCREASES BROOKS' ABILITY TO ADVOCATE FOR AND EXPAND ACCESS TO CARE FOR THOSE WITH DISABILITIES BROOKS SAN MARCO TERRACE IN 2010 BROOKS REHABILITATION ACQUIRED SAN MARCO TERRACE A 68 BED SKILLED NURSING FACILITY IN ST AUGUSTINE, FL RESIDENTS AT SAN MARCO TERRACE RECEIVE PHYSICAL THERAPY, OCCUPATIONAL THERAPIES AND SPEECH THERAPIES IN A VARIETY OF SETTINGS THROUGHOUT CAMPUS OTHER PROGRAMS THAT RESIDENTS CAN PARTICIPATE IN DEPENDING ON THE TYPE OF CARE THEY REQUIRE INCLUDE RETRAINING, SKILLED NURSING, IV THERAPY, WOUND CARE, PAIN MANAGEMENT, DISCHARGE PLANNING, RESPITE CARE, LONG TERM CARE, ASSISTANCE WITH MEDICAID AND/OR OTHER BENEFITS AND ASSISTANCE WITH ADVANCED DIRECTIVES 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

Identifier	Return Reference	Explanation
		II QUALITY CARE PROVIDED TO PATIENTS BROOKS TAKES GREAT PRIDE IN THE QUALITY CARE WE OFFER OUR PATIENTS EACH YEAR AS ILLUSTRATED IN OUR CLINICAL OUTCOMES AND PATIENT SATISFACTION SCORES IN 2011 - OVERALL, BROOKS PATIENTS HAVE A SHORTER STAY AT THE HOSPITAL AND RETURN BACK TO THEIR LIVES AND BACK HOME AFTER TREATMENT ** - 96 1% OF PATIENTS RESPONDED POSITIVELY TO THE QUESTION ''LIKELIHOOD OF RECOMMENDING BROOKS ''* - BROOKS RETURNS 65% OF PATIENTS BACK TO THEIR HOMES, WHICH IS MORE THAN OTHER REHABILITATION HOSPITALS NATIONALLY ** - PATIENTS ARE ADMITTED FASTER AND CAN BEGIN THE REHABILITATION PROCESS SOONER AT BROOKS THAN IN OTHER REHABILITATION HOSPITALS ACROSS THE NATION ** SOURCE * PATIENT SATISFACTION AS MEASURED BY THE PRESS GANEY PATIENT SATISFACTION SURVEY 1/11-12/11 ** OUTCOMES DATA FROM E-REHABDATA 1/11-12/11 III COMMUNITY BENEFIT PROVIDED IN 2011 BROOKS IS NORTHEAST FLORIDA'S RESOURCE FOR IMPROVING THE QUALITY-OF-LIFE FOR THOSE LIVING WITH DISABILITIES AND REDUCING THE RISK OF PHYSICAL DISABILITY THROUGH ADVOCACY, AWARENESS, EDUCATION, RESEARCH, AND REHABILITATION SERVICES PROGRAMS UNDER COMMUNITY BENEFIT INCLUDE (A) CHARITY, UNDERINSURED AND UNINSURED CARE, (B) RESEARCH, (C) COMMUNITY HEALTH PROGRAMS AND SERVICES, AND (D) EDUCATION PROGRAMS FOR HEALTHCARE PROFESSIONALS A) CHARITY, UNDERINSURED AND UNINSURED CARE $3,988,851 BROOKS REHABILITATION HAS CONTINUED TO INCREASE THE AMOUNT OF FREE CARE TO CHARITY, UNDERINSURED AND UNINSURED PATIENTS EACH YEAR IN 2011, BROOKS PROVIDED $1,366,497 OF FREE CARE (AT COST) IN THE HOSPITAL, WHICH WAS EQUIVALENT TO 1,177 PATIENT DAYS CHARITY AND OTHER FREE CARE PROVIDED TO OUTPATIENT'S VISITS WERE EQUIVALENT TO $652,438 IN COSTS ADDITIONAL CHARITY PROVIDED BY BROOKS HOME CARE ADVANTAGE WAS EQUIVALENT TO $193,713 IN COSTS BROOKS PROVIDES FREE CARE TO MEDICALLY AND FINANCIALLY QUALIFIED CHARITY, UNINSURED, AND UNDERINSURED PATIENTS FALLING BELOW 400% OF THE FEDERAL POVERTY INCOME GUIDELINES BROOKS ALSO PROVIDES FREE CARE TO PATIENTS WHOSE CHARGES FOR CARE ARE CATASTROPHIC THIS IS DEFINED AS CHARGES THAT EXCEED 25% OF THE FEDERAL POVERTY THRESHOLD IN ADDITION, STAFF PROVIDES FUNDING FOR THE NEEDS OF CHARITY PATIENTS THROUGH THEIR DONATIONS FOR THIS PURPOSE IN 2011, BROOKS' EMPLOYEES DONATED TO A FUND WHICH PROVIDED $48,610 IN FREE AND MEDICALLY