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Form 990

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2016

Open to Public Inspection

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

Information about Form 990 and its instructions is at [www.irs.gov/form990](#)

Department of the Treasury
Internal Revenue Service

A For the 2016 calendar year, or tax year beginning 01-01-2016 , and ending 12-31-2016

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Final

☐ Return/terminated

☐ Amended return

☐ Application pending

C Name of organization

GENESIS HEALTH INC

Doing business as

BROOKS HEALTH SYSTEM

Number and street (or P O box if mail is not delivered to street address)

3599 UNIVERSITY BLVD SOUTH

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

JACKSONVILLE, FL 322164252

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 ▶

D Employer identification number

59-2249370

E Telephone number

(904) 345-7600

G Gross receipts \$ 33,360,277

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

Activities & Governance

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 15

4 Number of independent voting members of the governing body (Part VI, line 1b)

4 15

5 Total number of individuals employed in calendar year 2016 (Part V, line 2a)

5 826

6 Total number of volunteers (estimate if necessary)

6 0

7a Total unrelated business revenue from Part VIII, column (C), line 12

7a 54,457

7b Net unrelated business taxable income from Form 990-T, line 34

7b -5,071

Revenue

8 Contributions and grants (Part VIII, line 1h)

8 282,701

9 Program service revenue (Part VIII, line 2g)

9 18,278,277

10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)

10 12,219,180

11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)

11 110,183

12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)

12 30,890,341

13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)

13 3,142,961

14 Benefits paid to or for members (Part IX, column (A), line 4)

14 0

15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)

15 13,225,135

16a Professional fundraising fees (Part IX, column (A), line 11e)

16a 0

16b Total fundraising expenses (Part IX, column (D), line 25) ▶0

17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)

17 11,924,685

18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)

18 28,292,781

19 Revenue less expenses Subtract line 18 from line 12

19 2,597,560

Expenses

13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)

13 3,142,961

14 Benefits paid to or for members (Part IX, column (A), line 4)

14 0

15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)

15 13,225,135

16a Professional fundraising fees (Part IX, column (A), line 11e)

16a 0

16b Total fundraising expenses (Part IX, column (D), line 25) ▶0

17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)

17 11,924,685

18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)

18 28,292,781

19 Revenue less expenses Subtract line 18 from line 12

19 2,597,560

Net Assets or Fund Balances

20 Total assets (Part X, line 16)

20 395,475,041

21 Total liabilities (Part X, line 26)

21 200,622,761

22 Net assets or fund balances Subtract line 21 from line 20

22 194,852,280

Part II Signature Block

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

Sign Here

Signature of officer

DAN CURRAN CFO

Type or print name and title

2017-11-13

Date

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name ▶ DIXON HUGHES GOODMAN LLP

Firm's EIN ▶ 56-0747981

Firm's address ▶ 500 RIDGEFIELD COURT

Phone no (828) 254-2254

ASHEVILLE, NC 28806

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2016)

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 \$ 7,030,232	including grants of \$ 775,955)	(Revenue \$ 23,010,156)
	See Additional Data			

4b	(Code)	(Expenses \$	including grants of \$	(Revenue \$)
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4c	(Code)	(Expenses \$	including grants of \$	(Revenue \$)
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4d	Other program services (Describe in Schedule O)	(Expenses \$	including grants of \$	(Revenue \$)
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4e	Total program service expenses ▶	7,030,232
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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 Yes	
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

Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	Yes	
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		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? <i>If "Yes," complete Schedule J</i>	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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	Yes	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		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?		No
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		No
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		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? <i>If "Yes," complete Schedule L, Part I</i>		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? <i>If "Yes," complete Schedule L, Part II</i>		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? <i>If "Yes," complete Schedule L, Part III</i>		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? <i>If "Yes," complete Schedule L, Part IV</i>		No
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	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? <i>If "Yes," complete Schedule L, Part IV</i>		No
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		No
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		No
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		No
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		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? <i>If "Yes," complete Schedule R, Part I</i>	Yes	
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	Yes	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	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)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	Yes	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		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? <i>If "Yes," complete Schedule R, Part VI</i>		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	Yes	

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck 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	0
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	
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	826
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 FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
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. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8	
9a	Did the sponsoring organization make any taxable distributions under section 4966?	9a	
b	Did the sponsoring 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		
	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		
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?		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?	Yes	
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?		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?		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?		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	Yes	
b	Each committee with authority to act on behalf of the governing body?	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.		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?		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?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	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.	Yes	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	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.	Yes	
13	Did the organization have a written whistleblower policy?	Yes	
14	Did the organization have a written document retention and destruction policy?	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.	Yes	
b	Other officers or key employees of the organization.	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?	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?	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, address, and telephone number of the person who possesses the organization's books and records:
 DANIEL R CURRAN 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 (904) 345-7600

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

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

Form **990** (2016)

[illegible]

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 ▶ 23

Section B. Independent Contractors

(A) Name and business address	(B) Description of services	(C) Compensation
PROFESSIONAL PLACEMENT RESOURCES 333 First Street North Suite 200 JACKSONVILLE, FL 32250	STAFFING SERVICES	956,356
ROGERS TOWERS 1301 RIVERPLACE BLVD 1500 JACKSONVILLE, FL 32207	LEGAL SERVICES	445,262
AMELIA CONSULTING GROUP 1650 MARGARET ST STE 302-380 JACKSONVILLE, FL 32204	CONSULTING SERVICES	431,193
DIXON HUGHES GOODMAN LLP 500 RIDGEFIELD COURT ASHEVILLE, NC 28806	ACCOUNTING SERVICES	256,122
MERCER INVESTMENT CONSULTING 167 PIER POINT DR LAKE LURE, NC 28746	INVESTMENT SERVICES	222,600

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 ► 9	
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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					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	469,357				
	g	Noncash contributions included in lines 1a-1f \$ _____						
	h	Total. Add lines 1a-1f	469,357					
Program Service Revenue			Business Code					
	2a	Management Fees	541610	17,205,370	17,205,370			
	b	Other Operating Revenue	900099	5,804,786	5,804,786			
	c	_____						
	d	_____						
	e	_____						
	f	All other program service revenue						
g	Total. Add lines 2a-2f	23,010,156						
Other Revenue	3		Investment income (including dividends, interest, and other similar amounts)	-874,368		-874,368		
	4		Income from investment of tax-exempt bond proceeds	220,467		220,467		
	5		Royalties					
	6a	(i) Real		(ii) Personal				
		Gross rents						
		316,772						
		b Less rental expenses		59,362				
	c		Rental income or (loss)	257,410				
	d		Net rental income or (loss)	257,410		54,457	202,953	
	7a	(i) Securities		(ii) Other				
		Gross amount from sales of assets other than inventory		10,049,736	168,157			
		b Less cost or other basis and sales expenses		0	0			
		c Gain or (loss)		10,049,736	168,157			
	d		Net gain or (loss)	10,217,893			10,217,893	
	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		33,300,915	23,010,156	54,457	9,766,945	

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 domestic organizations and domestic governments. See Part IV, line 21.	775,955	775,955		
2 Grants and other assistance to domestic individuals. See Part IV, line 22.				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, line 15 and 16.				
4 Benefits paid to or for members.				
5 Compensation of current officers, directors, trustees, and key employees.	3,289,490	1,284,735	2,004,755	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	49,689	49,689		
7 Other salaries and wages.	7,158,924	1,257,688	5,901,236	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	781,616	117,871	663,745	
9 Other employee benefits.	2,081,406	602,458	1,478,948	
10 Payroll taxes.	657,612	204,177	453,435	
11 Fees for services (non-employees):				
a Management.				
b Legal.	245,067	44,705	200,362	
c Accounting.	83,098		83,098	
d Lobbying.				
e Professional fundraising services. See Part IV, line 17.				
f Investment management fees.	999,951		999,951	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	1,972,882	459,389	1,513,493	
12 Advertising and promotion.	442,749	84,818	357,931	
13 Office expenses.	2,419,077	612,717	1,806,360	
14 Information technology.	56,801		56,801	
15 Royalties.				
16 Occupancy.	429,889	329,581	100,308	
17 Travel.	177,976	89,271	88,705	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19 Conferences, conventions, and meetings.	342,538	152,712	189,826	
20 Interest.	3,267,515		3,267,515	
21 Payments to affiliates.				
22 Depreciation, depletion, and amortization.	2,069,413	860,238	1,209,175	
23 Insurance.	89,064		89,064	
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:	283,343	63,565	219,778	
b Medical Supplies:	40,663	40,663		
c				
d				
e All other expenses:				
25 Total functional expenses. Add lines 1 through 24e.	27,714,718	7,030,232	20,684,486	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 SheetCheck if Schedule O contains a response or note to any line in this Part IX ☐

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		1,188,678	1	1,674,835
	2	Savings and temporary cash investments		34,541,256	2	34,161,217
	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		760,520	9	636,730
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D.	10a	81,132,651		
	b	Less: accumulated depreciation	10b	15,744,635		
				65,630,912	10c	65,388,016
	11	Investments—publicly traded securities		257,325,071	11	246,378,271
	12	Investments—other securities. See Part IV, line 11			12	
	13	Investments—program-related. See Part IV, line 11		31,820,571	13	24,639,097
	14	Intangible assets			14	
15	Other assets. See Part IV, line 11		4,208,033	15	5,696,511	
16	Total assets. Add lines 1 through 15 (must equal line 34)		395,475,041	16	378,574,677	
Liabilities	17	Accounts payable and accrued expenses		7,338,376	17	9,035,245
	18	Grants payable		3,288,476	18	2,159,556
	19	Deferred revenue		11,662	19	11,312
	20	Tax-exempt bond liabilities		139,952,201	20	134,184,018
	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.		50,032,046	25	36,045,396
	26	Total liabilities. Add lines 17 through 25		200,622,761	26	181,435,527
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		194,852,280	27	197,139,150
	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		194,852,280	33	197,139,150	
34	Total liabilities and net assets/fund balances		395,475,041	34	378,574,677	

Part XI Reconciliation of Net AssetsCheck 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	33,300,915
2	Total expenses (must equal Part IX, column (A), line 25)	2	27,714,718
3	Revenue less expenses Subtract line 2 from line 1	3	5,586,197
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	194,852,280
5	Net unrealized gains (losses) on investments	5	-1,952,953
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	-1,346,374
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	197,139,150

Part XII Financial Statements and ReportingCheck 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? 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		No
b Were the organization's financial statements audited by an independent accountant? 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	Yes	
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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
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?		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		

Additional Data

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

Form 990 (2016)

Form 990, Part III, Line 4a:

