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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 private foundations)

▶ Do not enter Social Security numbers on this form as it may be made public By law, the IRS generally cannot redact the information on the form

▶ Information about Form 990 and its instructions is at www.IRS.gov/form990

OMB No 1545-0047

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 01-01-2013 , 2013, and ending 12-31-2013

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 province, country, and ZIP or foreign postal code
JACKSONVILLE, FL 322164252

D Employer identification number
59-2249370

E Telephone number
(904) 345-7600

G Gross receipts $ 33,903,574

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 subordinates? ☐ Yes ☑ No

H(b) Are all subordinates 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 BROOKSREHAB 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 2013 (Part V, line 2a)	5	140
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	47,008
b	Net unrelated business taxable income from Form 990-T, line 34	7b	-13,452

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	0	333,364
9	Program service revenue (Part VIII, line 2g)	11,354,158	12,838,293
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	15,305,914	20,597,002
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	89,555	27,758
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	26,749,627	33,796,417
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	3,239,111	1,292,584
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)	8,097,843	8,763,236
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)	10,984,672	10,246,528
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	22,321,626	20,302,348
19	Revenue less expenses Subtract line 18 from line 12	4,428,001	13,494,069

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	315,772,143	369,257,788
21	Total liabilities (Part X, line 26)	131,845,517	162,574,348
22	Net assets or fund balances Subtract line 21 from line 20	183,926,626	206,683,440

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

****** 2014-10-28
Signature of officer Date

JAMES HARDISON VP, CORPORATE CONTROLLER
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
AMY BIBBY				P00445891

Firm's name ▶ DIXON HUGHES GOODMAN LLP — Firm's EIN ▶ 56-0747981

Firm's address ▶ 500 RIDGEFIELD COURT ASHEVILLE, NC 28806 — Phone no (828) 254-2254

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line 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 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 $ 5,481,192 including grants of $ 1,292,584) (Revenue $ 12,838,293)

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** ▶ 5,481,192

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 for escrow or custodial account liability, 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, line 10? *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 and XII*	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 and XII 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, Parts I and IV*	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or other assistance to or for any foreign organization? *If "Yes," complete Schedule F, Parts II and IV*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or other assistance to or for foreign individuals? *If "Yes," complete Schedule F, Parts III and IV*	16		No
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I (see instructions)*	17		No
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		No
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants or other assistance to any domestic organization or government 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 or 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, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a*	**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	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? *If so, 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 employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**	Yes	
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**	Yes	
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	**34**	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	**35a**	Yes	
b	If 'Yes' to line 35a, 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 11b 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 or note to any line in this Part V . . . . . ☐

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . .	1a	176		
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	140		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b		Yes	
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" to line 3b, provide an explanation in Schedule O* . . .	3b		Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a			No
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .	5a			No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c			
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? . . .	6a			No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	7a			No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .	7f			No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h			
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8			
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?	9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b			
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O	13a			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a			No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .	14b			

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

Check if Schedule O contains a response or note to any line 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		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O				
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			No
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 this 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	Yes	
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	Yes	

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 ☐ Other (explain in Schedule O)

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 during the tax year

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 or note to any line 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 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 organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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	24 00 16 00	X		X				35,917	0	0
(2) BRUCE M JOHNSON VICE CHAIR	2 00 4 00	X		X				20,800	0	0
(3) STANLEY W CARTER SECRETARY	2 00 2 00	X		X				6,118	0	0
(4) ERNEST N BRODSKY BOARD MEMBER	2 00 2 00	X						24,000	0	0
(5) THOMAS BROTT MD BOARD MEMBER	2 00	X						7,800	0	0
(6) J BROOKS BROWN MD BOARD MEMBER	2 00	X						0	0	0
(7) DAVID H BUSSE BOARD MEMBER	2 00 2 00	X						19,909	0	0
(8) PAMELA S CHALLY PHD BOARD MEMBER	2 00 2 00	X						18,441	0	0
(9) LEE LOMAX BOARD MEMBER	2 00 2 00	X						0	0	8,765
(10) KERRY ROMESBURG PHD BOARD MEMBER	2 00	X						2,400	0	0
(11) GUY T SELANDER MD BOARD MEMBER	2 00	X						7,933	0	0
(12) HOWARD C SERKIN BOARD MEMBER	2 00 2 00	X						25,700	0	0
(13) FORREST TRAVIS BOARD MEMBER	2 00 2 00	X						18,600	0	0
(14) DOUGLAS M BAER PRES & CEO/INTERIM CFO	24 00 16 00	X		X				481,112	0	77,349
(15) MICHAEL SPIGEL COO	24 00 16 00			X				377,634	0	49,418
(16) MIKE DURR INTERIM CFO	28 00 12 00			X				232,229	0	14,755
(17) PATRICIA DEBEAR SR VO OF CLINICAL SERVICES	20 00 20 00				X			242,684	0	34,075

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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) KAREN GALLAGHER VP OF HUMAN RESOURCES & ED	40 00				X			222,016	0	33,901
(19) ROBERT W SHRYOCK DIR OF MANAGED CARE	34 00 6 00				X			169,556	0	33,405
(20) KIRK HALE DIR OF IT INFRASTRUCTURE	40 00					X		129,638	0	30,812
(21) KENNETH MCCOSH DIR OF DECISION SUPPORT	40 00					X		127,904	0	32,146
(22) ROBERT ROWE DIR OF CLINICAL EDUC	40 00					X		118,915	0	35,388
(23) SALLY LIAW DIR OF MARKETING & COMM	40 00					X		128,623	0	19,622
(24) LILIBETH CABACUNGAN DIR OF CLINICAL SERV	40 00					X		130,093	0	12,836
1b Sub-Total . . . . . ▶										
c Total from continuation sheets to Part VII, Section A . . . . ▶										
d Total (add lines 1b and 1c) . . . . . ▶								2,548,022	0	382,472

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 ▶ 14

			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
AULD & WHITE CONTSTRUCTORS 4168 SOUTHPOINT PKWY JACKSONVILLE FL 32216	CONTRACTORS	6,683,634
MEMORIAL HEALTHCARE GROUP INC 3625 UNIVERSITY BLVD S JACKSONVILLE FL 32216	HEALTHCARE	4,727,660
PROFESSIONAL PLACEMENT RESOURCES PO BOX 5935 TROY MI 48007	HUMAN RESOURCES	456,109
JACKSONVILLE JAGUARS LTD 1 EVERBANK FIELD DR JACKSONVILLE FL 32202	ADVERTISING	306,000
PPR HEALTHCARE STAFFING 333 1ST ST N JACKSONVILLE BEACH FL 32250	STAFFING	193,485
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 ▶ 5		

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII . . . . . ☐

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns . .	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations . . .	1d 333,364				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f				
	g Noncash contributions included in lines 1a-1f $					
	h **Total.** Add lines 1a-1f . . . . . ▶		333,364			
Program Service Revenue		Business Code				
	2a MANAGEMENT FEES	541610	12,560,586	12,560,586		
	b OTHER OPERATING REVENUE	900099	277,707	277,707		
	c					
	d					
	e					
	f All other program service revenue					
	g **Total.** Add lines 2a–2f . . . . . ▶		12,838,293			
	3 Investment income (including dividends, interest, and other similar amounts) . . . . . ▶		2,511,267			2,511,267
	4 Income from investment of tax-exempt bond proceeds . . ▶		221,082			221,082
	5 Royalties . . . . . ▶					

		(i) Real	(ii) Personal				
	6a Gross rents	134,915					
	b Less rental expenses	107,157					
	c Rental income or (loss)	27,758					
	d Net rental income or (loss) . . . . . ▶			27,758		47,008	-19,250

		(i) Securities	(ii) Other				
	7a Gross amount from sales of assets other than inventory	17,864,653					
	b Less cost or other basis and sales expenses	0					
	c Gain or (loss)	17,864,653					
	d Net gain or (loss) . . . . . ▶			17,864,653			17,864,653
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 . . . . . ▶			33,796,417	12,838,293	47,008	20,577,752

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)