NECESSARY EQUIPMENT, MEDICATIONS, WHEELCHAIR RAMPS, AND OTHER MINOR EXPENDITURES NEEDED BY PATIENTS TO RETURN HOME BROOKS ALSO PROVIDES CARE TO MEDICAID PATIENTS IN THE HOSPITAL AND OUTPATIENT CLINICS THERE WERE 1,912 MEDICAID DAYS PROVIDED IN 2011, INCLUDING 1,470 MEDICAID HMO DAYS SINCE THE MEDICAID PROGRAM REIMBURSES AT A RATE SIGNIFICANTLY BELOW THE COST OF CARE, THERE WAS A NET LOSS TO BROOKS IN PROVIDING THIS CARE OF $1,727,593 BROOKS CHARGES ITS UNINSURED PATIENTS AT THE AVERAGE DISCOUNTED RATE RECEIVED BY PRIVATE INSURERS, MEDICARE, AND MEDICAID GENEROUS INCOME GUIDELINES ALONG WITH PATIENT-FRIENDLY BILLING PRACTICES ALLOWS BROOKS TO PROVIDE COMPREHENSIVE REHABILITATION SERVICES TO FLORIDA AND GEORGIA RESIDENTS WHO WOULD NOT OTHERWISE HAVE ACCESS TO THIS LEVEL OF CARE THESE BENEFITS NOT ONLY IMPROVE THE FUNCTIONAL INDEPENDENCE OF OUR PATIENTS, BUT LEAD THEM TO A BETTER QUALITY OF LIFE,

Identifier	Return Reference	Explanation
		B RESEARCH $1,080,995 CLINICAL RESEARCH AT BROOKS REHABILITATION (2011) THE BROOKS CENTER FOR REHABILITATION STUDIES CHANGED ITS NAME TO THE BROOKS REHABILITATION CLINICAL RESEARCH CENTER IN 2010 THE CLINICAL RESEARCH CENTER IS COMMITTED TO CONDUCTING QUALITY RESEARCH PROJECTS THAT WILL ADVANCE THE SCIENCE OF RECOVERY AND WELLNESS FOR PERSONS REQUIRING REHABILITATION KEY STRATEGIC GOALS AND OBJECTIVES FOR THE BROOKS RESEARCH PROGRAM - CREATE A CONTEMPORARY MODEL FOR COLLABORATIVE AND INTERDISCIPLINARY RESEARCH BETWEEN ACADEMIC PARTNERS AND INDUSTRY SPONSORS AND OUR REHABILITATION CENTRIC HEALTHCARE SYSTEM - ENGAGE IN INTERDISCIPLINARY RESEARCH ACTIVITIES THAT ARE FOCUSED ON STUDYING, IMPROVING AND CREATING NEW APPROACHES TO TREATMENT THAT CAN IMPROVE THE OUTCOMES AND QUALITY OF LIFE FOR INDIVIDUALS WHO BENEFIT FROM REHABILITATION SERVICES - DEVELOP AN ORGANIZATIONAL STRUCTURE AND CULTURE THAT FOSTERS EVIDENCE BASED PRACTICE AND THE ADVANCEMENT OF REHABILITATION SCIENCE BY PROVIDING SUPPORT AND INFRASTRUCTURE TO RESEARCHERS, - PROVIDE EDUCATION, GUIDANCE, MENTORSHIP AND SUPPORT FOR PROFESSIONAL CLINICIANS WHO WISH TO EXPLORE AND PURSUE RESEARCH RELATED ACTIVITIES - CONTRIBUTE TO AN ENVIRONMENT THAT SUPPORTS AND PROMOTES SCIENTIFIC INQUIRY AND INTELLECTUAL CURIOSITY OUR RESEARCH IS PRIMARILY FOCUSED ON STROKE RECOVERY, SPINAL CORD INJURY, BRAIN INJURY, ORTHOPEDIC PROBLEMS, AND CHRONIC PAIN WE ALSO SEEK TO STUDY WAYS FOR INDIVIDUALS TO MAINTAIN THEIR HEALTH AND WELLNESS AFTER INJURY OR WITH AGE. WE SEEK TO BRIDGE THE ADVANCES MADE IN MEDICAL AND SCIENTIFIC RESEARCH TO THE APPLICATION OF CLINICAL PRACTICE AND TO IMPROVE THE QUALITY OF LIFE AND OUTCOMES FOR THOSE RECOVERING FROM DISABILITY AND ILLNESS SOME OF OUR ACTIVE CLINICAL STUDIES DURING 2011 - IMPROVING STROKE REHABILITATION SPACING EFFECT AND D-CYCLOSERINE - FUNCTIONAL AMBULATION STANDARD TREATMENT VS ELECTRICAL STIMULATION THERAPY (FASTEST) TRIAL IN CHRONIC POST-STROKE SUBJECTS WITH FOOT DROP - INSULIN RESISTANCE INTERVENTION AFTER STROKE (IRIS) - MECHANISMS OF RESTORING GAIT POST-STROKE. ROLE OF THE ANKLE PLANTARFLEXORS - EFFECT OF VERB STRENGTHENING TREATMENT (VNEST) ON LEXICAL RETRIEVAL IN APHASIA - AEROBIC EXERCISE AND NEURAL PLASTICITY IN APHASIA TREATMENT - LOCOMOTOR ADAPTABILITY AFTER SPINAL CORD INJURY AND TRAINING - TRAUMATIC BRAIN INJURY - PRACTICE BASED EVIDENCE - THE EFFECTS OF GOAL MANAGEMENT WITH MILD TBI VETERANS - PSYCHOSOCIAL FACTORS INFLUENCE ON RESPONSE TO FALLS INTERVENTION PROGRAM IN OLDER ADULTS - MUSCULOSKELETAL PAIN IN OUTPATIENT PHYSICAL THERAPY SETTINGS PREVALENCE AND RISK FACTORS - INVESTIGATION OF THE START BACK SCREENING TOOL IN PHYSICAL THERAPY SETTINGS - LIFE INTERVENTION AND INDEPENDENCE FOR ELDERS (THE LIFE STUDY) - DEVELOPMENT OF A CLINICAL PREDICTION RULE TO IDENTIFY PATIENTS WITH NECK PAIN LIKELY TO BENEFIT FROM EDUCATION AND EXERCISE

Identifier	Return Reference	Explanation
		C COMMUNITY HEALTH PROGRAMS AND SERVICES $1,318,088 DUE TO THE EXPANSION OF OUR OUTPATIEN T CLINICS, IN 2008 BROOKS COMMUNITY HEALTH HAS EXPANDED ITS REACH TO SOME OF OUR OUTPATIEN T CLINICS BROOKS DEVOTES COMMUNITY HEALTH FUNDING TO ADVANCE THE HEALTH OF THE COMMUNITIE S WE SERVE, PARTICULARLY FOR THOSE LIVING WITH DISABILITIES, AND TO PREVENT DISABILITIES A MONG THOSE AT RISK PROVIDING A VARIETY OF HEALTH PREVENTION, EDUCATION, SCREENING, SUPPOR T, 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-FRIE NDLY PLACE TO LIVE AND WORK BROOKS PARTNERS WITH OTHER ORGANIZATIONS FOR PROJECT DEVELOPM ENT AND IMPLEMENTATION AS DESIGNATED BY THE BOARD OF DIRECTORS THE PROGRAMS ARE RESPONSIB LE FOR REPORTING OUTCOMES ANNUALLY TO INSURE PROGRAM OBJECTIVES ARE MET BROOKS REVIEWS TH ESE 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 PROGR AM IS AN ONGOING PROGRAM THAT WORKS TO MAXIMIZE A CHILD'S SUCCESSFUL TRANSITION BACK TO SC HOOL 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 LIAI SON BETWEEN BROOKS, THE SCHOOL SYSTEM, AND FAMILY THE PROGRAM INCLUDES EDUCATIONAL PROGRA MS FOR CLASSMATES, EDUCATION PROFESSIONALS, AND FAMILIES TO BETTER UNDERSTAND THE CHALLENG ES AND NEEDS OF A STUDENT TRANSITIONING BACK INTO SCHOOL AND THEIR COMMUNITY FOLLOWING A T RAUMATIC INJURY OR ILLNESS INTERVENTIONS ARE PROVIDED AS NEEDED AND ARE DETERMINED BY THE INTERDISCIPLINARY TREATMENT TEAM FOR EACH INDIVIDUAL CHILD IN 2011, THE PROGRAM SERVED A TOTAL OF 134 NEW PATIENTS, 128 FROM PUBLIC SCHOOLS AND 6 FROM PRIVATE SCHOOLS THE SERVIC ES 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 EDUCAT IONAL EVENTS, AND PARTNER IN OFFERING NEEDED SERVICES SOME OF THE COMMUNITY BASED ORGANIZ ATIONS 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, SUP PORT OF FUND-RAISING EVENTS FOR THE AMERICAN CANCER SOCIETY, AMERICAN HEART ASSOCIATION, T HE BRAIN INJURY ASSOCIATION OF FLORIDA, JUVENILE DIABETES RESEARCH FOUNDATION, THE ARTHRIT IS FOUNDATION, MULTIPLE SCLEROSIS SOCIETY AND MANY OTHERS BROOKS CONTINUES TO MAKE PAY MEN TS ON ITS 5 YEAR COMMITMENT TO CONTRIBUTE $2 5 MILLION TO FIVE PROVIDERS' COMMUNITY BENEFI T ACTIVITIES SPORTS OUTREACH IN AN EFFORT TO ENHANCE OUR COMMITMENT TO SPORTS THERAPY, B ROOKS HAS BECOME THE OFFICIAL REHABILITATION PROVIDER FOR 4 LOCAL PUBLIC HIGH SCHOOLS BRO OKS 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 