At Brooks Rehabilitation, our mission is to empower people to achieve their highest level of recovery and participation in life through excellence in rehabilitation. We are located in Jacksonville, Florida, and have served the southeast for more than 40 years. As a nonprofit organization, Brooks operates one of the nation's largest inpatient rehabilitation hospitals in the U.S. with 160 beds. PLEASE SEE THE CONTINUATION OF OUR PROGRAM SERVICE ACCOMPLISHMENTS ON SCHEDULE O

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										(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
(A) Name and Title	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)										
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former					
Bruce M Johnson CHAIRMAN	2 00 4 00	X		X					44,400	0	0	
HOWard C Serkin VICE CHAIRMAN	1 00 5 00	X		X					31,200	0	0	
Stanley W Carter BOARD MEMBER	1 00 1 00	X							8,700	0	0	
Ernest N Brodsky BOARD MEMBER	1 00 2 00	X							30,600	0	0	
Thomas Brott MD BOARD MEMBER	1 00 1 00	X							9,600	0	0	
TIMOTHY COST BOARD MEMBER	1 00 1 00	X							13,200	0	0	
David H Busse BOARD MEMBER	2 00 1 00	X							25,500	0	0	
Pamela S Chally PhD RN BOARD MEMBER	1 00 2 00	X							22,800	0	0	
Lee Lomax BOARD MEMBER	1 00 1 00	X							27,600	0	0	
ERIC MANN BOARD MEMBER	1 00 1 00	X							15,300	0	0	

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (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			
Guy T Selander MD BOARD MEMBER (THRU JUNE)	1 00	X						6,000	0	0
LISA PALMER BOARD MEMBER	1 00	X						9,300	0	0
Forrest Travis BOARD MEMBER	1 00	X						21,000	0	0
LYNN PAPPAS BOARD MEMBER	2 00	X						11,100	0	0
GARY W SNEED BOARD MEMBER	1 00	X						22,500	0	0
Douglas M Baer President & CEO	40 00 12 00			X				736,929	0	203,543
Michael Spigel COO	40 00 12 00			X				513,575	0	165,665
James Hardison VP/Controller (THRU FEB)	30 00 10 00			X				160,674	0	16,113
DANIEL R CURRAN CFO	40 00 10 00			X				269,244	0	341
PATRICIA DEBEAR SR VP Clinical Services	20 00 20 00				X			297,401	0	20,770

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors											
(A) Name and Title	(B) Average hours per week (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				
KAREN GALLAGHER VP HR and Learning	39 00 1 00				X			265,816	0	18,667	
ROBERT SHYROCK Director Managed Care	30 00 10 00				X			193,158	0	10,652	
KRIS ROBERTS VP REVENUE CYCLE	20 00 20 00				X			165,488	0	17,225	
KAREN GREEN Director Inf Technology	30 00 10 00				X			169,077	0	17,209	
JOANNE HOERTZ SR VP NURSING	1 00 39 00				X			263,211	0	13,013	
KIRK HALE Dir IT Infrastruture	40 00					X		157,260	0	17,378	
DEBORAH REBER VP CLINICAL SERVICES	40 00					X		160,372	0	8,613	
ROBERT ROWE Dir Clinical Education	40 00					X		153,637	0	17,350	
DEBRA SCHALLOCK DIR MARKETING	40 00					X		138,310	0	9,636	
DENNIS SMYSER DIR INTERNAL AUDIT	40 00					X		124,579	0	12,707	

SCHEDULE A (Form 990 or 990-EZ)	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. ▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990 .	OMB No 1545-0047 2016 Open to Public Inspection
	Department of the Treasury Internal Revenue Service 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 12, 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 (Form 990 or 990-EZ))
- 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 agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land grant college of agriculture. See instructions. Enter the name, city, and state of the college or university _____
- 10 ☐ 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)
- 11 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12 ☒ 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 in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
- a ☐ **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
- b ☒ **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
- c ☐ **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
- d ☐ **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
- e ☐ Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
- f Enter the number of supported organizations 5
- g Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
See Additional Data Table						
Total	5				0	6,536,556

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, 8, or 9 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)2012	(b)2013	(c)2014	(d)2015	(e)2016	(f)Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grant.")						
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)2012	(b)2013	(c)2014	(d)2015	(e)2016	(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 VI.))						
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 section 501(c)(3) organization, check this box and stop here ▶ ☐						
Section C. Computation of Public Support Percentage						
14 Public support percentage for 2016 (line 6, column (f) divided by line 11, column (f))					14	
15 Public support percentage for 2015 Schedule A, Part II, line 14					15	
16a 33 1/3% support test—2016. 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—2015. 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—2016. 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 VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐						
b 10%-facts-and-circumstances test—2015. 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 VI 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 10 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)2012	(b)2013	(c)2014	(d)2015	(e)2016	(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)2012	(b)2013	(c)2014	(d)2015	(e)2016	(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 VI.)						
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 section 501(c)(3) organization, check this box and **stop here** ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2016 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2015 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2016 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2015 Schedule A, Part III, line 17	18	

19a 33 1/3% support tests—2016. 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—2015. 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 Supporting Organizations

(Complete only if you checked a box on line 12 of Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		No
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		No
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		No
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes" and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>		No
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		No
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		No
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		No
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		No
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		No
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		No
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		No
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer line 10b below.</i>		No
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
b A family member of a person described in (a) above?		
c A 35% controlled entity of a person described in (a) or (b) above? <i>If "Yes" to a, b, or c, provide detail in Part VI</i>		
11a		No
11b		No
11c		No

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? <i>If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.</i>		
1		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? <i>If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised or controlled the supporting organization.</i>		
2		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? <i>If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).</i>		
1	Yes	

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
1		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>		
2		
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>		
3		

Section E. Type III Functionally-Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions)			
a ☐ The organization satisfied the Activities Test. Complete line 2 below.			
b ☐ The organization is the parent of each of its supported organizations. Complete line 3 below.			
c ☐ The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).			
2 Activities Test Answer (a) and (b) below.		Yes	No
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i>			
2a			
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>			
2b			
3 Parent of Supported Organizations Answer (a) and (b) below.			
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>Provide details in Part VI.</i>			
3a			
b Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>			
3b			

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1** ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970. **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income

	(A) Prior Year	(B) Current Year (optional)
1 Net short-term capital gain	1	
2 Recoveries of prior-year distributions	2	
3 Other gross income (see instructions)	3	
4 Add lines 1 through 3	4	
5 Depreciation and depletion	5	
6 Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7 Other expenses (see instructions)	7	
8 Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8	

Section B - Minimum Asset Amount

	(A) Prior Year	(B) Current Year (optional)
1 Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year)	1	
a Average monthly value of securities	1a	
b Average monthly cash balances	1b	
c Fair market value of other non-exempt-use assets	1c	
d Total (add lines 1a, 1b, and 1c)	1d	
e Discount claimed for blockage or other factors (explain in detail in Part VI)		
2 Acquisition indebtedness applicable to non-exempt use assets	2	
3 Subtract line 2 from line 1d	3	
4 Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5 Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6 Multiply line 5 by .035	6	
7 Recoveries of prior-year distributions	7	
8 Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount

		Current Year
1 Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2 Enter 85% of line 1	2	
3 Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4 Enter greater of line 2 or line 3	4	
5 Income tax imposed in prior year	5	
6 Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7 ☐ Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions)		

Part V

Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI) See instructions	
7 Total annual distributions. Add lines 1 through 6	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions	
9 Distributable amount for 2016 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2016	(iii) Distributable Amount for 2016
1 Distributable amount for 2016 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2016 (reasonable cause required--see instructions)			
3 Excess distributions carryover, if any, to 2016			
a			
b			
c From 2013.			
d From 2014.			
e From 2015.			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2016 distributable amount			
i Carryover from 2011 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2016 from Section D, line 7 \$			
a Applied to underdistributions of prior years			
b Applied to 2016 distributable amount			
c Remainder Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2016, if any Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions)			
6 Remaining underdistributions for 2016 Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions)			
7 Excess distributions carryover to 2017. Add lines 3j and 4c			
8 Breakdown of line 7			
a			
b Excess from 2013.			
c Excess from 2014.			
d Excess from 2015.			
e Excess from 2016.			

Part VI Supplemental Information.

Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test**990 Schedule A, Supplemental Information**

Return Reference	Explanation
PART IV, SECTION A, LINE 1	ALL OF THE SUPPORTED ORGANIZATIONS ARE PART OF BROOKS HEALTH SYSTEM THIS IS A HISTORIC AND CONTINUING RELATIONSHIP GENESIS HEALTH IS THE SOLE MEMBER OF THE SUPPORTED ORGANIZATIONS WITH THE POWER TO APPOINT BOARD MEMBERS THROUGH THIS POWER, THE ORGANIZATIONS OPERATE AS A UNIFIED HEALTH SYSTEM



Additional Data

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

Form 990, Sch A, Part I, Line 12g - 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 (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(A) GENESIS HEALTH DEVELOPMENT INC (BHD)	592249372	10	Yes		0	550,266
(A) GENESIS HEALTH DEVELOPMENT INC (BHD)	592249372	10	Yes		0	550,266
(A) THE GENESIS HEALTH FOUNDATION INC (BHF)	592249340	7	Yes		0	0
(A) THE GENESIS HEALTH FOUNDATION INC (BHF)	592249340	7	Yes		0	0
(B) GENESIS REHABILITATION HOSPITAL INC (BRH)	593284221	3	Yes		0	5,118,453
(B) GENESIS REHABILITATION HOSPITAL INC (BRH)	593284221	3	Yes		0	5,118,453
(C) BROOKS HOME CARE ADVANTAGE (BHCA)	264561148	10	Yes		0	827,846
(C) BROOKS HOME CARE ADVANTAGE (BHCA)	264561148	10	Yes		0	827,846
(D) BROOKS SKILLED NURSING INC	264561148	10	Yes		0	39,991
(D) BROOKS SKILLED NURSING INC	264561148	10	Yes		0	39,991

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

OMB No 1545-0047

2016

Open to Public Inspection

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

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

Name of the organization GENESIS HEALTH INC	Employer identification number 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 7202 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-
2				
3				
4				
5				
6				

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

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

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-

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 separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(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 on lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity

		(a)		(b)
		Yes	No	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		42,884
j	Total Add lines 1c through 1i			42,884
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, lines 1 and 2 (see instructions), 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.

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93493317060577	
SCHEDULE D (Form 990) Department of the Treasury Internal Revenue Service		Supplemental Financial Statements ► Complete if the organization answered "Yes," on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. ► Attach to Form 990. Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.			OMB No 1545-0047 2016 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" on Form 990, Part IV, line 6.					
		(a) Donor advised funds		(b) Funds and other accounts	
1	Total number at end of year				
2	Aggregate value of contributions to (during year)				
3	Aggregate value of 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" on 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, handling of violations, and enforcing conservation easements during the year ►					
7 Amount of expenses incurred in monitoring, inspecting, handling of violations, 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" on 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) Revenue included on 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 Revenue included on Form 990, Part VIII, line 1				► \$	
b Assets included in Form 990, Part X				► \$	
For Paperwork Reduction Act Notice, see the Instructions for Form 990.					
			Cat No 52283D Schedule D (Form 990) 2016		

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" on 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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?