Check if Schedule O contains a response or note to any line 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	1,292,584	1,292,584		
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	2,299,006		2,299,006	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	47,525	47,525		
7 Other salaries and wages	4,278,287	1,512,277	2,766,010	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	510,879	90,659	420,220	
9 Other employee benefits	1,204,466	328,197	876,269	
10 Payroll taxes	423,073	125,159	297,914	
11 Fees for services (non-employees)				
a Management				
b Legal	1,593	1,593		
c Accounting	45,000		45,000	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees	1,202,443		1,202,443	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	1,306,549	279,553	1,026,996	
12 Advertising and promotion	384,683	78,683	306,000	
13 Office expenses	1,578,572	564,042	1,014,530	
14 Information technology	136,979		136,979	
15 Royalties . .				
16 Occupancy	340,051	270,144	69,907	
17 Travel	152,095	88,319	63,776	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	193,989	93,164	100,825	
20 Interest	2,560,799		2,560,799	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	2,102,667	659,469	1,443,198	
23 Insurance	66,703		66,703	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a OTHER EXPENSES	136,560	11,979	124,581	
b MEDICAL SUPPLIES	37,845	37,845		
c				
d				
e All other expenses				
25 **Total functional expenses.** Add lines 1 through 24e	20,302,348	5,481,192	14,821,156	0
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X . . . . . ☐

				(A) Beginning of year		(B) End of year
Assets	1	Cash–non-interest-bearing		581,102	1	244,314
	2	Savings and temporary cash investments		20,370,928	2	23,929,947
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net			4	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) 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		657,412	9	579,600
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 65,734,889			
	b	Less accumulated depreciation	10b 9,828,501	56,990,181	10c	55,906,388
	11	Investments—publicly traded securities		234,325,208	11	285,131,316
	12	Investments—other securities See Part IV, line 11			12	
	13	Investments—program-related See Part IV, line 11		487,965	13	496,216
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		2,359,347	15	2,970,007
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		315,772,143	16	369,257,788
Liabilities	17	Accounts payable and accrued expenses		4,291,634	17	6,266,714
	18	Grants payable		2,312,208	18	2,606,165
	19	Deferred revenue		11,205	19	4,769
	20	Tax-exempt bond liabilities		57,075,260	20	90,592,416
	21	Escrow or custodial account liability Complete Part IV of Schedule D			21	
	22	Loans and other 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		68,155,210	25	63,104,284
	26	**Total liabilities.** Add lines 17 through 25		131,845,517	26	162,574,348
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		183,926,626	27	206,683,440
	28	Temporarily restricted net assets			28	
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117 (ASC 958), 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		183,926,626	33	206,683,440
	34	Total liabilities and net assets/fund balances		315,772,143	34	369,257,788

Part XI Reconcilliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI . . . . . ☑

1	Total revenue (must equal Part VIII, column (A), line 12)	1	33,796,417
2	Total expenses (must equal Part IX, column (A), line 25)	2	20,302,348
3	Revenue less expenses Subtract line 2 from line 1	3	13,494,069
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	183,926,626
5	Net unrealized gains (losses) on investments	5	9,958,414
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-695,669
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	206,683,440

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line 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
	If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
	If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☐ Separate basis ☑ Consolidated basis ☐ Both consolidated and separate basis			
c	If "Yes," to line 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?	2c	Yes	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
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.**
▶ **Information about Schedule A (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
GENESIS HEALTH INC

Employer identification number
59-2249370

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

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

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

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

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

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

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

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

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

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

9 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

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

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

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

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 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?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
See Additional Data Table									
Total									0

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support** (Add lines 7 through 10)						

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

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)) **14**

15 Public support percentage for 2012 Schedule A, Part II, line 14 **15**

16a **33 1/3% support test—2013.** 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—2012.** If the organization did not check a 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—2013.** 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—2012.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶☐

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

Part III **Support Schedule for Organizations Described in Section 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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 2013 (line 8, column (f) divided by line 13, column (f))	15	
16	Public support percentage from 2012 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2013** (line 10c, column (f) divided by line 13, column (f))	17	
18	Investment income percentage from **2012** Schedule A, Part III, line 17	18	

19a **33 1/3% support tests—2013.** 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—2012.** 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.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Return Reference	Explanation
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 SERVICES AS THE PRIMARY SOURCE OF PERSONNEL, OFFICE SERVICES, AND FINANCIAL SERVICES FOR THE SUPPORTED ORGANIZATIONS PLEASE SEE SCHEDULE R, PART V FOR A SUMMARY OF TRANSACTIONS

Additional Data

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

Form 990, Sch A, Part I, Line 11h - 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)	(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						0
(A) THE GENESIS HEALTH FOUNDATION INC (BHF)	592249340	7	Yes						0
(B) GENESIS REHABILITATION HOSPITAL INC (BRH)	593284221	3	Yes						0
(C) BROOKS HOME CARE ADVANTAGE (BHCA)	264561148	9	Yes						0
(D) BROOKS SKILLED NURSING INC	264561148	9	Yes						0

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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. ▶ Information about Schedule C (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

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, Part V, 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 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 function 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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable 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)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.		(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?	Yes		7,054
j	Total Add lines 1c through 1i			7,054
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 carry over 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) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) nondeductible 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

Provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, line 2, and Part II-B, line 1 Also, complete this part for any additional information

Return Reference	Explanation
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

Part IV Supplemental Information *(continued)*

Return Reference	Explanation

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
▶ Attach to Form 990. ▶ See separate instructions. ▶ Information about Schedule D (Form 990) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

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 can 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 education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

2 Complete lines 2a through 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, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax 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 section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, 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 (ASC 958), 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 XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), 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 (ASC 958) 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 acquisition, 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 XIII

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 XIII 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 XIII Check here if the explanation has been provided in Part XIII . . . . . ☐

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 Net investment earnings, gains, and 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 current year end balance (line 1g, column (a)) held as

- a Board designated or quasi-endowment ▶
- b Permanent endowment ▶
- c Temporarily restricted endowment ▶

The percentages in lines 2a, 2b, and 2c should equal 100%

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 XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. 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		35,988,560		35,988,560
b Buildings	700,000	14,632,895	2,422,391	12,910,504
c Leasehold improvements		2,973,805	432,560	2,541,245
d Equipment		9,679,508	6,973,550	2,705,958
e Other		1,760,121		1,760,121
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				55,906,388

Part VII **Investments—Other Securities.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11b. 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) must equal Form 990, Part X, col (B) line 12)* ▶		

Part VIII **Investments—Program Related.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX **Other Assets.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11d See Form 990, Part X, line 15

(a) Description	(b) Book value
Total. *(Column (b) must equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	

Part X **Other Liabilities.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1 (a) Description of liability	(b) Book value
Federal income taxes	
DUE TO AFFILIATES	61,092,187
BOND SWAP VALUATION	1,633,880
THIRD PARTY SETTLEMENTS	378,217
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	63,104,284

2. Liability for uncertain tax positions In Part XIII, 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 (ASC 740) Check here if the text of the footnote has been provided in Part XIII ☑

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

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 XIII)	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 XIII)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total revenue Add lines **3** and **4c.** (This must equal Form 990, Part I, line 12)			5	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return. Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

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 XIII)	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 XIII)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total expenses Add lines **3** and **4c.** (This must equal Form 990, Part I, line 18)			5	

Part XIII Supplemental Information

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, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b Also complete this part to provide any additional information

Return Reference	Explanation
PART X, LINE 2	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

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

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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**

▶ **Information about Schedule I (Form 990) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

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. Part II can be duplicated 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 . . . . . ▶ 16

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶ 0

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. Part III can be duplicated 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.** Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Return Reference	Explanation
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

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 ASSOCIATION 5851 ST AUGUSTINE ROAD JACKSONVILLE,FL 32207	13-5613797	501(C)(3)	46,851				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
SHANDS JACKSONVILLE MEDICAL CENTER INC 500 W 8TH ST JACKSONVILLE,FL 32209	59-2142859	501(C)(3)	99,053				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
INDEPENDENT LIVING RESOURCE CENTER 2709 ART MUSEUM DRIVE JACKSONVILLE,FL 32207	95-3255012	501(C)(3)	22,240				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
UNITED WAY OF NE FLORIDA PO BOX 2864228 ORLANDO,FL 32886	59-0637825	501(C)(3)	50,063				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
COMMUNITY HOSPICE OF NE FLORIDA 4266 SUNBEAM RD JACKSONVILLE,FL 32257	59-3583920	501(C)(3)	7,500				SUPPORT OF CHARITABLE PURPOSES

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
DREAMS COME TRUE 6803 SOUTHPOINT PARKWAY JACKSONVILLE,FL 32216	59-2967803	501(C)(3)	7,500				SUPPORT OF CHARITABLE PURPOSES