TREATM ENT TRACKING SOFTWARE DATABASE. BROOKS ALSO OFFERS EDUCATIONAL PROGRAMS CONCERNING HOW STU DENTS CAN REDUCE THEIR CHANCES OF INJURY BROOKS ADAPTIVE SPORTS AND RECREATION PROGRAM C HILDREN AND ADULTS LIVING WITH PHYSICAL DISABILITIES INCREASE BODY AWARENESS, BUILD SELF C ONFIDENCE AND LEARN NEW LIFE SKILLS BY PARTICIPATING IN SPORTS AND RECREATION OPPORTUNITIE S EXAMPLES OF ADAPTIVE SPORTS PROGRAMS AT BROOKS AS WELL AS PARTNERSHIPS THAT HAVE BEEN D EVELOPED FOR ADAPTIVE SPORTS INCLUDE ADAPTIVE ROWING, WHEELCHAIR BASKETBALL, HANDCYCLING, WHEELCHAIR TENNIS, ADAPTIVE HORSEBACK RIDING, WHEELCHAIR RUGBY, MANY SPECIAL CLINICS AND E VENTS FOR DISABLED ATHLETES, AND PARTNERSHIP WITH THEY WILL SURF AGAIN BRAIN INJURY COLLA TION FOR KIDS TOGETHER WITH SHANDS JACKSONVILLE, BROOKS IS DEVELOPING AN UNPARALLELED DAT ABASE TO GATHER DATA ON THE TREATMENT AND OUTCOMES OF CHILDREN'S TRAUMATIC INJURIES THIS DATABASE WILL HELP PHYSICIAN AND THERAPISTS ENHANCE THEIR KNOWLEDGE OF POST-INJURY ISSUES, DESIGN MORE EFFECTIVE TREATMENTS, AND FORMULATE STRATEGIES AND PROGRAMS TO PREVENT ACUTE INJURIES ONCE COMPLETED, THIS DATABASE WILL BE THE ONLY LONG-TERM, ONGOING PEDIATRIC TRAU MA DATABASE IN THE U S OUTPATIENT TRANSPORTATION PATIENTS WITH DISABILITIES WHO NEED TRA NSPORTATION TO AND FROM OUTPATIENT CENTERS AND WHO

Identifier	Return Reference	Explanation
		QUALIFY FOR CHARITY CARE, ARE PROVIDED TRANSPORTATION FUNDED BY BROOKS COMMUNITY HEALTH PATIENT PROVIDERS CAN SCHEDULE TRANSPORTATION FOR PATIENTS WHO NEED TO RECEIVE TREATMENT O R WHO ARE BEING REFERRED TO OTHER SERVICES 5 DAYS A WEEK JACKSONVILLE SPORTS MEDICINE TH IS PARTNERSHIP BETWEEN WOLFSON CHILDREN'S HOSPITAL, NEMOURS CHILDREN'S HOSPITAL, BROOKS, A ND 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 ATHLET ES IT ALSO PROVIDES EDUCATION AND TRAINING FOR EDUCATORS AND COACHES AT THE SCHOOLS TO IN CREASE INJURY PREVENTION ACTIVITIES IT HAS FUNDED NEW FULL-TIME ATHLETIC TRAINERS AT HIGH SCHOOLS WHO ATTEND ATHLETIC EVENTS ALONG WITH VOLUNTEER PHYSICIAN ATTENDANCE, AND COLLECT S DATA ON INJURY PREVENTION SUPPORT GROUPS BROOKS RECOGNIZES THAT RECOVERY OFTEN INVOLVE S 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 WI TH 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 PERSON S AND ORGANIZERS FOR THESE GROUPS BROOKS LENDS A RANGE OF SUPPORTING RESOURCES TO THESE G ROUPS, SUCH AS MEETING ROOMS, PERMANENT OFFICE SPACE, KNOWLEDGE EXPERTS, CATERING SERVICES , AND OTHER EDUCATIONAL PROGRAMMING BROOKS HEALTH SYSTEM CURRENTLY MAINTAINS RELATIONSHIP S WITH THE ALS SUPPORT GROUP, GATEWAY STROKE CLUB, SPINAL CORD SUPPORT GROUP OF JACKSONVIL LE, PERIPHERAL NEUROPATHY SUPPORT GROUP, AND THE JACKSONVILLE BRAIN INJURY SUPPORT GROUP CELEBRATE INDEPENDENCE(TM) CELEBRATE INDEPENDENCE(TM) IS BROOKS' ANNUAL COMMUNITY CELEBRA TION FOR FORMER PATIENTS AND FAMILIES, CARETAKERS, THERAPISTS, SERVICE PROVIDERS, STUDENTS , AND OTHERS INTERESTED IN THE NEEDS OF THE PHYSICALLY DISABLED THE EVENT SERVES TO CELEB RATE INDIVIDUAL AND COMMUNITY ACCOMPLISHMENTS, AWARD THOSE MAKING A DIFFERENCE IN THE LIVE S 