☐ 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" on 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 on 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

(i) unrelated organizations

(ii) related organizations

b

If "Yes" on 3a(ii), are the related organizations listed as required on Schedule R?

	Yes	No
3a(i)		
3a(ii)		
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' on 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		46,660,646		46,660,646
b Buildings	770,236	13,417,757	3,051,126	11,136,867
c Leasehold improvements		1,507,166	814,430	692,736
d Equipment		13,895,723	10,909,073	2,986,650
e Other		4,881,123	970,006	3,911,117
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				65,388,016

Part VII

Investments—Other Securities. Complete if the organization answered 'Yes' on 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		
(3) Other _____		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12) ▶		

Part VIII

Investments—Program Related. Complete if the organization answered 'Yes' on 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
(1) INVESTMENT IN AFFILIATES	20,000	F
(2) 2015 PROJECT FUND	24,619,097	F
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 13) ▶	24,639,097	

Part IX

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15) ▶	

Part X

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
Due to Affiliates	25,551,929
Bond Swap Valuation	1,482,066
Third Party Settlements	378,217
LINE OF CREDIT	8,479,736
DUE TO FOUNDATION	153,448
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ▶	36,045,396

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' on 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 (losses) 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' on 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
See Additional Data Table	

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

Additional Data

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

Supplemental 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

efile GRAPHIC print - DO NOT PROCESS

As Filed Data -

DLN: 93493317060577

Schedule I
(Form 990)

OMB No 1545-0047

2016

Open to Public Inspection

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," on 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.

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 Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on 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 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							
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 26

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

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on 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
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					

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 CONTRIBUTIONS ALL ORGANIZATIONS ARE 501(C)(3) OR GOVERNMENT ORGANIZATIONS ALL FUNDS ARE APPROVED BY MANAGEMENT PRIOR TO DISTRIBUTION DOCUMENTATION OF ALL GRANTS AND AWARDS ARE MAINTAINED BY MANAGEMENT AGREEMENTS FOR GRANTS/AWARDS ARE TYPICALLY 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 Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC 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
ALZHEIMERS ASSOCIATION 4237 SALISBURY ROAD STE 310 JACKSONVILLE, FL 32216	36-3487166	501(C)(3)	10,300				OPERATIONAL SUPPORT
AMERICAN CANCER SOCIETY 1430 PRUDENTIAL DRIVE JACKSONVILLE, FL 32207	13-1788491	501(C)(3)	18,271				OPERATIONAL SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC 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 7272 GREENVILLE AVE DALLAS, TX 75231	13-5613797	501(C)(3)	71,467				OPERATIONAL SUPPORT
BAPTIST HEALTH FOUNDATION 841 PRUDENTIAL DRIVE STE 1300 JACKSONVILLE, FL 32207	59-2487135	501(C)(3)	90,833				OPERATIONAL SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC 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
BODY & SOUL THE ART OF HEALING INC 9943 MERLIN DRIVE EAST JACKSONVILLE, FL 32257	04-3593897		5,500				OPERATIONAL SUPPORT
COMMUNITY HOSPICE FOUNDATION 4266 SUNBEAM RD JACKSONVILLE, FL 32257	59-3583920	501(C)(3)	8,500				OPERATIONAL SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC 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
DEERWOOD COUNTRY CLUB 10239 GOLF CLUB DRIVE JACKSONVILLE, FL 32256	59-3586713	501(C)(6)	5,000				OPERATIONAL SUPPORT
DREAMS COME TRUE 6803 SOUTHPOINT PARKWAY JACKSONVILLE, FL 32216	59-2967803	501(C)(3)	6,000				OPERATIONAL SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
FLAGLER HEALTHCARE FOUNDATION INC 400 HEALTH PARK BLVD SAINT AUGUSTINE, FL 32086	59-2440537	501(C)(3)	88,333				OPERATIONAL SUPPORT
GATEWAY COMMUNITY SERVICES INC 555 STOCKTON STREET JACKSONVILLE, FL 32204	59-1881828	501(C)(3)	25,000				OPERATIONAL SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC 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
HOPE AT HAND 830-13 AIA NORTH 126 PONTE VEDRA, FL 32082	26-4333301	501(C)(3)	11,000				OPERATIONAL SUPPORT
INDEPENDENT LIVING RESOURCE CENTER (ILRC) 2709 ART MUSEUM DR JACKSONVILLE, FL 32207	59-1842440	501(C)(3)	29,000				OPERATIONAL SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC 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	59-0306160	501(C)(3)	52,000				OPERATIONAL SUPPORT
JACKSONVILLE COMMUNITY COUNCIL INC 100 FESTIVAL PARK AVE JACKSONVILLE, FL 32202	59-1163905	501(C)(3)	10,000				OPERATIONAL SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC 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)	29,500				OPERATIONAL SUPPORT
JACKSONVILLE SYMPHONY ASSOCIATION INC 300 WEST WATER ST STE 300 JACKSONVILLE, FL 32202	59-6002520	501(C)(3)	16,000				OPERATIONAL SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC 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
K9S FOR WARRIORS INC 114 CAMP K9 ROAD PONTE VEDRA, FL 32081	27-5219467	501(C)(3)	5,000				OPERATIONAL SUPPORT
MARCH OF DIMES FOUNDATION 4040 WOODCOCK DRIVE SUITE 147 JACKSONVILLE, FL 32207	13-1846366	501(C)(3)	5,000				OPERATIONAL SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC 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
NATIONAL MULTIPLE SCLEROSIS 4237 SALISBURY RD N 406 JACKSONVILLE, FL 32216	59-6167728	501(C)(3)	7,000				OPERATIONAL SUPPORT
PGA TOUR INC DBA THE PLAYERS CHAMPIONSHIP 100 PGA TOUR BLVD PONTE VEDRA BEACH, FL 32082	52-0999206	501(C)(6)	10,150				OPERATIONAL SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC 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
RONALD MCDONALD HOUSE OF CHARITIES OF JACKSONVILLE INC 824 CHILDRENS WAY JACKSONVILLE, FL 32207	59-2625008	501(C)(3)	155,000				OPERATIONAL SUPPORT
ST JOHN THE DIVINE GREEK ORTHODOX 3850 ATLANTIC BLVD JACKSONVILLE, FL 32207	59-0737885	501(C)(3)	5,000				OPERATIONAL SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC 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
THINK FIRST FOUNDATION 1801 N MILL STREET SUITE F NAPERVILLE, IL 60563	36-3730822	501(C)(3)	11,000				OPERATIONAL SUPPORT
UNITED WAY OF NE FLORIDA 40 EAST ADAMS STREET SUITE 200 JACKSONVILLE, FL 32202	59-0637825	501(C)(3)	12,000				OPERATIONAL SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC 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 NORTH STE 200 E E JACKSONVILLE, FL 32207	59-3431724	501(C)(3)	15,000				OPERATIONAL SUPPORT
WOLFSON CHILDRENS HOSPITAL 841 PRUDENTIAL DRIVE STE 1802 JACKSONVILLE, FL 32207	81-1755188	501(C)(3)	8,500				OPERATIONAL SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC 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
YOUNG STROKE INC 3013 MERCER DRIVE CONWAY, SC 29528	27-0119686	501(C)(3)	15,000				OPERATIONAL SUPPORT
THE GENESIS HEALTH FOUNDATION INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216	59-2249340	501(C)(3)	26,500				OPERATIONAL SUPPORT

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" on Form 990, Part IV, line 23.
▶ Attach to Form 990.

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

OMB No 1545-0047

2015

Open to Public Inspection

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

Questions Regarding Compensation

	Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☐ First-class or charter travel ☐ Travel for companions ☐ Tax idemnification and gross-up payments ☐ Discretionary spending account ☐ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☐ Health or social club dues or initiation fees ☐ 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	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?	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 ☐ Independent compensation consultant ☐ Form 990 of other organizations ☐ Written employment contract ☐ Compensation survey or study ☐ Approval by the board or compensation committee		
4 During the year, did any person listed on 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?		No
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	Yes	
c Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III		No
Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.		
5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of a The organization?		No
b Any related organization? If "Yes," on line 5a or 5b, describe in Part III		No
6 For persons listed on 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?	Yes	
b Any related organization? If "Yes," on line 6a or 6b, describe in Part III		No
7 For persons listed on 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		No
8 Were any amounts reported on Form 990, Part VII, paid or accrued 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		No
9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?		

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 on 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 in column(B) reported as deferred on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table							

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, COO, AND SYSTEM VICE PRESIDENTS. PAYMENTS ARE GROSSED UP TO REIMBURSE THE EMPLOYEE FOR THE TAXES ASSOCIATED WITH THE PAYMENT.
Part I, Line 4b	THE ORGANIZATION PROVIDES 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 ON A PERCENTAGE OF THE INDIVIDUAL'S ANNUAL BASE SALARY AS APPROVED BY 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 - \$ 179,080 (38% OF BASE SALARY) MICHAEL SPIGEL - 140,001 (41% OF BASE SALARY).
Part I, Line 6	THE COMPANY HAS A SUCCESS SHARING PLAN THAT INCLUDES MOST EMPLOYEES. PAYMENT IS CALCULATED AS A PERCENTAGE OF COMPENSATION AND IS TRIGGERED BY MEETING SPECIFIC OPERATIONAL AND FINANCIAL GOALS.