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
WOLFSON CHILDREN'S HOSPITAL 841 PRUDENTIAL DR SUITE 1300 JACKSONVILLE,FL 32207	59-1452787	501(C)(3)	8,500				SUPPORT OF CHARITABLE PURPOSES

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
THE TORAL FAMILY FOUNDATION INC 13131 SW 19TH ST DAVIE,FL 33324	26-4094366	501(C)(3)	10,000				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 100 N LAURA ST STE 801 JACKSONVILLE,FL 32202	59-2247189	501(C)(3)	10,942				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 SYMPHONY ORCHESTRA 300 WEST WATER ST STE 300 JACKSONVILLE,FL 32202	26-4094366	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
WE CARE 900 UNIVERSITY BLVD N STE 200-E JACKSONVILLE,FL 32211	59-3431724	501(C)(3)	15,200				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
THE SPECIALTY GROUP 2063 VELA NORTE CIRCLE ATLANTA BEACH, FL 32233	59-3418668	501(C)(3)	22,009				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 CHAMBER OF COMMERCE 3 INDEPENDENT DR JACKSONVILLE,FL 32202	59-1867407	501(C)(3)	25,900				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 SPORTS MEDICINE 3563 PHILIPS HWY BLDG E STE 502 JACKSONVILLE,FL 32207	59-2997510	501(C)(3)	31,958				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
BAPTIST HEALTH FOUNDATION 841 PRUDENTIAL DRIVE STE 1300 JACKSONVILLE,FL 32207	59-2487135	501(C)(3)	89,985				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 HEALTHCARE INC PO BOX 41567 JACKSONVILLE,FL 32232	26-0479484	501(C)(3)	98,249				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, line 23.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**
▶ **Information about Schedule J (Form 990) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

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 or provision of all of 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 directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	**2**	Yes	
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III			
	☑ 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**		No
b	Any related organization?	**6b**		No
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**	Yes	
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regulations section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

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

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

(A) Name and Title		(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 as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1)DOUGLAS M BAER PRES & CEO/INTERIM CFO	(i)	312,253	124,439	44,420	51,785	25,564	558,461	0
	(ii)	0	0	0	0	0	0	0
(2)MICHAEL SPIGEL COO	(i)	242,799	94,836	39,999	26,554	22,864	427,052	0
	(ii)	0	0	0	0	0	0	0
(3)MIKE DURR INTERIM CFO	(i)	73,224	34,062	124,943	7,659	7,096	246,984	0
	(ii)	0	0	0	0	0	0	0
(4)PATRICIA DEBEAR SR VO OF CLINICAL SERVICES	(i)	154,776	57,315	30,593	17,734	16,341	276,759	0
	(ii)	0	0	0	0	0	0	0
(5)KAREN GALLAGHER VP OF HUMAN RESOURCES & ED	(i)	145,432	52,184	24,400	18,073	15,828	255,917	0
	(ii)	0	0	0	0	0	0	0
(6)ROBERT W SHRYOCK DIR OF MANAGED CARE	(i)	140,117	27,656	1,783	22,710	10,695	202,961	0
	(ii)	0	0	0	0	0	0	0
(7)KIRK HALE DIR OF IT INFRASTRUCTURE	(i)	107,895	21,122	621	17,004	13,808	160,450	0
	(ii)	0	0	0	0	0	0	0
(8)KENNETH MCCOSH DIR OF DECISION SUPPORT	(i)	106,425	21,479	0	18,370	13,776	160,050	0
	(ii)	0	0	0	0	0	0	0
(9)ROBERT ROWE DIR OF CLINICAL EDUC	(i)	102,936	15,979	0	21,620	13,768	154,303	0
	(ii)	0	0	0	0	0	0	0

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II
Also complete this part for any additional information

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 2012, 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 - $ 111,400 MICHAEL SPIGEL - 82,900 THE FOLLOWING INDIVIDUAL RECEIVED A SEVERANCE PAYMENT MIKE DURR - $ 106,614
PART I, LINE 7	BROOKS OFFERS AN INCENTIVE PLAN WHICH WILL TRIGGER BY MEETING SPECIFIC OPERATIONAL AND FINANCIAL GOALS CALLED SUCCESS SHARING THE INCENTIVE IS CALCULATED BASED ON A PERCENTAGE OF COMPENSATION

Additional Data

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

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) 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 compensation				
DOUGLAS M BAER PRES & CEO/INTERIM CFO	(I) (II)	312,253 0	124,439 0	44,420 0	51,785 0	25,564 0	558,461 0	0 0
MICHAEL SPIGEL COO	(I) (II)	242,799 0	94,836 0	39,999 0	26,554 0	22,864 0	427,052 0	0 0
MIKE DURR INTERIM CFO	(I) (II)	73,224 0	34,062 0	124,943 0	7,659 0	7,096 0	246,984 0	0 0
PATRICIA DEBEAR SR VO OF CLINICAL SERVICES	(I) (II)	154,776 0	57,315 0	30,593 0	17,734 0	16,341 0	276,759 0	0 0
KAREN GALLAGHER VP OF HUMAN RESOURCES & ED	(I) (II)	145,432 0	52,184 0	24,400 0	18,073 0	15,828 0	255,917 0	0 0
ROBERT W SHRYOCK DIR OF MANAGED CARE	(I) (II)	140,117 0	27,656 0	1,783 0	22,710 0	10,695 0	202,961 0	0 0
KIRK HALE DIR OF IT INFRASTRUCTURE	(I) (II)	107,895 0	21,122 0	621 0	17,004 0	13,808 0	160,450 0	0 0
KENNETH MCCOSH DIR OF DECISION SUPPORT	(I) (II)	106,425 0	21,479 0	0 0	18,370 0	13,776 0	160,050 0	0 0
ROBERT ROWE DIR OF CLINICAL EDUC	(I) (II)	102,936 0	15,979 0	0 0	21,620 0	13,768 0	154,303 0	0 0

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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 Part VI.
▶ Attach to Form 990. ▶ See separate instructions.
▶ Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

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
B	JACKSONVILLE ECONOMICS DEVELOPMENT COMMISSION			06-27-2013	35,000,000	CAPITAL IMPROVEMENTS		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	5,440,000	710,000		
2	Amount of bonds legally defeased				
3	Total proceeds of issue	95,491,659	35,009,680		
4	Gross proceeds in reserve funds	8,557,555			
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrows				
7	Issuance costs from proceeds	900,000	214,687		
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds	61,956,607			
11	Other spent proceeds	23,800,000	7,566,899		
12	Other unspent proceeds	27,218,414	27,218,414		
13	Year of substantial completion	2009	2015		

		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		X					
15	Were the bonds issued as part of an advance refunding issue?		X		X				
16	Has the final allocation of proceeds been made?	X			X				
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		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		X				
2	Are there any lease arrangements that may result in private business use of bond-financed property?	X			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 of bond-financed property?		X		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		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 %		0 %					
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 %		0 %					
6	Total of lines 4 and 5	0 540 %		0 %					
7	Does the bond issue meet the private security or payment test?		X		X				
8a	Has there been a sale or disposition of any of the bond financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X		X				
b	If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of								
c	If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1 141-12 and 1 145-2?								
9	Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1 141-12 and 1 145-2?		X		X				

Part IV Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has the issuer filed Form 8038-T?		X		X				
2	If "No" to line 1, did the following apply?								
a	Rebate not due yet?	X		X					
b	Exception to rebate?		X		X				
c	No rebate due?		X		X				
	If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3	Is the bond issue a variable rate issue?	X			X				
4a	Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?	X			X				
b	Name of provider	MERRILL LYNCH							
c	Term of hedge	30 000000000000							
d	Was the hedge superintegrated?		X						
e	Was the hedge terminated?		X						

Part IV Arbitrage *(Continued)*

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
5a	Were gross proceeds invested in a guaranteed investment contract (GIC)?	X			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							
6	Were any gross proceeds invested beyond an available temporary period?		X		X				
7	Has the organization established written procedures to monitor the requirements of section 148?		X		X				

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has 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?		X						

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions).