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 IN 2011 WE HELD A FREE EVENT IN CONJUNCTION WITH THE COUNCIL ON AGING TITLED CELEBRATE A GING OVER 100 SENIORS IN THE ST AUGUSTINE AREA CAME OUT TO THE EVENING EDUCATIONAL SESSI ON CEUS FOR PHYSICAL THERAPISTS WAS ALSO PROVIDED AS PART OF THE COMMUNITY EDUCATION BRO OKS REHABILITATION OFFERS EDUCATIONAL OPPORTUNITIES FOR ALL CLINICIANS IN THE GREATER JACK SONVILLE AREA AT THIS EVENT EACH PARTICIPANT IS ELIGIBLE FOR 2 CEU CREDITS AT NO COST TH INKFIRST THINKFIRST IS A NATIONAL INJURY PREVENTION FOUNDATION FOUNDED BY AMERICA'S NEURO SURGEONS BROOKS HEALTH SYSTEM COLLABORATES WITH SHANDS JACKSONVILLE MEDICAL CENTER AND OT HERS 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 INFOR MATION ON BRAIN AND SPINAL CORD ANATOMY, MECHANISMS OF INJURY AND INJURY PREVENTION BEHAVI ORS 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 ACCI DENT RESULTING IN A BRAIN OR SPINAL CORD INJURY

Identifier	Return Reference	Explanation
		YOUTH LEADERSHIP JACKSONVILLE AND JACKSONVILLE HEALTH AND HUMAN SERVICES IN 2011 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 BROOKS REHABILITATION IMPLEMENTED A STROKE WELLNESS PROGRAM AT ONE LOCAL YMCA IN MAY 2009 IN PARTNERSHIP WITH THE FLORIDA'S FIRST COAST YMCA UNDER THE GUIDANCE OF A BROOKS PHYSICAL THERAPIST AND THE STROKE WELLNESS PROGRAM STAFF, PARTICIPANTS ARE INITIALLY 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 THE PROGRAM OFFERS A SUPERVISED ENVIRONMENT FOR COMMUNITY STROKE SURVIVORS TO CONTINUE BEING ACTIVE IN AN EXERCISE PROGRAM AFTER FORMAL PHYSICAL THERAPY HAS BEEN COMPLETED, AS WELL AS THE OPPORTUNITY TO SOCIALIZE WITH OTHER SURVIVORS AND CAREGIVERS THE PROGRAM WAS EXPANDED TO FOUR ADDITIONAL FLORIDA'S FIRST COAST YMCA ASSOCIATION FACILITIES IN 2011 TO MEET THE NEEDS OF COMMUNITY STROKE SURVIVORS IN THE VARIOUS GEOGRAPHICAL AREAS IN AND AROUND JACKSONVILLE IN 2012, THE PROGRAM WAS EXPANDED TO THE VOLUSIA COUNTY YMCA ASSOCIATION, BASED ON THE MODEL PILOTED IN JACKSONVILLE

Identifier	Return Reference	Explanation
		D EDUCATION FOR HEALTH CARE PROFESSIONALS $653,268 STUDENT NURSE ROTATIONS TO HELP ADDRE SS THE CRITICAL NURSING SHORTAGE IN FLORIDA, BROOKS HAS PARTNERED WITH UNF, FLORIDA COMMUN ITY COLLEGE AT JACKSONVILLE AND A CONSORTIUM OF LOCAL HOSPITALS TO EXPAND THE COMMUNITY'S NURSING EDUCATION PROGRAMS BROOKS PROVIDES SCHOLARSHIPS ENABLING COMMUNITY NURSES TO ACHI EVE A BACHELORS OF SCIENCE DEGREE IN NURSING PLUS MORE THAN 200 NURSES FROM THE UNIVERSIT Y OF NORTH FLORIDA, JACKSONVILLE UNIVERSITY AND FLORIDA COMMUNITY COLLEGE AT JACKSONVILLE HAVE PARTICIPATED IN CLINICAL REHABILITATION-FOCUSED ROTATIONAL SHIFTS WITHIN BROOKS FOR H ANDS-ON TRAINING CONTINUING EDUCATION HEALTHCARE PROFESSIONALS WITHIN BROOKS HEALTH SYST EM DELIVERED MORE THAN 25 CONTINUING EDUCATION PROGRAMS FOR HEALTHCARE PROFESSIONALS IN NO RTHEAST FLORIDA AND SOUTHEAST GEORGIA DURING 2011 THESE PROGRAMS WERE OFFERED IN BROOKS' FACILITIES, PHYSICIAN OFFICES AND OTHER FACILITIES THROUGHOUT THE REGION SOME OF THE PROG RAMS IN 200 INCLUDED BRAIN INJURY NEW SCIENCES, BEST PRACTICES