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 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 in column (B) reported as deferred on prior Form 990
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1Douglas M Baer President & CEO	(i)	472,334	174,932	89,663	193,305	10,238	940,472	0
	(ii)	0	0	0	0	0	0	0
1Michael SpigelCOO	(i)	342,152	134,954	36,469	155,901	9,764	679,240	0
	(ii)	0	0	0	0	0	0	0
2James Hardison VP/Controller (THRU FEB)	(i)	23,277	43,578	93,819	8,864	7,249	176,787	0
	(ii)	0	0	0	0	0	0	0
3DANIEL R CURRANCFO	(i)	267,230	0	2,014	0	341	269,585	0
	(ii)	0	0	0	0	0	0	0
4PATRICIA DEBEAR SR VP Clinical Services	(i)	192,405	69,477	35,519	12,188	8,582	318,171	0
	(ii)	0	0	0	0	0	0	0
5KAREN GALLAGHER VP HR and Learning	(i)	175,380	67,931	22,505	10,952	7,715	284,483	0
	(ii)	0	0	0	0	0	0	0
6ROBERT SHYROCK Director Managed Care	(i)	161,039	32,119	0	9,716	936	203,810	0
	(ii)	0	0	0	0	0	0	0
7KRIS ROBERTS VP REVENUE CYCLE	(i)	126,591	36,305	2,592	8,136	9,089	182,713	0
	(ii)	0	0	0	0	0	0	0
8KAREN GREEN Director Inf Technology	(i)	138,113	27,583	3,381	8,668	8,541	186,286	0
	(ii)	0	0	0	0	0	0	0
9JOANNE HOERTZ SR VP NURSING	(i)	184,489	69,438	9,284	5,554	7,459	276,224	0
	(ii)	0	0	0	0	0	0	0
10KIRK HALE Dir IT Infrastruture	(i)	126,166	27,817	3,277	8,276	9,102	174,638	0
	(ii)	0	0	0	0	0	0	0
11DEBORAH REBER VP CLINICAL SERVICES	(i)	132,261	25,564	2,547	7,936	677	168,985	0
	(ii)	0	0	0	0	0	0	0
12ROBERT ROWE Dir Clinical Education	(i)	128,924	22,067	2,646	8,242	9,108	170,987	0
	(ii)	0	0	0	0	0	0	0

Schedule K
(Form 990)

Department of the Treasury
Internal Revenue Service
Name of the organization
GENESIS HEALTH INC

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.
► Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Open to Public Inspection

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
C CITY OF JACKSONVILLE FLORIDA	59-6000344	469400BV6	09-01-2015	55,095,000	CAPITAL IMPROVEMENTS AND REFUND PRIOR ISSUE		X		X		X

Part II

Proceeds

		A		B		C		D	
1	Amount of bonds retired		7,115,000		7,984,991		490,000		
2	Amount of bonds legally defeased								
3	Total proceeds of issue		96,325,279		35,008,064		53,638,954		
4	Gross proceeds in reserve funds		9,391,175						
5	Capitalized interest from proceeds								
6	Proceeds in refunding escrows								
7	Issuance costs from proceeds		900,000		214,687		536,235		
8	Credit enhancement from proceeds								
9	Working capital expenditures from proceeds						495,254		
10	Capital expenditures from proceeds		61,956,607		12,498,868		28,325,535		
11	Other spent proceeds		23,800,000						
12	Other unspent proceeds				22,639,969		24,717,801		
13	Year of substantial completion		2009		2015		2017		
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?	X		X		X			
15	Were the bonds issued as part of an advance refunding issue?		X		X		X		
16	Has the final allocation of proceeds been made?	X			X		X		
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		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		X		
2	Are there any lease arrangements that may result in private business use of bond-financed property?	X			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		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		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 %		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 %		0 %			
7 Does the bond issue meet the private security or payment test? . . .		X		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		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		X		

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X		X		X		
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?	X		X		X			
b Exception to rebate?		X		X		X		
c No rebate due?		X		X		X		
If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?	X			X		X		
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?	X			X		X		
b Name of provider	MERRILL LYNCH							
c Term of hedge	3000 0000000000 %							
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		X		
b Name of provider	MORGAN STANLEY							
c Term of GIC	3000 0000000000 %							
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		X		
7 Has the organization established written procedures to monitor the requirements of section 148?	X		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		X		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

Return Reference	Explanation
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 DISCOUNTS AS FOLLOWS SALE PROCEEDS FACE VALUE \$ 95,000,000 ORIGINAL ISSUE DISCOUNT (2,633,936) CUMULATIVE EARNINGS THROUGH 12/31/14 3,126,521 TOTAL TO PART II, LINE 3 \$ 95,492,585

Return Reference	Explanation
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

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

OMB No 1545-0047

2016

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), section 501(c)(4), and 501(c)(29) 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?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
Total						► \$						

Part III Grants or Assistance Benefiting 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	49,689	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
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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization
GENESIS HEALTH INC

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ 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

2016

Open to Public Inspection

Employer identification number

59-2249370

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section A, line 3	AMELIA CONSULTING, A MANAGEMENT COMPANY, WAS HIRED TO PROVIDE AN INTERIM CFO IN OCTOBER 2016, THE INTERIM CFO BECAME THE PERMANENT CFO OF THE ORGANIZATION

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section B, line 11b	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

990 Schedule O, Supplemental Information

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

990 Schedule O, Supplemental Information

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

990 Schedule O, Supplemental Information

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

990 Schedule O, Supplemental Information

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

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part XI, line 9	NET CHANGE IN SWAP VALUATION -1,346,374 BAMS SALARIES AND EXPENSES

990 Schedule O, Supplemental Information

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

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART III, LINE 4A	OUR SERVICES INCLUDE ONE OF THE REGION'S LARGEST HOME HEALTHCARE AGENCIES, 32 OUTPATIENT REHABILITATION CLINICS, A SKILLED NURSING UNIT DEDICATED TO ORTHOPEDIC REHABILITATION, A CENTER DEDICATED TO INPATIENT REHABILITATION, A REHABILITATION MEDICINE PHYSICIAN PRACTICE, A CAMPUS DESIGNED FOR SENIOR SERVICES WITH SKILLED NURSING, ASSISTED LIVING AND MEMORY CARE, and a skilled nursing facility opened in 2016 adjacent to the campus of the hospital. IN ADDITION, BROOKS OPERATES THE CLINICAL RESEARCH CENTER, WHICH SPECIALIZES IN RESEARCH FOR STROKE, BRAIN INJURY AND SPINAL CORD INJURY TO ADVANCE THE SCIENCE OF REHABILITATION. THE INSTITUTE OF HIGHER LEARNING PROVIDES A COMPREHENSIVE OFFERING OF POST-PROFESSIONAL REHABILITATION EDUCATION, INCLUDING CONTINUING EDUCATION, MULTI-DISCIPLINARY RESIDENCY AND FELLOWSHIP PROGRAMS FOR THE GREATER HEALTHCARE COMMUNITY. IN ADDITION TO PROVIDING COMPREHENSIVE POST-ACUTE CARE TO THE REGION, BROOKS FIRMLY BELIEVES IN THE POWER OF COMMUNITY OUTREACH TO IMPROVE THE HEALTH AND WELL-BEING OF OUR COMMUNITY. WE PROVIDE CHARITY CARE FOR UNINSURED AND THE UNDER INSURED, POST PROFESSIONAL CLINICAL EDUCATION THROUGH ADAPTIVE SPORTS AND WELLNESS PROGRAMMING, VOCATIONAL TRAINING AND SUPPORT FOR BRAIN INJURY SURVIVORS AND OFFER A VARIETY OF SUPPORT GROUPS FOR PATIENTS AND FAMILIES. BROOKS IS COMMITTED TO -RAISING AWARENESS OF PHYSICAL AND DEVELOPMENTAL REHABILITATION AND INJURY PREVENTION, -PROVIDING SUPPORT AND RESOURCES THROUGH FREE EDUCATIONAL OPPORTUNITIES IN THE COMMUNITY, -OFFERING FREE DEVELOPMENTAL SCREENINGS IN JACKSONVILLE and surrounding communities. Brooks Rehabilitation offers the following community programs at little or no cost: Brooks Rehabilitation Community Programs. Brooks Rehabilitation is the recognized leader for providing a system of world-class rehabilitation solutions. Brooks offers a variety of health and wellness programs to promote the physical, social and emotional well-being of individuals with disabilities. There is a shared goal of fostering relationships and a building a sense of community across all of the programs. Brooks believes in giving back so they are offered at little or no cost to participants of all ages. Adaptive Sports & Recreation: Brooks offers the most comprehensive adaptive sports and recreation program in the country, providing fun and fitness for people of all ages living with a physical disability. Program participants can enjoy competitive or recreational team and individual sports, plus a variety of other wellness and fitness activities. Clubhouse: The Clubhouse is a community health program that provides for the long-term recovery needs of individuals who have suffered an acquired brain injury. The day-program bridges the gap between medical rehabilitation, vocational training and community reintegration. It is currently the only Brain Injury Clubhouse in Florida and one of only 24 in the world. Neuro Recovery Centers: The Neuro Recovery Centers offer specialized equipment for

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART III, LINE 4A	customized rehabilitation during formal therapy and after traditional therapy has been completed. This unique gym allows individuals with disabilities to continue ongoing exercise and conditioning to maintain and improve functional movement and abilities. Wellness Brooks offers Wellness programs focused on fitness and wellness education - some in partnership with the local YMCAs of Florida. Participants receive an assessment from a physical therapist and a customized fitness plan to maintain mobility. These programs are supervised by specialized staff that understands the unique challenges of a life-altering disease or injury. Pediatric Recreation The Pediatric Recreation program offers a supportive environment for youth with physical and/or developmental disabilities. The program increases socialization by providing activities that foster a healthy lifestyle and connection to the community. Family support is available for those seeking opportunities for their children outside of traditional therapies. Aphasia Center At Brooks, we are dedicated to helping persons with aphasia achieve the highest level of recovery and participation in life. The aphasia center bridges the gap between medical rehabilitation and community reintegration. We are dedicated to providing comprehensive support to those affected by aphasia due to stroke, traumatic brain injury, brain tumors or other neurological disorders. Brooks School Re-Entry Program Brooks Rehabilitation is the sole provider of School Re-Entry services to children in Northeast Florida who have been hospitalized with disabling injuries or illnesses. As a state-designated treatment facility for brain and spinal cord injury for children, Brooks Rehabilitation receives referrals from acute care facilities in the region to provide these specialized services. This program will care for approximately 125 new young people each year and another 50 or more through follow-up services at no cost to them. BROOKS REHABILITATION FALLS PREVENTION PROGRAM BROOKS HAS DEVELOPED A FALLS PREVENTION PROGRAM THAT PROVIDES EDUCATIONAL 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 RAISE THE AWARENESS OF RISKY BEHAVIORS AND PREVENTATIVE MEASURES. PROGRAM STAFF WORKS WITH INTERDISCIPLINARY TEAMS IN EACH BROOKS SETTING TO CREATE A COMPREHENSIVE, INTERDISCIPLINARY, EVIDENCE-BASED PROGRAM DESIGNED TO KEEP CLIENTS SAFE DURING THEIR STAY WITH BROOKS AND AFTER DISCHARGE TO THE COMMUNITY. THE TEAM PERFORMED ASSESSMENTS OF CURRENT FALL PREVENTION PRACTICES, CONDUCTED INTERVIEWS WITH KEY STAKEHOLDERS AND COMPLETED A FALLS DATA ANALYSIS TO HELP IDENTIFY BEST PRACTICES TO INCLUDE IN PROGRAM. BROOKS REHABILITATION STUDENT NURSE ROTATIONS TO HELP ADDRESS THE CRITICAL NURSING SHORTAGE IN FLORIDA, BROOKS HAS PARTNERED WITH THE UNIVERSITY OF NORTH FLORIDA (UNF), FLORIDA COMMUNITY COLLEGE AT JACKSONVILLE AND A CONSORTIUM OF