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 3, TOTAL PROCEEDS	THE AMOUNT PRESENTED ON PART II, LINE 3 CONTAINS INVESTMENT EARNINGS OVER THE LIFE OF THE ISSUE, NET WITH ORIGINAL ISSUE DISCOUNTES AS FOLLOWS SALE PROCEEDS FACE VALUE $ 95,000,000 ORIGINAL ISSUE DISCOUNT (2,633,936) CUMULATIVE EARNINGS THROUGH 12/31/12 3,073,377 TOTAL TO PART II, LINE 3 $ 95,439,442
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, line 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.
▶ Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

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) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected? Yes	No

2 Enter the amount of tax incurred by 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-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization? To	From	(e) Original principal amount	(f) Balance due	(g) In default? Yes	No	(h) Approved by board or committee? Yes	No	(i) Written agreement? Yes	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 assistance	(d) Type of assistance	(e) Purpose 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	47,525	COMPENSATION AS EMPLOYEE OF ORGANIZATION		No

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions)

Return Reference	Explanation

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93493307013674

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.
▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
GENESIS HEALTH INC

Employer identification number
59-2249370

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

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

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

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

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

Return Reference	Explanation
FORM 990, PART XI, LINE 9	NET CHANGE IN SWAP VALUATION -695,669

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

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 THE SOUTHEAST 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 EMPOWER PEOPLE TO ACHIEVE THEIR HIGHEST LEVEL OF RECOVERY AND PARTICIPATION IN LIFE THROUGH EXCELLENCE IN REHABILITATION" COMMUNITY MEMBERS BENEFIT DAILY FROM THE SERVICES AND CARE THAT BROOKS REHABILITATION PROVIDES WHETHER IT IS THROUGH CHARITY CARE, SPONSORING A DIVERSE ADAPTIVE SPORTS AND RECREATION PROGRAM, OR OFFERING FREE CONTINUING EDUCATION TO 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 CARE SETTINGS PROVIDE 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 D/B/A BROOKS REHABILITATION SPECIALISTS [59-3530305] * BROOKS HOME CARE ADVANTAGE, INC [26-2216181] * BROOKS SKILLED NURSING, INC [26-4561148] * BROOKS SKILLED NURSING FACILITY A, INC [27-2153586] * BROOOK SKILLED NURSING FACILITY HOLDINGS A, INC [27-2187557] * BROOKS REHABILITATION CLINICAL RESEARCH CENTER, INC [45-2094888] I GENERAL INFORMATION OUR HISTORY FOR MORE THAN 35 YEARS, BROOKS HAS PROVIDED COMPREHENSIVE REHABILITATION SERVICES IN THE SOUTHEAST OUR POST-ACUTE SYSTEM OF CARE IS DESIGNED TO MEET EVERY REHABILITATION NEED FROM SPORTS INJURIES, WORK-RELATED INJURIES, AND ORTHOPEDIC POST-SURGICAL RECOVERY TO MORE COMPLEX MEDICAL ISSUES SUCH BRAIN AND SPINAL CORD INJURIES AND STROKE. BROOKS REHABILITATION INCLUDES ONE OF THE LARGEST REHABILITATION HOSPITAL IN THE COUNTRY WITH 157 BEDS, SKILLED NURSING, A HOME HEALTH AGENCY, OVER 25 OUTPATIENT CLINICS, A PHYSICIAN PRACTICE GROUP, AND A RESEARCH GROUP WITH OVER 20 ACTIVE CLINICAL TRIALS BROOKS REHABILITATION HOSPITAL BROOKS REHABILITATION HOSPITAL IS A FREE-STANDING REHABILITATION FACILITY WITH 157 LICENSED 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

Return Reference	Explanation
FORM 990, PART III, LINE 4A	BROOKS BARTRAM CROSSING IN 2013, BROOKS OPENED BARTRAM CROSSING, A 100-BED SKILLED NURSING FACILITY IN SOUTH JACKSONVILLE. BARTRAM CROSSING FOCUSES ON PROVIDING SHORT-STAY REHABILITATION THROUGH PHYSICAL, OCCUPATIONAL, AND SPEECH THERAPIES. NURSING CARE IS ALSO PROVIDED TO THE LEVEL REQUIRED BY EACH INDIVIDUAL GUEST. THIS CAMPUS ALSO OFFERS ASSISTED LIVING AND MEMORY CARE. BROOKS HOME CARE BROOKS HOME CARE OFFERS A FULL SPECTRUM OF SKILLED NURSING AND REHABILITATION OPTIONS FOR WITH CONTINUED HEALTH CARE NEEDS IN THE HOME. SERVICES INCLUDE SKILLED NURSING CARE, PHYSICAL THERAPY, SPEECH THERAPY, RESPIRATORY THERAPY, OCCUPATIONAL THERAPY, INFUSION THERAPY, AND WOUND CARE. BROOKS OUTPATIENT REHABILITATION BY THE END OF 2013, BROOKS HAD 26 OUTPATIENT CLINICS THROUGHOUT NORTH AND CENTRAL FLORIDA. THESE CLINICS OFFER PATIENTS OF ALL AGES A RANGE OF SERVICES, INCLUDING PHYSICAL, OCCUPATIONAL, SPEECH-LANGUAGE, AND COGNITIVE THERAPIES. SPECIALIZED PROGRAMS AND DAY TREATMENT PROGRAMS ARE ALSO AVAILABLE FOR CHRONIC PAIN, SPORTS INJURIES, BRAIN INJURY AND STROKE, WOMEN'S HEALTH, BALANCE, BACK AND NECK PAIN AND INDUSTRIAL REHABILITATION. BROOKS REHABILITATION MEDICAL GROUP BROOKS' NON-PROFIT PHYSICIAN GROUP IS COMPOSED OF 11 CREDENTIALED SPECIALISTS IN REHABILITATION MEDICINE (PHYSIATRISTS). THE GROUP WAS ESTABLISHED TO PROVIDE OUTPATIENT PHYSICIAN SERVICES TO PATIENTS REQUIRING THIS SPECIALIZED CARE. THESE PHYSICIANS ENGAGE IN DIRECT PATIENT CARE IN THE HOSPITAL AND OUTPATIENT, PROVIDE MEDICAL EDUCATION TO RESIDENTS FROM UNIVERSITY OF FLORIDA AND EDUCATION TO THE MEDICAL COMMUNITY AND THE COMMUNITY AT LARGE. BROOKS CLINICAL RESEARCH CENTER SINCE ITS INCEPTION IN 1999, BROOKS' HAS PARTNERED WITH VARIOUS ACADEMIC INSTITUTIONS 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