AND FUTURE INNOVATIONS, CO NTINUUM OF CARE, AMPUTATION REHABILITATION, YOGA FOR OCCUPATIONAL THERAPY AND MANY OTHERS BROOKS BELIEVES STRONGLY IN CONTINUALLY DEVELOPING THE REGION'S HEALTHCARE PROFESSIONALS, AND ALSO IN SHARING THE KNOWLEDGE AND EXPERTISE OF THESE PROFESSIONALS WITH THE LARGER HE ALTHCARE COMMUNITY PHYSICAL THERAPY RESIDENCY BEGINNING JANUARY 2007, RESIDENTS BEGAN A 12-MONTH ADVANCED TRAINING PROGRAM THAT CONSISTS OF INTENSE HANDS-ON LEARNING AND CLINICAL MENTORING WITHIN THE SPECIALTY AREA OF ORTHOPEDICS IN KEEPING WITH OUR VISION OF PROVIDI NG REHABILITATION LEADERSHIP TO THE COMMUNITY, BROOKS IDENTIFIED THIS PROGRAM AS A CRITICA L METHOD FOR DEVELOPING FUTURE CLINICAL LEADERS IN PHYSICAL THERAPY (PT) AS ONE OF ONLY 3 3 CLINICAL RESIDENCY AND FELLOWSHIP PROGRAMS IN THE COUNTRY, AND ONE OF ONLY TWO OF WHICH ARE LOCATED IN FLORIDA, THERAPISTS WHO COMPLETE A CLINICAL RESIDENCY PROGRAM AND/OR CLINIC AL FELLOWSHIP PROGRAM GENERALLY DEMONSTRATE SUPERIOR CLINICAL SKILLS, ADVANCED KNOWLEDGE I N A SPECIFIC AREA OF CLINICAL PRACTICE AND THE ABILITY TO ACT AS ADVOCATES AND EDUCATORS T O THEIR PEERS AND PATIENTS THE BROOKS PROGRAM WILL MARKEDLY ADVANCE THE CLINICAL AND CRIT ICAL THINKING SKILLS OF THE PARTICIPANTS WHO COMPLETE THE PROGRAM AND ALSO DEVELOP FUTURE EDUCATORS GERIATRIC RESIDENCY THE GERIATRIC RESICENCY PROGRAM STARTED IN JULY 2010 AND I S THE FIRST MULTIDISCIPLINARY GERIATRIC RESIDENCY IN THE NATION THIS RESIDENCY PROGRAM PR EPARES THE RESIDENTS TO EDUCATE AND CARE FOR AN AGING POPULATION WHO IS LIVING LONGER ELI GIBLE PRACTITIONERS INCLUDE REHABILITATION NURSES, OCCUPATIONAL THERAPISTS, PHYSICAL THERA PISTS, AND SPEECH LANGUAGE PATHOLOGISTS NEUROLOGIC RESIDENCY THE NEUROLOGIC RESIDENCY ST ARTED IN 2007 AND WAS CREDENTIALED BY THE APTA IN MARCH 2009 THIS RESIDENCY PROGRAM WAS D EVELOPED FOR PHYSICAL THERAPISTS AND REQUIRES OVER 300 HOURS COURSE WORK AND HANDS ON LEAR NING ORTHOPEDIC MANUAL PHYSICAL THERAPY FELLOWSHIP PROGRAM BROOKS REHABILITATION, IN COL LABORATION WITH THE UNIVERSITY OF NORTH FLORIDA, INTRODUCED THE ORTHOPAEDIC MANUAL PHYSICA L THERAPY (OMPT) FELLOWSHIP IN JANUARY 2010 THE PROGRAM PROVIDES AN ECLECTIC EDUCATIONAL EXPERIENCE FOR INDIVIDUALS INTERESTED IN ATTAINING INCREASED SKILLS IN THE PRACTICE AREA O F ORTHOPAEDIC MANUAL PHYSICAL THERAPY UNF PHYSICAL THERAPY EDUCATOR PROGRAM IN APRIL OF 2 008, BROOKS ENTERED INTO A PARTNERSHIP WITH THE UNF DEPARTMENT OF PHYSICAL THERAPY TO PROV IDE 2 BROOKS PHYSICAL THERAPISTS AS ASSISTANT PROFESSORS IN PT DUE TO THE EXPERTISE OF BR OOKS' PRACTICING CLINICIANS AND THE GROWING NEED FOR PHYSICAL THERAPISTS GRADUATING FROM L OCAL COLLEGES AND UNIVERSITIES TO BE WELL-TRAINED AND READY FOR CLINICAL CARE, THIS EDUCAT IONAL INITIATIVE WILL USE TWO BROOKS PHYSICAL THERAPISTS AS PART-TIME EDUCATORS AT UNF TO ASSIST UNIVERSITY FACULTY IN ANATOMY AND CLINICAL SKILLS LABS FOR PHYSICAL THERAPY STUDENT S FUTURE DIRECTION THE BROOKS HEALTH SYSTEM HAS ACCEPTED AN ONGOING PROMISE TO USE ITS RES OURCES TO IMPROVE THE HEALTH AND WELL-BEING OF PEOPLE REQUIRING REHABILITATION THROUGHOUT FLORIDA