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART III, LINE 4A	LOCAL HOSPITALS TO EXPAND THE COMMUNITY'S NURSING EDUCATION PROGRAMS Brooks provides scholarships enabling community nurses to achieve a bachelor's of science degree in nursing More than 200 nurses from UNF, Jacksonville University and Florida Community College at Jacksonville have participated in clinical rehabilitation-focused rotational shifts within Brooks for hands-on training Other Related Services Support Groups Support groups provide a unique opportunity for patients to interact and form personal connections with people facing similar challenges For more information about the programs and the successful outcomes, visit Brookshealth.org

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART III, LINE 4A	GENERAL INFORMATION FOR THE PURPOSE OF THIS REPORT, BROOKS HEALTH SYSTEM (BROOKS) IS COMPR ISED OF THE FOLLOWING NOT-FOR-PROFIT LEGAL ENTITIES - GENESIS HEALTH, INC D/B/A BROOKS H EALTH SYSTEM [59-2249370] - GENESIS REHABILITATION HOSPITAL, INC D/B/A BROOKS REHABILITAT ION HOSPITAL [59-3284221] - GENESIS HEALTH DEVELOPMENT, INC D/B/A BROOKS HEALTH DEVELOPME NT [59-2249372] - THE GENESIS HEALTH FOUNDATION, INC D/B/A BROOKS HEALTH FOUNDATION [59-2 249340] - PHYSICAL MEDICINE SPECIALISTS, INC D/B/A BROOKS REHABILITATION SPECIALISTS [59- 3530305] - BROOKS HOME CARE ADVANTAGE, INC [26-2216181] - BROOKS SKILLED NURSING FACILITY A, INC [27-2153586] BROOKS REHABILITATION HOSPITAL BROOKS REHABILITATION HOSPITAL HAS BE EN A LEADER IN REHABILITATION FOR MORE THAN 45 YEARS IT IS THE ONLY ONE OF ITS KIND IN TH E REGION OUR 160-BED HOSPITAL PROVIDES THE HIGHEST QUALITY REHABILITATION AND MEDICAL CAR E FOR PEOPLE REQUIRING INTENSIVE THERAPY BROOKS PROVIDES A FULL CONTINUUM OF CARE TO SUPP ORT THE COMPREHENSIVE NEEDS OF PATIENTS AND THEIR FAMILIES SERVICES OFFERED AT BROOKS HOS PITAL INCLUDE PHYSICAL MEDICINE REHABILITATION, NURSING, NEURO RECOVERY CENTER, PHYSICAL THERAPY, OCCUPATIONAL THERAPY, SPEECH THERAPY, COGNITIVE REHABILITATION, RECREATION THERAP Y, AQUATIC THERAPY, SUPPORT GROUPS, PEER MENTORING, FAMILY EDUCATION, NUTRITION COUNSELING , COMMUNITY RE-ENTRY PROGRAMS, WHEELCHAIR CLINIC AND CHAPLAIN SERVICES CLINICAL AREAS OF E XPERTISE THE SPINAL CORD INJURY PROGRAM IS ONE OF THE ONLY STATE-DESIGNATED TREATMENT FAC I LITIES FOR SPINAL CORD INJURY IN BOTH CHILDREN AND ADULTS, OFFERING THE MOST INNOVATIVE, SCIENTIFICALLY SUPPORTED TREATMENTS AVAILABLE THE INTENSIVE PROGRAM HELPS SURVIVORS REGA IN FUNCTIONAL INDEPENDENCE AND TRANSITION BACK INTO THE COMMUNITY THE BRAIN INJURY PROGRA M INCLUDES INTENSIVE INPATIENT REHABILITATION, NEUROLOGICAL DAY TREATMENT, SKILLED NURSING , OUTPATIENT THERAPY AND HOME CARE BROOKS ALSO OFFERS AN ARRAY OF COMMUNITY PROGRAMS TO P ROVIDE LONG-TERM SUPPORT FOR THOSE WHO HAVE SUFFERED NEUROLOGICAL INJURIES BROOKS IS A LE ADER IN STROKE REHABILITATION ONE OF THE PRIMARY GOALS OF THE PROGRAM IS TO HELP PATIENTS AND THEIR CAREGIVERS ADAPT AND REGAIN INDEPENDENCE OUR PEDIATRIC PROGRAM HAS THE BEST PE DIATRIC THERAPISTS WHO HAVE SPECIALIZED TRAINING AND THE UNIQUE SKILLS NECESSARY TO ADDRES S DEVELOPMENTAL DISABILITIES AND TRAUMATIC INJURIES FROM INFANCY TO ADULthood HOSPITAL ST AFF OUR STAFF MEMBERS ARE SOME OF THE MOST HIGHLY TRAINED PROFESSIONALS IN THE FIELD OUR COMPREHENSIVE CARE TEAMS INCLUDE PHYSICIANS SPECIALIZING IN REHABILITATION, SPECIALLY TRAI NED NURSES, PHYSICAL THERAPISTS, OCCUPATIONAL THERAPISTS, SPEECH LANGUAGE PATHOLOGISTS, RE CREATIONAL THERAPISTS, SOCIAL WORKERS, DIETICIANS, NEUROPSYCHOLOGISTS, PSYCHOLOGISTS AND C ASE MANAGERS OUR CARE TEAMS UNDERSTAND THAT A SEVERE INJURY OR ILLNESS CAN BE LIFE-ALTERI NG FOR A PATIENT AND THEIR FAMILY, WHICH IS WHY WE STRIVE TO PROVIDE THE MOST ADVANCED THE RAPY ALONG WITH COMPASSION, MO

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FORM 990, PART III, LINE 4A	TIVATION AND HOPE IN ADDITION, THE HOSPITAL OFFERS ADVANCED TECHNOLOGY, STATE-OF-THE-ART EQUIPMENT AND A HIGHLY CREDENTIALLED NURSING STAFF FOR REHABILITATION SPECIALIZATION THIS ALLOWS US TO SUPPORT OUR COMMITMENT TO PROVIDING THE BEST THERAPY AND CARE TO HELP PATIENTS ACHIEVE THEIR HIGHEST QUALITY OF LIFE HOSPITAL PROFILE WITH EXPERTISE TO TREAT THE MOST CATASTROPHIC AND COMPLEX PATIENTS, OUR CASE MIX INDEX PLACES US IN THE 99TH PERCENTILE NATIONALLY AS A RESULT, BROOKS IS BECOMING A DESTINATION HOSPITAL KNOWN FOR EMPOWERING PEOPLE TO ACHIEVE THEIR HIGHEST LEVEL OF RECOVERY AND PARTICIPATION IN LIFE IN THE LAST THREE YEARS, BROOKS HAS EXPANDED THEIR PATIENT POPULATION TO STATES OUTSIDE OF FLORIDA THIS HAS ALLOWED US TO HELP ADMIT PATIENTS FROM MORE THAN 40 STATES, ACCOUNTING FOR 25 PERCENT OF OUR TOTAL VOLUME BROOKS REHABILITATION HOSPITAL HAS MORE THAN 3,000 ANNUAL DISCHARGES AND IS THE BUSIEST FREE-STANDING REHABILITATION HOSPITAL IN THE COUNTRY IN 2016, the hospital achieved Magnet Recognition for nursing, to become one of four freestanding inpatient rehabilitation facilities in the country with this credential BROOKS HOSPITAL IS ACCREDITED BY THE JOINT COMMISSION ON ACCREDITATION OF HEALTHCARE ORGANIZATIONS (JCAHO) AND "CARF," THE REHABILITATION ACCREDITATION COMMISSION THE HOSPITAL IS ALSO ONE OF ONLY TWO STATE DESIGNATED TREATMENT FACILITIES FOR BRAIN AND SPINAL CORD INJURY FOR CHILDREN AND ADULTS HALIFAX HEALTH - BROOKS REHABILITATION CENTER FOR INPATIENT and Outpatient REHABILITATION HALIFAX HEALTH AND BROOKS REHABILITATION PARTNERED TO CREATE A STATE-OF-THE-ART INPATIENT REHABILITATION CENTER WITH HALIFAX HOSPITAL THE CENTER, LOCATED WITHIN THE HOSPITAL, SPECIALIZES IN TREATING STROKE, SPINAL CORD INJURY, BRAIN INJURY AND OTHER COMPLEX ORTHOPEDIC CONDITIONS FOR MORE THAN 600 PATIENTS A YEAR THIS PARTNERSHIP ALLOWS FOR PATIENTS WITH ACUTE REHABILITATION NEEDS TO STAY CLOSE TO HOME DURING THEIR RECOVERY In October 2016, Brooks Rehabilitation and Halifax Health partnered again to provide quality outpatient rehabilitation services to the Daytona, Florida area The partnership consists of three outpatient centers previously operated by Brooks Rehabilitation and two clinics previously operated by Halifax Health Brooks Rehabilitation provides clinical and management services for the five clinics BROOKS REHABILITATION AGING SERVICES BROOKS AGING SERVICES DIVISION IS A DYNAMIC DIVISION WITHIN BROOKS REHABILITATION OUR MISSION IS TO EMPOWER ELDERLY TO ACHIEVE THEIR HIGHEST QUALITY OF LIFE THROUGH EXCEPTIONAL REHABILITATION AND EDUCATION WE SPAN THE SPECTRUM OF SERVICES FOR ELDERLY FROM SKILLED NURSING TO ASSISTED LIVING AND MEMORY CARE OUR BARTRAM CAMPUS OPENED IN 2013 AND OFFERS EACH OF THESE SERVICE LINES BROOKS BARTRAM CROSSING BARTRAM CROSSING IS A STATE-OF-THE-ART 100 BED SKILLED NURSING FACILITY LOCATED IN SOUTHERN DUVAL COUNTY THE FACILITY FEATURES A 4,500 SQUARE FOOT THERAPY GYM, AN OUTDOOR THERAPY COURTYARD, PRIVATE ROOMS