Return Reference	Explanation	
	FORM 990, PART III, LINE 4A	II QUALITY CARE PROVIDED TO PATIENTS BROOKS TAKES GREAT PRIDE IN THE QUALITY CARE WE OFFE R OUR PATIENTS EACH YEAR AS ILLUSTRATED IN OUR CLINICAL OUTCOMES AND PATIENT SATISFACTION SCORES IN 2013 -BROOKS HOSPITAL RETURNED 80% OF PATIENTS BACK TO THE COMMUNITY, WHICH IS MORE THAN OTHER REHABILITATION HOSPITALS NATIONALLY -PATIENTS IN BROOKS HOSPITAL GAVE AN OVERALL RATING FOR CARE THEY RECEIVED DURING THEIR STAY OF 94 3, AND A 95 RATING FOR LIKE LIHOOD OF RECOMMENDING THE BROOKS HOSPITAL TO OTHERS -IN BROOKS HOME CARE, 82% OF PATIENT S WOULD RECOMMEND BROOKS TO FRIENDS AND FAMILY, COMPARED WITH 79% IN FL -IN BROOKS OUTPATI ENT, CUSTOMER SATISFACTION ACROSS ALL CLINICS WAS 93 9, COMPARED TO A 93 GOAL SOURCE PAT IENT SATISFACTION AS MEASURED BY THE PRESS GANEY PATIENT SATISFACTION SURVEY 2013 III CO MMUNITY BENEFIT PROVIDED IN 2013 BROOKS IS A RESOURCE FOR IMPROVING THE QUALITY-OF-LIFE FO R THOSE LIVING WITH DISABILITIES AND REDUCING THE RISK OF PHYSICAL DISABILITY THROUGH ADVO CACY, AWARENESS, EDUCATION, RESEARCH, AND REHABILITATION SERVICES PROGRAMS UNDER COMMUNIT Y BENEFIT INCLUDE (A) CHARITY, UNDERINSURED AND UNINSURED CARE, (B) RESEARCH, (C) COMMUNI TY HEALTH PROGRAMS AND SERVICES, AND (D) EDUCATION PROGRAMS FOR HEALTHCARE PROFESSIONALS A) CHARITY, UNDERINSURED AND UNINSURED CARE $4,624,981 BROOKS REHABILITATION HAS CONTINUED TO INCREASE THE AMOUNT OF FREE CARE TO CHARITY, UNDERINSURED AND UNINSURED PATIENTS EACH YEAR IN 2013, BROOKS PROVIDED $1,488,687 OF FREE CARE (AT COST) IN THE HOSPITAL, WHICH WA S EQUIVALENT TO 1137 PATIENT DAYS CHARITY AND OTHER FREE CARE PROVIDED TO OUTPATIENT'S VI SITS WERE EQUIVALENT TO $216,914 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 C HARGES FOR CARE ARE CATASTROPHIC THIS IS DEFINED AS CHARGES THAT EXCEED 25% OF THE FEDERA L POVERTY THRESHOLD IN ADDITION, STAFF PROVIDES FUNDING FOR THE NEEDS OF CHARITY PATIENTS THROUGH THEIR PERSONAL DONATIONS IN 2013, BROOKS' EMPLOYEES DONATED TO A FUND WHICH PROV IDED $85,887 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 3303 MEDICAID DAYS PR OVIDED IN 2013, INCLUDING 847 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 T HIS CARE OF $509,677 BROOKS CHARGES ITS UNINSURED PATIENTS AT THE AVERAGE DISCOUNTED RATE RECEIVED BY PRIVATE INSURERS, MEDICARE, AND MEDICAID GENEROUS INCOME GUIDELINES ALONG WI TH PATIENT-FRIENDLY BILLING PRACTICES ALLOWS BROOKS TO PROVIDE COMPREHENSIVE REHABILITATIO N SERVICES TO PATIENTS WHO WOULD NOT OTHERWISE HAVE ACCESS TO THIS LEVEL OF CARE THESE BE NEFITS NOT ONLY IMPROVE THE FUNCTIONAL INDEPENDENCE OF OUR PATIENTS, BUT LEAD THEM TO A BE TTER QUALITY OF LIFE B RESEARCH $1,487,533 CLINICAL RESEARCH AT BROOKS REHABILITATION (2 013) THE BROOKS REHABILITATION CLINICAL RESEARCH CENTER IS COMMITTED TO CONDUCTING INNOVAT IVE RESEARCH THAT WILL ADVANCE THE SCIENCE OF RECOVERY AND WELLNESS FOR PEOPLE REQUIRING R EHABILITATION OUR RESEARCH ENCOMPASSES MULTIPLE AREAS OF RECOVERY, WELLNESS AND LIFE PART ICIPATION FOR INDIVIDUALS WITH NEUROLOGICAL, ORTHOPEDIC, PAIN OR AGE-RELATED DECLINE WE S EEK TO BRIDGE THE ADVANCES MADE IN MEDICAL AND SCIENTIFIC RESEARCH TO THE APPLICATION OF C LINICAL PRACTICE AND TO IMPROVE THE QUALITY OF LIFE FUNCTIONAL OUTCOMES FOR THOSE RECOVERI NG FROM DISABILITY, DECLINE IN FUNCTION, AND ILLNESS OUR KEY STRATEGIC GOALS AND OBJECTIV ES FOR THE BROOKS RESEARCH PROGRAM -CREATE A CONTEMPORARY MODEL FOR COLLABORATION AND INT ERDISCIPLINARY RESEARCH BETWEEN ACADEMIC PARTNERS, RESEARCH SPONSORS, AND OUR REHABILITATI ON CENTRIC HEALTHCARE SYSTEM, -ENGAGE IN INTERDISCIPLINARY RESEARCH ACTIVITIES THAT ARE FO CUSED 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 -DE VELOP AN ORGANIZATIONAL STRUCTURE AND CULTURE THAT PROMOTES EVIDENCE BASED PRACTICE AND TH E ADVANCEMENT OF REHABILITATION SCIENCE BY PROVIDING SUPPORT AND INFRASTRUCTURE TO RESEARC HERS AND MENTORSHIP TO FUTURE RESEARCHERS -PROVIDE GUIDANCE AND SUPPORT TO CLINICIANS WHO WISH TO EXPLORE AND PURSUE RESEARCH RELATED ACTIVITIES -CONTRIBUTE TO AN ENVIRONMENT THAT SUPPORTS AND PROMOTES INQUIRY AND CURIOSITY OUR ACTIVE CLINICAL STUDIES DURING 2013 1 EF FECT OF VERB STRENGTHENING TREATMENT (VNEST) ON LEXICAL RETRIEVAL IN APHASIA 2 TRAUMATIC BRAIN INJURY PRACTICE BASED EVIDENCE 3 THE EFFECTS OF GOAL MANAGEMENT WITH MILD TBI VETER ANS 4 LIFE INTERVENTION AND INDEPENDENCE FOR ELDE

Return Reference	Explanation	
	FORM 990, PART III, LINE 4A	RS (THE LIFE STUDY) 5 THE FRANCE PROJECT (FALLS REDUCTION ADDRESSED BY CONTINUOUS NURSING EDUCATION) 6 MECHANISMS OF GAIT VARIABILITY POST-STROKE 7 VALIDATION THROUGH CONCURRENT USE OF SPIRITUAL WELLNESS ASSESSMENT WITH SPINAL CORD INJURED INPATIENTS AT THREE REHABIL ITATION FACILITIES 8 IMPLEMENTING PSYCHOLOGICALLY INFORMED PRACTICE PRINCIPLES INTO PHYSI CAL THERAPY MANAGEMENT FOR LOW BACK PAIN EFFECTS OF CLINICIAN TRAINING & COMPARISON OF TR EATMENT APPROACHES 9 A BACKWARD WALKING TRAINING PROGRAM TO IMPROVE BALANCE AND REDUCE FA LLS IN ACUTE STROKE A RANDOMIZED CONTROLLED TRIAL 10 ASSESSMENT OF WRITING IMPAIRMENTS I N PERSONS WITH APHASIA COMPARING WRITING BY HAND TO WRITING ON A COMPUTER