AND SOUTHEAST GEORGIA IN 2005, BROOKS CONDUCTED INTERVIEWS WITH KEY COMMUNITY LEA DERS TO IDENTIFY THE NEEDS AND SET PRIORITIES FOR OUR COMMUNITY BENEFIT ACTIVITIES THE GR OWTH SINCE THEN HAS BEEN BASED ON THIS FEEDBACK AND TRACKED FOR ACHIEVEMENT OF GOALS AS T HIS REPORT DEMONSTRATES, BROOKS HAS SUBSTANTIALLY INCREASED THE AMOUNT OF COMMUNITY BENEFI T PROVIDED THROUGH UNCOMPENSATED CARE, RESEARCH, EDUCATION, COMMUNITY HEALTH PROGRAMMING, AND OTHER INITIATIVES TO ASSURE THAT WE WERE ADDRESSING THE MOST IMPORTANT COMMUNITY NEED S RELATED TO OUR MISSION, BROOKS CONDUCTED ANOTHER SURVEY OF THE COMMUNITY IN 2008 WE INT ERVIEWED COMMUNITY LEADERS, FORMER PATIENTS, FAMILY MEMBERS, AND OTHER GROUPS SERVING THE DISABLED POPULATION OUR COMMUNITY HEALTH PLAN WAS BASED ON THE FINDINGS OF THOSE INTERVIE WS AND FEEDBACK ON COMMUNITY NEED WITH BROOKS UNI

Identifier	Return Reference	Explanation
		QUE MISSION IN OUR COMMUNITY, WE HAVE FOLLOWED CRITERIA TO GUIDE OUR COMMUNITY BENEFIT INV ESTMENTS THEY MUST MEET THE COMMUNITY'S REHABILITATION NEEDS, IT MUST HAVE MAXIMUM IMPACT ON THE COMMUNITY, IT MUST SPAN THE CONTINUUM OF CARE, IT MUST HAVE MEASURABLE OUTCOMES AN D IT MUST POSITIVELY IMPACT OUR PARTNERSHIPS AND ROLE IN THE COMMUNITY SERVING THOSE WITH DISABLING CONDITIONS OR INJURIES IN 2007, WE PRODUCED AND BROADLY DISTRIBUTED A COMMUNITY BENEFIT REPORT TO HELP COMMUNICATE AND ADVANCE THE CAUSE OF SERVING THOSE WITH DISABILITI ES, AND MAKING OUR COMMUNITY MORE DISABILITY-FRIENDLY AS WE MOVE INTO 2012 WE WILL CONTIN UE TO DEVELOP THESE AND NEW PROGRAMS AND PARTNERSHIPS TO MEET SPECIFIC REHABILITATION NEED S THAT ARE NOT CURRENTLY BEING MET BROOKS IS ALSO COMMITTED TO PROVIDING CONTINUED FUNDIN G FOR UNINSURED CARE, TO CONTINUING INVESTMENTS IN RESEARCH AND PROFESSIONAL EDUCATION THA T WILL BENEFIT THE INDUSTRY AND COMMUNITY AT LARGE

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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

2011

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
(1) SAMUEL WELLS MOB LLC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 45-4274287	REAL ESTATE HOLDING	FL	700,000	696,300	N/A

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, FL 32216 59-3397507	REAL ESTATE HOLDING	FL	GH MEDICAL SERVICES INC	EXCLUDED	279,476	4,334,944		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, FL 32216 59-3007328	HOLDING COMPANY	FL	N/A	C	2,795	-21,052,239	100 000 %
(2) GH MANAGEMENT INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 59-2387438	HOLDING COMPANY	FL	GH HOLDINGS INC	C		377,394	100 000 %
(3) GENESIS MANAGEMENT SERVICES INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 59-2183211	MANAGEMENT SERVICES	FL	GH HOLDINGS INC	C		271,306	100 000 %
(4) GH MEDICAL SERVICES INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 59-2742895	MEDICAL SERVICES	FL	GH HOLDINGS INC	C	276,681	1,070,737	100 000 %
(5) GH PARTNERSHIP HOLDINGS PPA INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 59-3075438	INVESTMENT HOLDINGS	FL	GH HOLDINGS INC	C	-2,788,226	2,677,935	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.)

		Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III or IV			
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	Yes	
b Gift, grant, or capital contribution to related organization(s)	1b		No
c Gift, grant, or capital contribution from related organization(s)	1c	Yes	
d Loans or loan guarantees to or for related organization(s)	1d	Yes	
e Loans or loan guarantees by related organization(s)	1e	Yes	
f Sale of assets to related organization(s)	1f		No
g Purchase of assets from related organization(s)	1g		No
h Exchange of assets with related organization(s)	1h		No
i Lease of facilities, equipment, or other assets to related organization(s)	1i	Yes	
j Lease of facilities, equipment, or other assets from related organization(s)	1j		No
k Performance of services or membership or fundraising solicitations for related organization(s)	1k	Yes	
l Performance of services or membership or fundraising solicitations by related organization(s)	1l		No
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m	Yes	
n Sharing of paid employees with related organization(s)	1n	Yes	
o Reimbursement paid to related organization(s) for expenses	1o	Yes	
p Reimbursement paid by related organization(s) for expenses	1p	Yes	
q Other transfer of cash or property to related organization(s)	1q	Yes	
r Other transfer of cash or property from related 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) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Schedule R (Form 990) 2011

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 501(c)(3))	(f) Direct Controlling Entity	g Section 512(b)(13) controlled organization	
GENESIS REHABILITATION HOSPITAL INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 59-3284221	HEALTHCARE / REHAB CARE	FL	501(C)(3)	LINE 3	GENESIS HEALTH INC	Yes	
PHYSICAL MEDICINE SPECIALISTS INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 59-3530305	HEALTHCARE / PHYSICIANS	FL	501(C)(3)	LINE 11A, I	GENESIS REHABILITATION HOSPITAL INC	Yes	
BROOKS HOME CARE ADVANTAGE INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 26-2216181	HEALTHCARE / HOME THERAPY	FL	501(C)(3)	LINE 9	GENESIS HEALTH INC	Yes	
GENESIS HEALTH DEVELOPMENT INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 59-2249372	HEALTHCARE / REHAB THERAPY	FL	501(C)(3)	LINE 9	GENESIS HEALTH INC	Yes	
BROOKS SKILLED NURSING INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 26-4561148	HEALTHCARE / SKILLED NURSING	FL	501(C)(3)	LINE 9	GENESIS HEALTH INC	Yes	
BROOKS SKILLED NURSING FACILITY A INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 27-2153586	HEALTHCARE / SKILLED NURSING	FL	501(C)(3)	LINE 3	BROOKS SKILLED NURSING INC	Yes	
BROOKS SKILLED NURSING FACILITY B INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 45-2623130	HEALTHCARE / SKILLED NURSING	FL	501(C)(3)	PENDING	BROOKS SKILLED NURSING INC	Yes	
THE GENESIS HEALTH FOUNDATION INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 59-2249340	SUPPORT / FUNDRAISING	FL	501(C)(3)	LINE 7	GENESIS HEALTH INC	Yes	
BROOKS SKILLED NURSING FACILITY HOLDINGS A INC 1301 RIVERPLACE BLVD 1500 JACKSONVILLE, FL 32207 27-2187557	REAL ESTATE HOLDING	FL	501(C)(3)	LINE 11A, I	BROOKS SKILLED NURSING INC	Yes	
BROOKS SKILLED NURSING FACILITY HOLDINGS B INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 45-2623488	REAL ESTATE HOLDING	FL	501(C)(3)	PENDING	BROOKS SKILLED NURSING INC	Yes	
HB REHABILITATIVE SERVICES INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 45-2622986	HEALTHCARE	FL	501(C)(3)	PENDING	GENESIS HEALTH INC	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)	BROOKS SKILLED NURSING FACILITY A INC	A	90,000	CASH
(2)	GENESIS HEALTH DEVELOPMENT INC	A	1,755,245	CASH
(3)	PHYSICAL MEDICINE SPECIALISTS INC	A	67,565	CASH
(4)	THE GENESIS HEALTH FOUNDATION INC	C	318,835	CASH
(5)	BROOKS SKILLED NURSING INC	D	376,842	INTERCOMPANY REC
(6)	BROOKS SKILLED NURSING FACILITY A INC	D	91,123	INTERCOMPANY REC
(7)	GENESIS REHABILITATION HOSPITAL INC	E	30,529,815	INTERCOMPANY PAY
(8)	THE GENESIS HEALTH FOUNDATION INC	E	4,985,693	INTERCOMPANY PAY
(9)	BROOKS HOME CARE ADVANTAGE INC	E	7,157,242	INTERCOMPANY PAY
(10)	BROOKS SKILLED NURSING FACILITY HOLDINGS A INC	E	2,160,139	INTERCOMPANY PAY
(11)	GENESIS HEALTH DEVELOPMENT INC	K	1,269,738	INTERCO ALLOCATION
(12)	GENESIS REHABILITATION HOSPITAL INC	K	7,400,766	INTERCO ALLOCATION
(13)	PHYSICAL MEDICINE SPECIALISTS INC	K	250,000	INTERCO ALLOCATION
(14)	BROOKS HOME CARE ADVANTAGE INC	K	732,627	INTERCO ALLOCATION
(15)	BROOKS SKILLED NURSING INC	K	65,792	INTERCO ALLOCATION
(16)	BROOKS SKILLED NURSING FACILITY A INC	K	300,000	INTERCO ALLOCATION