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FORM 990, PART III, LINE 4A	MS AND INTERIOR COURTYARDS TO PROMOTE RECOVERY THE FACILITY IS DIVIDED INTO THREE NEIGHBO RHOODS THAT CREATE A HOMELIKE ENVIRONMENT FOR OUR GUESTS AND RESIDENTS EACH OF THE THREE NEIGHBORHOODS OFFERS AREAS WHERE RESIDENTS CAN DINE TOGETHER, PARTICIPATE IN ACTIVITIES AN D HAVE A DESIGNATED TREATMENT TEAM TRAINED FOR THEIR UNIQUE MEDICAL NEEDS PATIENTS IN NEE D OF SHORT TERM REHABILITATION (DEFINED AS 15-30 DAYS) OCCUPY THE MAJORITY OF ROOMS, WHILE THOSE IN NEED OF LONGER TERM CARE (DEFINED AS PERMANENT RESIDENCY) FORM THEIR OWN "NEIGHB ORHOOD " THE CARE TEAM INCLUDES PHYSICAL THERAPISTS, OCCUPATIONAL THERAPISTS, SPEECH THERA PISTS, NURSING STAFF TRAINED IN REHABILITATION, A REGISTERED DIETITIAN, A TEAM OF CASE MAN AGERS AND A PHYSICIAN TO OVERSEE EACH INDIVIDUAL CARE PLAN "AT BROOKS, OUR STRATEGIC GOAL IS TO OFFER A COORDINATED CONTINUUM OF REHABILITATION SOLUTIONS IN THE MARKETS WE SERVE THE EXPANSION OF SERVICES ON THE BARTRAM CAMPUS FILLS A CRITICAL GAP IN OUR CARE CONTINUUM ENABLING US TO PROVIDE SEAMLESS TRANSITIONS FOR PATIENTS RECOVERING FROM ACUTE ILLNESS AN D INJURY EFFECTIVELY TREATING PATIENTS IN THE RIGHT SETTING FOR THEIR INDIVIDUAL NEEDS WI LL RESULT IN THE BEST POSSIBLE OUTCOMES AT THE LOWEST COST," SAID DOUG BAER, PRESIDENT AND CEO OF BROOKS REHABILITATION IN 2016, BARTRAM CROSSING HAD APPROXIMATELY 33,000 PATIENT DAYS AND 90% OCCUPANCY THE GREEN HOUSE RESIDENCES BY 2025, NEARLY 600,000 PEOPLE IN FLORI DA THAT ARE OVER THE AGE OF 65 ARE PROJECTED TO HAVE ALZHEIMER'S BROOKS RECOGNIZES THE IM PORTANCE OF PROVIDING HIGHLY-SPECIALIZED MEMORY CARE SERVICES WE MODELED THE GREEN HOUSE RESIDENCES AFTER THE GREEN HOUSE PROJECT, A NATIONALLY RECOGNIZED BEST PRACTICE MODEL USIN G THE LATEST EVIDENCE-BASED RESEARCH THIS MODEL IS A DE-INSTITUTIONALIZATION EFFORT DESIG NED TO MIMIC A PRIVATE HOME SETTING A COMMUNAL ENVIRONMENT IS ENCOURAGED BY HAVING A UNIV ERSAL WORKER, AS WELL AS A SMALLER NUMBER OF STAFF TRAINED IN MULTIPLE OPERATIONAL FUNCTIO NS IT ALSO REDUCES ANXIETY, PRESERVES DIGNITY AND ENHANCES QUALITY FOR MEMORY CARE RESIDE NTS IN 2013, BROOKS OPENED THE FIRST GREEN HOUSES IN FLORIDA OPERATED AS ASSISTED LIVING WITH THE EXTENDED CONGREGATE CARE LICENSE, THE GREEN HOUSE RESIDENCES OFFER ELDERS THE CO MFORTS OF HOME AND A MEANINGFUL LIFE, WHILE RESPECTING INDIVIDUAL PREFERENCES AND HONORING CHOICES OUR ELDERS' FAMILIES HAVE PEACE OF MIND KNOWING THAT THEIR LOVED ONES ARE BEING NURTURED AND CARED FOR IN A HOME SETTING

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FORM 990, PART III, LINE 4A	BARTRAM LAKES OUR 61-APARTMENT ASSISTED LIVING FACILITY OFFERS RESIDENTS THE AUTONOMY AND INDEPENDENCE THEY DESIRE WHILE PROVIDING THE 24/7 CARE AND SUPPORT THEY NEED RESIDENTS MOVE INTO BARTRAM LAKES AND DECORATE THEIR APARTMENTS WITH FURNITURE AND ACCESSORIES FROM THEIR PRIOR HOMES EACH RESIDENT HAS AN INDIVIDUAL CARE PLAN THAT ADDRESSES HIS/HER CARE NEEDS OUR LICENSED NURSES AND AIDES CAN ASSIST WITH ACTIVITIES OF DAILY LIVING, MEDICATION MANAGEMENT AND TRANSFERS WITH OUR EXTENDED CONGREGATE CARE LICENSE, WE PROMOTE AN AGE IN PLACE PHILOSOPHY - PROVIDING ASSISTANCE WITH OXYGEN, BRACES AND MORE COMPLICATED MEDICAL NEEDS THE LIFESTYLE AT BARTRAM LAKES PROMOTES WELLNESS AND PARTICIPATION IN LIFE OUR RESIDENTS ENJOY THREE DELICIOUS MEALS EACH DAY IN OUR RESTAURANT STYLE DINING ROOM OUR BUS AND VAN TAKE RESIDENTS SHOPPING, TO APPOINTMENTS, OUT TO EAT AND TO ART AND THEATER VENUES DAYS ARE FULL OF EXERCISE, LIVELY DISCUSSIONS, SOCIAL TIME AND SPIRITUAL SESSIONS IN 2016 BARTRAM LAKES ASSISTED LIVING had approximately 20,000 resident days, with 89% occupancy The Greenhouses had 8,500 days with 97% occupancy University Crossing Skilled Nursing Facility In 2016, Brooks Rehabilitation opened a new 111 bed skilled nursing facility on a campus adjacent to the inpatient hospital Each of its three floors houses a therapy gym, living room, activity space, and dining room The facility also features walking paths, a healing garden, and an outdoor therapy courtyard, providing a peaceful setting for patients and their families BROOKS REHABILITATION SKILLED NURSING UNIT BROOKS HAS PARTNERED WITH ST VINCENT'S Health System TO DEVELOP A UNIQUE 35-BED SKILLED NURSING UNIT TO TREAT JOINT REPLACEMENT AND OTHER ELECTIVE ORTHOPEDIC SURGERIES LOCATED ON THE 5TH FLOOR OF ST VINCENT'S MEDICAL CENTER SOUTHSIDE, THE UNIT PROVIDES AN INTENSIVE REHABILITATION PROGRAM AND 24-HOUR NURSING CARE THAT PROMOTES RECOVERY AND REGAINED INDEPENDENCE THIS IS A ONE-OF-A KIND UNIT THAT ALLOWS INDIVIDUALS TO RECEIVE CARE FROM SPECIALLY TRAINED CLINICIANS AND RETURN HOME IN A QUICK TIME PERIOD Over 800 patients are admitted to this program annually BROOKS REHABILITATION HOME CARE ADVANTAGE, INC IN 2008, BROOKS HEALTH SYSTEM INCORPORATED HOME HEALTH INTO OUR SERVICE OFFERINGS BROOKS HOME CARE ADVANTAGE, INC IS ONE OF THE LARGEST HOME CARE AGENCIES IN NORTHEAST FLORIDA WE PROVIDE A FULL SPECTRUM OF SKILLED NURSING AND REHABILITATION SERVICES FOR PATIENTS DISCHARGED FROM THE HOSPITAL, INCLUDING PHYSICAL THERAPY, SPEECH THERAPY, RESPIRATORY THERAPY AND OCCUPATIONAL THERAPY IN 2015, BROOKS HEALTH SYSTEM ACQUIRED AN ADDITIONAL HOME CARE AGENCY WITH THIS ACQUISITION, WE NOW PROVIDE IN-HOME SERVICES ACROSS 23 COUNTIES SPECIALTY AREAS INCLUDE LYMPHEDEMA, WOUND CARE AND PSYCHIATRIC NURSING OUR HOME CARE SERVICES had over 12,000 admissions in 2016, of which 9,400 were Medicare patients BROOKS REHABILITATION PHYSICAL MEDICINE SPECIALISTS PHYSICAL MEDICINE SPECIALISTS, INC (D

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FORM 990, PART III, LINE 4A	OING BUSINESS AS BROOKS REHABILITATION SPECIALISTS) IS A 501(C)(3) NONPROFIT PHYSICIAN GRO UP IT IS COMPOSED OF CREDENTIALLED SPECIALISTS IN REHABILITATION MEDICINE(PHYSIATRISTS) T HIS GROUP WAS ESTABLISHED TO PROVIDE PHYSICIAN CARE TO PATIENTS WITHIN THE BROOKS SYSTEM THE PHYSICIAN GROUP OFFERS PATIENT CARE AT BROOKS HOSPITAL, OUTPATIENT CENTERS AND OUR SKI LLED NURSING FACILITIES THEY ALSO PROVIDE MEDICAL EDUCATION TO UNIVERSITY OF FLORIDA RESI DENTS, THE MEDICAL COMMUNITY AND THE JACKSONVILLE COMMUNITY AT LARGE BROOKS REHABILITATIO N CLINICAL RESEARCH CENTER THE BROOKS REHABILITATION CLINICAL RESEARCH CENTER (BRCRC) IS C OMMITTED TO ENHANCING RECOVERY AND QUALITY OF LIFE THROUGH RESEARCH THE BRCRC COMBINES TH E EXPERIENCE AND EXPERTISE OF ACADEMIC RESEARCHERS, CLINICAL INVESTIGATORS AND PRACTICING CLINICIANS TO CONDUCT RESEARCH THAT POSITIVELY IMPACTS PATIENTS AND THEIR FAMILIES RESEAR CH AT THE BRCRC EMPHASIZES THE LINK BETWEEN RESEARCH AND PRACTICE THROUGH COLLABORATIONS B ETWEEN THE BROOKS REHABILITATION SYSTEM OF CARE AND ACADEMIC INSTITUTIONS SUCH AS THE UNIV ERSITY OF FLORIDA COLLEGE OF PUBLIC HEALTH AND HEALTH PROFESSIONS AND THE UNIVERSITY OF NO RTH FLORIDA BROOKS COLLEGE OF HEALTH THESE COLLABORATIONS JOIN THE RESEARCH EXPERTISE OF ACADEMIC RESEARCHERS WITH THE CLINICAL EXPERTISE OF HIGHLY SPECIALIZED PRACTICING REHABILI TATION PROFESSIONALS FROM A VARIETY OF DISCIPLINES TO ADDRESS RESEARCH QUESTIONS THAT DIRE CTLY AFFECT CLINICAL PRACTICE AND PATIENT OUTCOMES CLINICAL RESEARCH CENTER STRATEGIC GOA LS 1 CREATE A CONTEMPORARY MODEL FOR COLLABORATION AND INTERDISCIPLINARY RESEARCH BETWEEN ACADEMIC PARTNERS, RESEARCH SPONSORS AND OUR REHABILITATION CENTRIC HEALTHCARE SYSTEM 2 ENGAGE IN INTERDISCIPLINARY RESEARCH ACTIVITIES THAT ARE FOCUSED ON STUDYING, IMPROVING A ND CREATING NEW APPROACHES TO TREATMENT THAT CAN IMPROVE THE OUTCOMES AND QUALITY OF LIFE FOR INDIVIDUALS WHO BENEFIT FROM REHABILITATION SERVICES 3 DEVELOP AN ORGANIZATIONAL STR UCTURE AND CULTURE THAT PROMOTES EVIDENCE-BASED PRACTICE AND THE ADVANCEMENT OF REHABILITA TION SCIENCE BY PROVIDING SUPPORT AND INFRASTRUCTURE TO RESEARCHERS AND MENTORSHIP TO FUTU RE RESEARCHERS 4 PROVIDE GUIDANCE AND SUPPORT TO CLINICIANS WHO WISH TO EXPLORE AND PURS UE RESEARCH RELATED ACTIVITIES 5 CONTRIBUTE TO AN ENVIRONMENT THAT SUPPORTS AND PROMOTES INQUIRY AND CURIOSITY ACTIVE RESEARCH PROJECTS 1 A NOVEL STRATEGY TO IMPROVE GAIT AND I NCREASE FALL RELATED EFFICACY POST STROKE 2 ADULT SPASTICITY INTERNATIONAL REGISTRY ON B OTOX TREATMENT 3 BROOKS ACTIVE RESEARCH REGISTRY 4 CHANGES TO PHYSICAL THERAPY AND FAM ILY MEDICINE RESIDENTS' ATTITUDES AND PERCEPTIONS OF COLLABORATIVE PRACTICE DURING RESIDEN CY TRAINING 5 DEVELOPMENT OF A CLINICAL ASSESSMENT TOOL FOR THE MEASUREMENT OF WALKING A DAPTABILITY POST-STROKE 6 MECHANISMS OF MOTOR CONTROL AND FUNCTION TO PROMOTE REHABILITA TION AND RECOVERY IN INDIVIDUALS WITH LOWER LIMB INJURIES 7 MID-THORACIC SPINE THRUST MA NIPULATION FOR INDIVIDUAL'S ST