Return Reference	Explanation	
	FORM 990, PART III, LINE 4A	C COMMUNITY HEALTH PROGRAMS AND SERVICES BROOKS DEVOTES COMMUNITY HEALTH FUNDING TO PROVI DE A VARIETY OF HEALTH PREVENTION, EDUCATION, SCREENING, SUPPORT, AND COMMUNITY REINTEGRAT ION SERVICES THAT POSITIVELY IMPACT THE COMMUNITY BROOKS PARTNERS WITH OTHER ORGANIZATION S FOR PROJECT DEVELOPMENT AND IMPLEMENTATION AS DESIGNATED BY THE BOARD OF DIRECTORS THE PROGRAMS ARE RESPONSIBLE FOR REPORTING OUTCOMES ANNUALLY TO INSURE PROGRAM OBJECTIVES ARE MET BROOKS REVIEWS THESE PROGRAM AND PROJECT OUTCOMES TO DETERMINE IF PROGRAMS WILL CONTI NUE PARTNERSHIP SUPPORT $1,285,834 BROOKS SUPPORTS NUMEROUS NONPROFITS WHOSE WORK IS STRA TEGICALLY TIED TO OUR MISSION WE PARTICIPATE IN THEIR HEALTH-RELATED ACTIVITIES, WALKS AN D RUNS, CONTRIBUTE TO THEIR EDUCATIONAL EVENTS, AND PARTNER IN OFFERING NEEDED SERVICES S OME OF THE COMMUNITY BASED ORGANIZATIONS WHO HAVE BENEFITED FROM OUR SUPPORT INCLUDE THE INDEPENDENT LIVING RESOURCE CENTER, WHOSE FREE "LOAN CLOSET" OF NEEDED EQUIPMENT AND TOOLS FOR THE DISABLED HAS BEEN FUNDED BY BROOKS, RONALD MCDONALD HOUSE, AMERICAN CANCER SOCIET Y, AMERICAN HEART ASSOCIATION, THE BRAIN INJURY ASSOCIATION OF FLORIDA, JUVENILE DIABETES RESEARCH FOUNDATION, THE ARTHRITIS FOUNDATION, MULTIPLE SCLEROSIS SOCIETY AND MANY OTHERS BROOKS CONTINUES TO MAKE PAY MENTS ON ITS 5 YEAR COMMITMENT TO CONTRIBUTE $2 5 MILLION TO FIVE PROVIDERS' COMMUNITY BENEFIT ACTIVITIES BROOKS ADAPTIVE SPORTS AND RECREATION PROGRA M $572,183 THE BROOKS ADAPTIVE SPORTS AND RECREATION PROGRAM ENABLES ADULTS AND CHILDREN L IVING WITH A PHY SICAL DISABILITY TO ENHANCE THEIR QUALITY OF LIFE THROUGH PARTICIPATION IN SPORTS AND RECREATIONAL ACTIVITIES OUR MULTI-SPORT PROGRAM PROVIDES DAILY ACTIVITIES AND MONTHLY SPECIAL EVENTS TO INDIVIDUALS OF ALL AGES AND ABILITIES AT NO COST TO THE PARTICI PANTS ADAPTIVE SPORTS INCLUDES TENNIS, WHEELCHAIR RUGBY, POWER SOCCER, INDOOR AND OUTDOOR ROWING, ARCHERY, HAND CYCLING, ARCHERY, BILLIARDS, BOWLING, YOGA, AQUATICS, AND ZUMBA WE LLNESS PROGRAMS, PROVIDED IN PARTNERSHIP WITH MULTIPLE Y MCA LOCATIONS, ARE ALSO AVAILABLE TO THOSE WHO HAVE MULTIPLE SCLEROSIS, PARKINSON'S DISEASE OR WHO HAVE EXPERIENCED A STROKE OR TRAUMATIC BRAIN INJURY SPECIAL EVENTS INCLUDE SURFING, WATER SKIING, HORSEBACK RIDING , AND MORE BROOKS BRAIN INJURY CLUBHOUSE $250,546 BROOKS CLUBHOUSE IS A FULL-TIME DAY PRO GRAM THAT PROVIDES FOR THE LONG-TERM RECOVERY NEEDS OF INDIVIDUALS WHO HAVE SUFFERED FROM AN ACQUIRED NEUROLOGICAL INJURY IT EXPANDS THE CONTINUUM OF CARE PROVIDED BY BROOKS REHAB ILITATION AND SERVES AS A BRIDGE TO COMMUNITY AND VOCATIONAL RE-INTEGRATION MEMBERS PARTI CIPATE IN DAILY ACTIVITIES AND MANAGE CLUBHOUSE OPERATIONS, HELPING THEM REESTABLISH THEMS ELVES IN THE COMMUNITY AND PREPARE FOR VOLUNTEER OR WORK RE-ENTRY OPPORTUNITIES BROOKS SC HOOL RE-ENTRY PROGRAM $110,465 INITIATED MANY Y EARS AGO, THE BROOKS SCHOOL RE-ENTRY PROGRA M (BSRP) IS AN ONGOING PROGRAM WHICH MAXIMIZES A CHILD'S SUCCESSFUL TRANSITION BACK TO SCH OOL FOLLOWING A DISABLING ILLNESS OR INJURY AND MINIMIZES LOST ACADEMIC LEARNING WHILE IN THE INPATIENT SETTING BSRP SERVES PATIENTS AT BOTH BRH AND BROOKS' OUTPATIENT CLINICS BS RP ALSO ACCEPTS LIMITED COMMUNITY REFERRALS FROM LOCAL PHY SICIANS THIS PROGRAM EMPLOYS A RE-ENTRY COORDINATOR WHO SERVES AS THE LIAISON BETWEEN BROOKS, THE SCHOOL SYSTEM, VARIOUS AGENCIES AND THE FAMILY BSRP ALSO EMPLOYS A PART-TIME CLINICAL ASSISTANT THE PROGRAM INC LUDES EDUCATIONAL PROGRAMS FOR CLASSMATES, SCHOOL PROFESSIONALS, AND FAMILIES TO BETTER HE LP THEM UNDERSTAND THE CHALLENGES AND NEEDS OF A STUDENT TRANSITIONING BACK INTO SCHOOL AN D THEIR COMMUNITY FOLLOWING A TRAUMATIC INJURY OR ILLNESS INTERVENTIONS ARE PROVIDED AS N EEDED AND ARE DETERMINED BY THE INTERDISCIPLINARY TREATMENT TEAM FOR EACH INDIVIDUAL CHILD IN 2013, THE PROGRAM SERVED A TOTAL OF 103 NEW PATIENTS, 98 FROM PUBLIC SCHOOLS AND 5 FR OM PRIVATE SCHOOLS THE SERVICES PROVIDED BY THIS PROGRAM IMPACTED 31 SCHOOL DISTRICTS IN 3 STATES OTHER PROGRAMS $377,564 WELLNESS PROGRAMS RESEARCH SHOWS THAT A HEALTHY LIFESTY LE, INCLUDING EXERCISE AND GOOD NUTRITION, CAN IMPROVE THE LONG TERM HEALTH OF PEOPLE WHO HAVE SUFFERED INJURY OR DISABILITY BROOKS REHABILITATION HAS IMPLEMENTED SEVERAL WELLNESS PROGRAMS IN COLLABORATION WITH LOCAL Y MCA FACILITIES UNDER THE GUIDANCE OF A BROOKS PHY S ICAL THERAPIST AND THE WELLNESS PROGRAM STAFF, PARTICIPANTS ARE INITIALLY EVALUATED AND PR OVIDED WITH THEIR OWN PERSONAL FITNESS PLAN, DESIGNED TO START WITH THE PARTICIPANTS CURRE NT ABILITIES AND GRADUALLY CHANGE AS STRENGTH AND ENDURANCE IMPROVES THE PROGRAMS OFFER A SUPERVISED ENVIRONMENT FOR PARTICIPANTS TO CONTINUE BEING ACTIVE IN AN EXERCISE PROGRAM A FTER FORMAL PHY SICAL THERAPY HAS BEEN COMPLETED, AS WELL AS THE OPPORTUNITY TO SOCIALIZE W ITH OTHER SURVIVORS AND CAREGIVERS WELLNESS PROGRAMS ARE OFFERED FOR STROKE, MULTIPLE SCL EROSIS, PARKINSON'S DISEASE, AND BRAIN INJURY SINCE INCEPTION IN 2009, THE WELLNESS PROGR AMMING HAS EXPANDED TO VARIOUS GEOGRAPHICAL AREAS

Return Reference	Explanation	
	FORM 990, PART III, LINE 4A	IN AND AROUND JACKSONVILLE, INCLUDING VOLUSIA COUNTY SPORTS OUTREACH IN AN EFFORT TO ENHA NCE OUR COMMITMENT TO SPORTS THERAPY, BROOKS HAS BECOME THE OFFICIAL REHABILITATION PROVID ER FOR UNIVERSITY OF NORTH FLORIDA'S ATHLETIC PROGRAM ATHLETES CAN BE TREATED AT OUR CENT ER OF SPORTS THERAPY OR OTHER CONVENIENT CLINIC LOCATIONS BROOKS ALSO OFFERS EDUCATIONAL PROGRAMS TEACHING STUDENTS HOW THEY CAN REDUCE THEIR CHANCES OF INJURY OUTPATIENT TRANSPO RTATION PATIENTS WITH DISABILITIES WHO NEED TRANSPORTATION TO AND FROM OUTPATIENT CENTERS AND WHO QUALIFY FOR CHARITY CARE, ARE PROVIDED TRANSPORTATION FUNDED BY BROOKS COMMUNITY H EALTH PATIENT PROVIDERS CAN SCHEDULE TRANSPORTATION FOR PATIENTS WHO NEED TO RECEIVE TREA TMENT OR WHO ARE BEING REFERRED TO OTHER SERVICES 5 DAYS A WEEK JACKSONVILLE SPORTS MEDIC INE THIS PARTNERSHIP BETWEEN WOLFSON CHILDREN'S HOSPITAL, NEMOURS CHILDREN'S HOSPITAL, BRO OKS, AND MANY LEADING ORTHOPEDIC SURGEONS SERVES THE DUVAL COUNTY SCHOOL SYSTEM BY FUNDING STAFF, SUPPORT SERVICES, AND FACILITATION OF SPORTS MEDICINE TO MANY HIGH SCHOOLS THIS P ROGRAM PREVENTS INJURIES BY CONDUCTING FREE SPORTS PHYSICALS TO HUNDREDS OF PUBLIC SCHOOL ATHLETES IT ALSO PROVIDES EDUCATION AND TRAINING FOR EDUCATORS AND COACHES AT THE SCHOOLS TO INCREASE INJURY PREVENTION ACTIVITIES SUPPORT GROUPS BROOKS RECOGNIZES THAT RECOVERY O FTEN INVOLVES PHYSICAL AND PSYCHOLOGICAL AS WELL AS EMOTIONAL COMPONENTS COMMUNITY-BASED GROUPS PLAY A CRITICAL ROLE IN THE RE-INTEGRATION AND COMPREHENSIVE REHABILITATION OF PEOP LE LIVING WITH DISABILITIES IN NORTHEAST FLORIDA AND SOUTHEAST GEORGIA AS A RESULT, BROOK S OFFERS OR AIDS A VARIETY OF SUPPORT GROUPS TO ASSIST CURRENT AND FORMER PATIENTS IN REGA INING THEIR ABILITY TO LEAD SUCCESSFUL, INDEPENDENT LIVES MANY OF OUR LEADERS SERVE AS CO NTACT PERSONS AND ORGANIZERS FOR THESE GROUPS BROOKS LENDS A RANGE OF SUPPORTING RESOURCE S TO THESE GROUPS, SUCH AS MEETING ROOMS, PERMANENT OFFICE SPACE, KNOWLEDGE EXPERTS, CATER ING SERVICES, AND OTHER EDUCATIONAL PROGRAMMING BROOKS CURRENTLY MAINTAINS RELATIONSHIPS WITH THE ALS SUPPORT GROUP, GATEWAY STROKE CLUB, SPINAL CORD SUPPORT GROUP OF JACKSONVILLE , PERIPHERAL NEUROPATHY SUPPORT GROUP, AND THE JACKSONVILLE BRAIN INJURY SUPPORT GROUP CE LEBRATE INDEPENDENCE TM CELEBRATE INDEPENDENCE TM IS BROOKS' ANNUAL COMMUNITY CELEBRATION FOR FORMER PATIENTS AND FAMILIES, CARETAKERS, THERAPISTS, SERVICE PROVIDERS, STUDENTS, AND OTHERS INTERESTED IN THE NEEDS OF THE PHYSICALLY DISABLED THE EVENT SERVES TO CELEBRATE INDIVIDUAL AND COMMUNITY ACCOMPLISHMENTS, AWARD THOSE MAKING A DIFFERENCE IN THE LIVES OF PERSONS WITH DISABILITIES, AND RAISE GENERAL AWARENESS OF THE ISSUES IN OUR AREA THE EVEN T INCLUDES EDUCATIONAL AND INFORMATIONAL EXHIBITS FOCUSING ON RECREATIONAL, CULTURAL, PSYC HOLOGICAL, AND PHYSICAL OPPORTUNITIES TO FURTHER RECOVERY AND IMPROVE QUALITY OF LIFE 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

Return Reference	Explanation	
	FORM 990, PART III, LINE 4A	THINKFIRST THINKFIRST IS A NATIONAL INJURY PREVENTION FOUNDATION FOUNDED BY AMERICA'S NEUR OSURGEONS BROOKS COLLABORATES WITH UF HEALTH AT JACKSONVILLE MEDICAL CENTER AND OTHERS IN THE MEDICAL COMMUNITY TO OFFER THIS BRAIN AND SPINAL CORD INJURY PROGRAM TO PUBLIC HIGH S CHOOL STUDENTS IN THE REGION OUR THERAPISTS AND NURSES PROVIDE STUDENTS WITH INFORMATION ON BRAIN AND SPINAL CORD ANATOMY, MECHANISMS OF INJURY AND INJURY PREVENTION BEHAVIORS AND STRATEGIES PERSONAL STORIES AND GUIDANCE ARE SHARED TO HELP THE TEENS MAKE SAFE, RESPONS IBLE CHOICES AND DECREASE THE LIKELIHOOD OF BECOMING A VICTIM OF A DEVASTATING ACCIDENT RE SULTING IN A BRAIN OR SPINAL CORD INJURY YOUTH LEADERSHIP JACKSONVILLE AND JACKSONVILLE H EALTH AND HUMAN SERVICES IN 2013 BROOKS HOSTED STUDENTS FROM THE YOUTH LEADERSHIP JACKSONV ILLE PROGRAM - FIFTY OF THE COMMUNITY'S BEST AND BRIGHTEST FUTURE LEADERS STUDENTS WERE E XPOSED TO REHABILITATION CENTERED EDUCATIONAL PROGRAMS IN BOTH THE INPATIENT AND OUTPATIEN T SETTINGS IN ADDITION TO PREVENTION MESSAGES FROM STAFF AND FORMER PATIENTS STUDENTS WER E ALSO PROVIDED 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 AN D ADMINISTRATION, CURRENT AND FORMER PATIENT TESTIMONIALS, AND THERAPY DEMONSTRATIONS FAL LS PREVENTION PROGRAM BROOKS HAS DEVELOPED A FALLS PREVENTION PROGRAM THAT PROVIDES EDUCAT IONAL RESOURCES FOR THE COMMUNITY TO DECREASE THE INCIDENCE OF FALLS IN THE OLDER OR FRAIL POPULATION EDUCATIONAL CLASSES AND FITNESS TRAINING ARE OFFERED TO THE COMMUNITY TO RAIS E THE AWARENESS OF RISKY BEHAVIORS AND PREVENTATIVE MEASURES D EDUCATION FOR HEALTH CARE PROFESSIONAL $646,753 STUDENT NURSE ROTATIONS TO HELP ADDRESS THE CRITICAL NURSING SHORTA GE IN FLORIDA, BROOKS HAS PARTNERED WITH UNF, FLORIDA COMMUNITY COLLEGE AT JACKSONVILLE AN D A CONSORTIUM OF LOCAL HOSPITALS TO EXPAND THE COMMUNITY'S NURSING EDUCATION PROGRAMS BR OOKS PROVIDES SCHOLARSHIPS ENABLING COMMUNITY NURSES TO ACHIEVE A BACHELOR'S OF SCIENCE DE GREE IN NURSING PLUS MORE THAN 200 NURSES FROM THE UNIVERSITY OF NORTH FLORIDA, JACKSONVI LLE UNIVERSITY AND FLORIDA COMMUNITY COLLEGE AT JACKSONVILLE HAVE PARTICIPATED IN CLINICAL REHABILITATION-FOCUSED ROTATIONAL SHIFTS WITHIN BROOKS FOR HANDS-ON TRAINING CONTINUING EDUCATION THE BROOKS INSTITUTE FOR HIGHER LEARNING PROVIDES OVER 40 POST-PROFESSIONAL CONT INUING EDUCATION COURSES FOR REHABILITATION PRACTITIONERS COURSE OFFERINGS ARE AVAILABLE IN A WIDE VARIETY OF SPECIALTY AREAS INCLUDING, BUT NOT LIMITED TO, ORTHOPEDICS, NEUROLOGY , WOMEN'S HEALTH, PEDIATRICS, AND GERIATRICS OUR FACULTY CONSISTS OF BOTH NATIONALLY RENO WNED EXPERTS FROM AROUND THE COUNTRY, AS WELL AS NATIONALLY RECOGNIZED CLINICAL EXPERTS TH AT CURRENTLY PRACTICE AT BROOKS REHABILITATION RESIDENCY AND FELLOWSHIP PROGRAMS THE BROO KS INSTITUTE FOR HIGHER LEARNING CURRENTLY OFFERS TWO PHYSICAL THERAPY RESIDENCIES IN ORTH OPEDICS AND PEDIATRICS, TWO MULTIDISCIPLINARY RESIDENCIES IN NEUROLOGY AND GERIATRICS (AVA ILABLE TO PTS, OTS, RNS, AND SLPS), AND A FELLOWSHIP PROGRAM IN ORTHOPEDIC MANUAL PHYSICAL THERAPY THESE PROGRAMS ARE CERTIFIED BY THE AMERICAN PHYSICAL THERAPY ASSOCIATION (APTA) THERAPISTS WHO COMPLETE A CLINICAL RESIDENCY PROGRAM AND/OR CLINICAL FELLOWSHIP PROGRAM GENERALLY DEMONSTRATE SUPERIOR CLINICAL SKILLS, ADVANCED KNOWLEDGE IN A SPECIFIC AREA OF C LINICAL PRACTICE AND THE ABILITY TO ACT AS ADVOCATES AND EDUCATORS TO THEIR PEERS AND PATI ENTS PHYSICAL THERAPY EDUCATOR PROGRAM IN APRIL OF 2008, BROOKS ENTERED INTO A PARTNERSHI P WITH THE UNF DEPARTMENT OF PHYSICAL THERAPY TO PROVIDE 2 BROOKS PHYSICAL THERAPISTS AS A SSISTANT PROFESSORS IN PT DUE TO THE EXPERTISE OF BROOKS' PRACTICING CLINICIANS AND THE G ROWING NEED FOR PHYSICAL THERAPISTS GRADUATING FROM LOCAL COLLEGES AND UNIVERSITIES TO BE WELL-TRAINED AND READY FOR CLINICAL CARE, THIS EDUCATIONAL INITIATIVE WILL USE TWO BROOKS PHYSICAL THERAPISTS AS PART-TIME EDUCATORS AT UNF TO ASSIST UNIVERSITY FACULTY IN ANATOMY AND CLINICAL SKILLS LABS FOR PHYSICAL THERAPY STUDENTS IN 2013, BROOKS CREATED A PARTNERSH IP WITH JACKSONVILLE UNIVERSITY TO DEVELOP MORE ROBUST EDUCATION IN SPEECH LANGUAGE PATHOL OGY THE BROOKS REHABILITATION SPEECH LANGUAGE PATHOLOGY PROGRAM OFFERS A MASTER'S PROGRAM WITH BROOKS THERAPISTS ACTING AS FACULTY THIS UNIQUE PROGRAM ALSO PROVIDES RESEARCH OPPO RTUNITIES IN SPEECH REHABILITATION FUTURE DIRECTION IN 2012, BROOKS REHABILITATION COLLAB ORATED WITH THE HEALTH PLANNING COUNCIL OF NORTHEAST FLORIDA, FOUR OTHER AREA NON-PROFIT H EALTH SYSTEMS (NINE HOSPITALS TOTAL), AND FOUR PUBLIC HEALTH DEPARTMENTS TO FORM THE JACKS ONVILLE METROPOLITAN COMMUNITY BENEFIT PARTNERSHIP THE PARTNERSHIP CONDUCTED THE FIRST EV ER MULTI-HOSPITAL SYSTEM AND PUBLIC HEALTH SECTOR COLLABORATIVE HEALTH NEEDS ASSESSMENT T HE PARTNERSHIP'S VISION IS TO IMPROVE POPULATION HEALTH IN THE REGION BY ELIMINATING THE G APS THAT PREVENT ACCESS TO QUALITY, INTEGRATED HEA