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FORM 990, PART III, LINE 4A	ATUS POST CERVICAL FUSION 8 MOTOR CONTROL AND FUNCTIONAL RECOVERY IN INDIVIDUALS WITH NEUROLOGIC IMPAIRMENTS 9 REHABILITATION OF CORTICOSPINAL CONTROL OF WALKING FOLLOWING STROKE -ABCS OF WALKING -BROOKS REHABILITATION INSTITUTE OF HIGHER LEARNING BROOKS INSTITUTE OF HIGHER LEARNING (IHL) PROVIDES A COMPREHENSIVE OFFERING OF POST-PROFESSIONAL REHABILITATION EDUCATION, INCLUDING CONTINUING EDUCATION, MULTI-DISCIPLINARY RESIDENCY AND FELLOWSHIP PROGRAMS FOR THE GREATER HEALTHCARE COMMUNITY -CONTINUING EDUCATION BROOKS IHL PROVIDES MORE THAN 40 POST-PROFESSIONAL CONTINUING 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, SPORTS, CHRONIC PAIN AND GERIATRICS FACULTY CONSISTS OF BOTH NATIONALLY RENOWNED EXPERTS FROM AROUND THE COUNTRY, AS WELL AS NATIONALLY RECOGNIZED CLINICAL EXPERTS CURRENTLY PRACTICING AT BROOKS REHABILITATION IN 2013, BROOKS IHL CREATED A PARTNERSHIP WITH JACKSONVILLE UNIVERSITY TO DEVELOP A ROBUST EDUCATION PROGRAM IN SPEECH LANGUAGE PATHOLOGY THE BROOKS REHABILITATION SPEECH LANGUAGE PATHOLOGY PROGRAM OFFERS A MASTER'S PROGRAM WITH BROOKS THERAPISTS SERVING AS FACULTY THIS UNIQUE PROGRAM ALSO PROVIDES RESEARCH OPPORTUNITIES IN SPEECH REHABILITATION CURRENTLY, SPEECH LANGUAGE PATHOLOGY ONLINE COURSES EXCEED 15 IN TOTAL AND PROVIDE LEARNING OPPORTUNITIES TO SPEECH LANGUAGE PATHOLOGISTS ALL OVER THE WORLD RESIDENCY AND FELLOWSHIP PROGRAMS BROOKS IHL OFFERS A MULTIDISCIPLINARY RESIDENCY IN NEUROLOGY (AVAILABLE TO PHYSICAL THERAPISTS AND OCCUPATIONAL THERAPISTS), FIVE PHYSICAL THERAPY RESIDENCIES IN ORTHOPEDICS, SPORTS, WOMEN'S HEALTH, GERIATRICS AND PEDIATRICS, AS WELL AS A FELLOWSHIP PROGRAM IN ORTHOPEDIC MANUAL PHYSICAL THERAPY THERAPISTS WHO COMPLETE A CLINICAL RESIDENCY PROGRAM AND/OR CLINICAL FELLOWSHIP GENERALLY DEMONSTRATE SUPERIOR CLINICAL SKILLS, ADVANCED KNOWLEDGE IN A SPECIFIC AREA OF CLINICAL PRACTICE AND HAVE THE ABILITY TO ACT AS ADVOCATES AND EDUCATORS AMONG THEIR PEERS AND PATIENTS

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FORM 990, PART III, LINE 4A	PHYSICAL THERAPY EDUCATOR PROGRAM IN APRIL OF 2008, BROOKS ENTERED INTO A PARTNERSHIP WITH THE UNIVERSITY OF NORTH FLORIDA PHYSICAL THERAPY DEPARTMENT TO PROVIDE TWO BROOKS PHYSICAL THERAPISTS AS ASSISTANT PROFESSORS FOR THE PROGRAM. THIS PARTNERSHIP WAS DEVELOPED DUE TO THE EXPERTISE OF BROOKS' PRACTICING CLINICIANS AND TO MEET THE GROWING NEED FOR PHYSICAL THERAPISTS TO BE WELL-TRAINED AND READY FOR CLINICAL CARE UPON GRADUATION. CLINICAL STUDENT INTERNSHIP PROGRAM BROOKS IHL MANAGES ALL ASPECTS FOR PLACING CLINICAL STUDENTS WHO COME FROM NATIONAL UNIVERSITIES WITH BROOKS TO RECEIVE CLINICAL EDUCATION TRAINING. ANNUALLY, THE IHL PLACES APPROXIMATELY 400 STUDENTS INCLUDING, BUT LIMITED TO, OCCUPATIONAL THERAPISTS, OCCUPATIONAL THERAPY ASSISTANTS, PHYSICAL THERAPISTS, PHYSICAL THERAPY ASSISTANTS, SPEECH LANGUAGE PATHOLOGISTS, RECREATIONAL THERAPISTS AND CASE MANAGERS. FORM 990, PART III, LINE 4A. BROOKS HEALTH FOUNDATION THE GENESIS HEALTH FOUNDATION, INC. (DOING BUSINESS AS BROOKS HEALTH FOUNDATION) IS A 501(C)(3) PUBLICLY SUPPORTED CHARITY ESTABLISHED TO SUPPORT THE MISSION OF GENESIS HEALTH, INC. (DOING BUSINESS AS BROOKS HEALTH SYSTEM) OF JACKSONVILLE, FLORIDA. THE FOUNDATION SEEKS TO SUPPORT BROOKS HEALTH SYSTEM IN THE FOLLOWING WAYS: 1. SUPPORT OF THE OPERATION OF BROOKS HEALTH SYSTEM AND ITS OUTPATIENT FACILITIES AND AFFILIATES IN THE CARE AND TREATMENT OF THE SICK, DISABLED AND INJURED. 2. SUPPORT OF THE OPERATION OF BROOKS HEALTH SYSTEM IN THE CHARITY CARE PROVIDED TO THE SICK, DISABLED AND INJURED. 3. SUPPORT OF THE EDUCATION AND TRAINING IN THE CARE AND TREATMENT OF THE SICK, DISABLED AND INJURED. 4. SUPPORT OF EDUCATIONAL, SCIENTIFIC AND MEDICAL RESEARCH, RELATED TO THE CARE AND TREATMENT OF SICK, DISABLED AND INJURED. 5. PROMOTION AND SUPPORT OF COMMUNITY PROGRAMS RELATED TO THE PREVENTION OF INJURIES AND ILLNESSES ADDRESSED THROUGH REHABILITATION AND RELATED MEDICAL SERVICES. THE BROOKS HEALTH FOUNDATION SUPPORTS THE OPERATION OF BROOKS HEALTH SYSTEM'S PROGRAMS AND SERVICES THROUGH FUNDING RECEIVED FROM INDIVIDUAL DONATIONS, GRANTS AND OTHER FUNDRAISING EVENTS AND INITIATIVES. BROOKS REHABILITATION OUTPATIENT CLINICS BROOKS REHABILITATION INCLUDES A NETWORK OF 32 OUTPATIENT CLINICS LOCATED THROUGHOUT JACKSONVILLE, NORTH TAMPA AND ORLANDO. SPECIALIZED CLINICS IN THE BROOKS NETWORK INCLUDE THE MOTION ANALYSIS CENTER, CENTER FOR SPORTS THERAPY, CENTER FOR BACK AND NECK HEALTH, BALANCE CENTER AND NEURO RECOVERY CENTER. BROOKS ALSO SPECIALIZES IN PEDIATRIC REHABILITATION. IN 2015, BROOKS OPENED THE ORANGE PARK FLAGSHIP SITE, A STATE-OF-THE-ART FACILITY. OUR CLINICIANS ARE HIGHLY TRAINED TO PROVIDE EXCEPTIONAL PHYSICAL, OCCUPATIONAL AND SPEECH THERAPIES. CLINICIANS TREAT EVERYTHING FROM MINOR INJURIES TO TRAUMATIC, LIFE-ALTERING INJURIES AND ILLNESSES. BROOKS OUTPATIENT OFFERS WHAT FEW CAN - EXPERIENCE APPLYING THE BEST THERAPY TO ACHIEVE THE MOST COMPLETE RECOVERY POSSIBLE. SERVICES UTILIZE A COMBINATION OF EVIDENCE-BASED PRACTICE AND IN

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FORM 990, PART III, LINE 4A	NOVATIVE TECHNOLOGY TO TREAT THE MOST COMPLEX AND UNIQUE CASES. EXAMPLES INCLUDE SPORTS INJURIES, BACK PAIN, CHRONIC PAIN, BRAIN INJURY, STROKE, SPINAL CORD INJURY, ALS, DEVELOPMENTAL DISABILITY, PEDIATRIC CONDITIONS, CEREBRAL PALSY, DOWN'S SYNDROME, PARKINSON'S, MS, GENETIC DISORDERS, AMONG OTHERS. BROOKS OFFERS A WIDE VARIETY OF THERAPIES AND HIGHLY-CREDENTIALED THERAPISTS - MORE THAN ANY AREA REHABILITATION SYSTEM. OUTPATIENT SERVICES INCLUDE PHYSICAL THERAPY, OCCUPATIONAL THERAPY AND SPEECH LANGUAGE THERAPY. SPECIALTY SERVICES INCLUDE NEUROLOGICAL, GERIATRICS, ORTHOPEDICS, PEDIATRICS, SPORTS, WOMEN'S HEALTH AND VESTIBULAR BALANCE. BROOKS REHABILITATION OUTPATIENT COMMUNITY SERVICES. BROOKS SPORTS OUTREACH TO ENHANCE OUR COMMITMENT TO SPORTS THERAPY, BROOKS HAS BECOME THE OFFICIAL REHABILITATION PROVIDER FOR THE UNIVERSITY OF NORTH FLORIDA'S ATHLETIC PROGRAM. ATHLETES CAN BE TREATED AT OUR CENTER OF SPORTS THERAPY OR OTHER CONVENIENT CLINIC LOCATIONS. BROOKS ALSO OFFERS EDUCATIONAL PROGRAMS TO TEACH ATHLETES ON HOW THEY CAN REDUCE THEIR CHANCES OF INJURY. BROOKS OUTPATIENT TRANSPORTATION IS PROVIDED TO PATIENTS WITH DISABILITIES TO AND FROM OUTPATIENT CENTERS FOR THOSE WHO QUALIFY FOR CHARITY CARE. THIS PROGRAM IS FUNDED BY BROOKS COMMUNITY HEALTH. PATIENT PROVIDERS CAN SCHEDULE TRANSPORTATION FOR PATIENTS WHO NEED TO RECEIVE TREATMENT OR WHO ARE BEING REFERRED TO OTHER SERVICES FIVE DAYS A WEEK. JACKSONVILLE SPORTS MEDICINE, BROOKS, WOLFSON CHILDREN'S HOSPITAL, NEMOURS CHILDREN'S HOSPITAL AND SEVERAL ORTHOPEDIC SURGEONS HAVE PARTNERED TOGETHER TO PROVIDE FUNDING FOR STAFF, SUPPORT SERVICES AND THE FACILITATION OF SPORTS MEDICINE TO SEVERAL HIGH SCHOOLS. THIS PARTNERSHIP SERVES THE DUVAL COUNTY SCHOOL SYSTEM. IN ADDITION, FREE SPORTS PHYSICALS ARE OFFERED TO HUNDREDS OF PUBLIC SCHOOL ATHLETES TO INCREASE INJURY PREVENTION. EDUCATION AND TRAINING ARE ALSO PROVIDED TO SCHOOL COACHES AND EDUCATORS. IN 2016, THE BROOKS REHABILITATION OUTPATIENT NETWORK HAD APPROXIMATELY 292,000 PATIENT VISITS WITH OVER 1 MILLION UNITS OF SERVICE. FOR MORE INFORMATION, VISIT BROOKS OUTPATIENT THERAPY. BROOKS REHABILITATION PARTNERSHIP SUPPORTS BROOKS REHABILITATION SUPPORTS NUMEROUS NON-PROFITS WHOSE WORK IS STRATEGICALLY TIED TO OUR MISSION. WE PARTICIPATE IN THEIR HEALTH-RELATED ACTIVITIES, WALKS AND RUNS. WE CONTRIBUTE TO THEIR EDUCATIONAL EVENTS AND PARTNER TOGETHER FOR NEEDED SERVICES. SOME OF THE COMMUNITY-BASED ORGANIZATIONS WHO HAVE BENEFITTED FROM OUR SUPPORT IN 2016 INCLUDE ALZHEIMER'S ASSOCIATION, AMERICAN CANCER SOCIETY, AMERICAN HEART ASSOCIATION, AMERICAN RED CROSS, ART & ANTIQUES SHOW SPONSORSHIP, ARTHRITIS FOUNDATION, BAPTIST HEALTH, BETHUNE-COOKMAN UNIVERSITY BODY AND SOUL, ART OF HEALING, CAF/CNL COMMUNITY HOSPICE OF NORTHEAST FLORIDA, CO RKS & FORKS CUMMER MUSEUM OF ARTS & GARDENS, DELICIOUS DESTINATIONS, DREAMS COME TRUE, EPIC COMMUNITY SERVICES, FLAGLER HEALTHCARE FOUNDATION, FRIENDS OF ELDERSOURCE, GATEWAY COMMUNITY SERVICES, GATEWAY GIRL SCOUT COU.

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART III, LINE 4A	ncil GOLF TOURNAMENT HOPE AT HAND Hope Therapy Humane Society of St Lucie HUMANITARIAN AW ARDS DINNER Independent Living Resource Center JAX CHAMBER USA Jacksonville Children's Cho rus Jacksonville Community Council JDRF Jacksonville Sports Medicine Jacksonville Symphony Orchestra Junior Achievement of North Florida Juvenile diabetes Research Foundation K-9 f or Warriors Kid's Chance of Florida L'Arche Harbor House March of Dimes Foundation MILITAR Y APPRECIATION LUNCHEON Morocco Shrine Circus Fund NATIONAL MULTIPLE SCLEROSIS ONE JAX Ins titute Reflex Sympathetic Dystrophy Ronald McDonald House Rotary Foundation Samuel C Tayl or Foundation St John the Divine St Paul's ST VINCENT'S STEPPING ON RENEWAL STRIDES AGAI NST BREAST CANCER STUDENT END OF THE YEAR PARTY AND END OF YEAR LUNCHEON SULZBACHER CENTER Think First TRANSFORMATIONS SPONSORSHIP UF Health Jacksonville UNF Foundation United Way of Northeast Florida University of Florida Vision is Priceless Way Free Medical Clinic We Care WOLFSON CHILDREN'S HOSPITAL Young Stroke

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

OMB No 1545-0047

2016

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	519,010	5,479,147	N/A
(2) BROOKS AMERICARE MANAGEMENT SERVICES LLC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 47-7264827	MANAGEMENT SERVICES	FL	0	0	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.

See Additional Data Table

(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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end- of-year assets	(h) Disproportionate allocations?		(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	287,841	5,479,144		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	2,405,016			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			100 000 %	Yes	
(2) GH MANAGEMENT INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 59-2387438	HOLDING COMPANY	FL	GH HOLDINGS INC	C			100 000 %	Yes	
(3) GENESIS MANAGEMENT SERVICES INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 59-2183211	MANAGEMENT SERVICES	FL	GH HOLDINGS INC	C			100 000 %	Yes	
(4) GH MEDICAL SERVICES INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 59-2742895	MEDICAL SERVICES	FL	GH HOLDINGS INC	C			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			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.**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 organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
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 Yes	
d Loans or loan guarantees to or for related organization(s)	1d Yes	
e Loans or loan guarantees by related organization(s)	1e Yes	
f 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

See Additional Data Table

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved

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.

[illegible]

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) 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 59-3284221	HEALTHCARE / REHAB CARE	FL	501(c)(3)	Line 3	GENESIS HEALTH INC	Yes	
(1) 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 59-3530305	HEALTHCARE / PHYSICIANS	FL	501(c)(3)	Line 12a, I	GENESIS REHABILITATION HOSPITAL INC	Yes	
(2) 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 26-2216181	HEALTHCARE / HOME THERAPY	FL	501(c)(3)	Line 10	GENESIS HEALTH INC	Yes	
(3) 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 59-2249372	HEALTHCARE / REHAB THERAPY	FL	501(c)(3)	Line 10	GENESIS HEALTH INC	Yes	
(4) 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 26-4561148	HEALTHCARE / SKILLED NURSING	FL	501(c)(3)	Line 10	GENESIS HEALTH INC	Yes	
(5) 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 27-2153586	HEALTHCARE / SKILLED NURSING	FL	501(c)(3)	Line 3	BROOKS SKILLED NURSING INC	Yes	
(6) 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 45-2623130	HEALTHCARE / SKILLED NURSING	FL	501(c)(3)	Line 3	BROOKS SKILLED NURSING INC	Yes	
(7) 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 59-2249340	SUPPORT / FUNDRAISING	FL	501(c)(3)	Line 7	GENESIS HEALTH INC	Yes	
(8) 1301 RIVERPLACE BLVD 1500 JACKSONVILLE, FL 32207 27-2187557	REAL ESTATE HOLDING	FL	501(c)(3)	Line 12a, I	BROOKS SKILLED NURSING INC	Yes	
(9) 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 45-2623488	REAL ESTATE HOLDING	FL	501(c)(3)	Line 12a, I	BROOKS SKILLED NURSING INC	Yes	
(10) 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 related organization		(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
(1)	BROOKS REHABILITATION CLINICAL RESEARCH	J	70,224	INTERCOMPANY TRANS
(1)	GENESIS REHABILITATION HOSPITAL INC	C	30,529,815	INTERCO CONTRIBUTION
(2)	BROOKS SKILLED NURSING FACILITY HOLDINGS A INC	C	2,175,943	INTERCO CONTRIBUTION
(3)	BROOKS HOME CARE ADVANTAGE INC	C	7,184,358	INTERCO CONTRIBUTION
(4)	GENESIS HEALTH FOUNDATION	C	4,985,693	INTERCO CONTRIBUTION
(5)	BROOKS SKILLED NURSING INC	B	376,842	INTERCO CONTRIBUTION
(6)	GENESIS HEALTH DEVELOPMENT INC	L	1,346,689	INTERCO ALLOCATION
(7)	GENESIS REHABILITATION HOSPITAL INC	L	11,324,508	INTERCO ALLOCATION
(8)	PHYSICAL MEDICINE SPECIALISTS INC	L	379,982	INTERCO ALLOCATION
(9)	BROOKS HOME CARE ADVANTAGE INC	L	2,026,020	INTERCO ALLOCATION
(10)	BROOKS SKILLED NURSING INC	L	97,872	INTERCO ALLOCATION
(11)	BROOKS SKILLED NURSING FACILITY A INC	L	827,734	INTERCO ALLOCATION
(12)	BROOKS REHABILITATION CLINICAL RESEARCH	L	104,000	INTERCO ALLOCATION
(13)	HB REHABILIAION SERVICES INC	L	820,981	INTERCO ALLOCATION
(14)	BROOKS SKILLED NURSING FACILITY A INC	B	91,123	INTERCO CONTRIBUTION
(15)	THE GENESIS HEALTH FOUNDAITON INC	B	26,500	GRANT