Return Reference	Explanation	
	FORM 990, PART III, LINE 4A	LTH CARE AND TO IMPROVE ACCESS TO RESOURCES THAT SUPPORT A HEALTHY LIFESTYLE. AS A RESULT OF THIS COMMUNITY HEALTH NEEDS ASSESSMENT, BROOKS REHABILITATION IS FOCUSING ON 4 KEY AREA S TO MEET THE HEALTHCARE NEEDS OF THE COMMUNITY -PHYSICAL ACTIVITY, THROUGH OUR ADAPTIVE SPORTS AND WELLNESS PROGRAMS -STROKE, THROUGH CONTINUING TREATMENT AND EDUCATION ACROSS TH E BROOKS SYSTEM OF CARE -MENTAL HEALTH AND DEPRESSION, THROUGH ENGAGEMENT WITH OUR COMMUNI TY BASED PROGRAMS -SPINAL CORD AND BRAIN INJURY, THROUGH OUR SPECIALIZED THERAPY PROGRAMS AND COMMUNITY PROGRAMS THAT SERVE THESE POPULATIONS ANNUAL METRICS HAVE BEEN ESTABLISHED F OR EACH OF THESE KEY AREAS, WHICH WILL BE MONITORED FOR A THREE YEAR PERIOD, 2012-2015 AF TER THE THREE YEAR PERIOD, ANOTHER COMMUNITY ASSESSMENT WILL BE CONDUCTED IN ORDER TO UPDA TE THE POPULATION HEALTH INFORMATION

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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" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.
▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

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 (if applicable) 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	87,907	673,178	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 entity? 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) 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	
(1) ST AUGUSTINE MOB LTD 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 59-3397507	REAL ESTATE HOLDING	FL	GH MEDICAL SERVICES INC	EXCLUDED	557,918	4,870,121		No			No	100 000 %
(2) PENMAN PLAZA ASSOCIATES LTD 3715 NORTHSIDE PKWY BLDG 300 105 ATLANTA, GA 30327 58-1920735	REAL ESTATE HOLDING	FL	GH PARTNERSHIP HOLDINGS PPA INC	EXCLUDED	931,429	6,782,947		No		Yes		51 000 %

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	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) GH HOLDINGS INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 59-3007328	HOLDING COMPANY	FL	N/A	C	2,668	-21,410,969	100 000 %	Yes	
(2) GH MANAGEMENT INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 59-2387438	HOLDING COMPANY	FL	GH HOLDINGS INC	C		377,394	100 000 %	Yes	
(3) GENESIS MANAGEMENT SERVICES INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 59-2183211	MANAGEMENT SERVICES	FL	GH HOLDINGS INC	C		271,156	100 000 %	Yes	
(4) GH MEDICAL SERVICES INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 59-2742895	MEDICAL SERVICES	FL	GH HOLDINGS INC	C	264,134	835,110	100 000 %	Yes	
(5) GH PARTNERSHIP HOLDINGS PPA INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 59-3075438	INVESTMENT HOLDINGS	FL	GH HOLDINGS INC	C	62,449	2,755,844	100 000 %	Yes	

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

		Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule			
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 or **(iv)** rent from a controlled entity	1a	Yes	
b Gift, grant, or capital contribution to related organization(s)	1b	Yes	
c Gift, grant, or capital contribution from related organization(s)	1c		No
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 Dividends from related organization(s)	1f		No
g Sale of assets to related organization(s)	1g		No
h Purchase of assets from related organization(s)	1h		No
i Exchange of assets with related organization(s)	1i		No
j Lease of facilities, equipment, or other assets to related organization(s)	1j	Yes	
k Lease of facilities, equipment, or other assets from related organization(s)	1k		No
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	Yes	
m Performance of services or membership or fundraising solicitations by related organization(s)	1m		No
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	Yes	
o Sharing of paid employees with related organization(s)	1o	Yes	
p Reimbursement paid to related organization(s) for expenses	1p	Yes	
q Reimbursement paid by related organization(s) for expenses	1q	Yes	
r Other transfer of cash or property to related organization(s)	1r	Yes	
s Other transfer of cash or property from related organization(s)	1s	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 related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
See Additional Data Table			

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	

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference	Explanation
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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) 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	
(1) 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	
(2) 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	
(3) 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	
(4) 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	
(5) 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	
(6) 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	
(7) 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	
(8) 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	
(9) 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	
(10) HB REHABILITATIVE SERVICES INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 45-2622986	HEALTHCARE	FL	501(C)(3)	LINE 3	GENESIS HEALTH INC	Yes	
(11) BROOKS REHABILITATION CLINICAL RESEARCH CENTER INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 45-2094888	RESEARCH	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-s)	(c) Amount Involved	(d) Method of determining amount involved
BROOKS SKILLED NURSING FACILITY A INC	A	45,000	CASH
GENESIS HEALTH DEVELOPMENT INC	A	1,513,016	CASH
PHYSICAL MEDICINE SPECIALISTS INC	A	57,676	CASH
BROOKS SKILLED NURSING INC	D	376,842	INTERCOMPANY REC
BROOKS SKILLED NURSING FACILITY A INC	D	91,123	INTERCOMPANY REC
GENESIS REHABILITATION HOSPITAL INC	E	30,529,815	INTERCOMPANY PAY
THE GENESIS HEALTH FOUNDATION INC	E	4,985,693	INTERCOMPANY PAY
BROOKS HOME CARE ADVANTAGE INC	E	7,184,358	INTERCOMPANY PAY
BROOKS SKILLED NURSING FACILITY HOLDINGS A INC	E	2,160,139	INTERCOMPANY PAY
GENESIS HEALTH DEVELOPMENT INC	L	1,782,192	INTERCO ALLOCATION
GENESIS REHABILITATION HOSPITAL INC	L	8,909,436	INTERCO ALLOCATION
PHYSICAL MEDICINE SPECIALISTS INC	L	300,005	INTERCO ALLOCATION
BROOKS HOME CARE ADVANTAGE INC	L	1,062,048	INTERCO ALLOCATION
BROOKS SKILLED NURSING INC	L	84,996	INTERCO ALLOCATION
BROOKS SKILLED NURSING FACILITY A INC	L	172,400	INTERCO ALLOCATION