efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493313021868

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter social security numbers on this form as it may be made public
▶ Information about Form 990 and its instructions is at *www IRS gov/form990*

OMB No 1545-0047

2017

Open to Public Inspection

A For the 2017 calendar year, or tax year beginning 01-01-2017 , and ending 12-31-2017

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) | Room/suite
3599 UNIVERSITY BLVD SOUTH

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

D Employer identification number
59-2249370

E Telephone number
(904) 345-7600

G Gross receipts $ 49,426,166

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

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

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

H(c) Group exemption number ▶

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

J Website: ▶ WWW BROOKSREHAB ORG

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1982

M State of legal domicile FL

Part I Summary

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

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

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	14
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	14
5	Total number of individuals employed in calendar year 2017 (Part V, line 2a)	**5**	241
6	Total number of volunteers (estimate if necessary)	**6**	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	80,945
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	-17,910

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	469,357	426,212
9	Program service revenue (Part VIII, line 2g)	23,010,156	22,117,787
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	9,563,992	26,529,074
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	257,410	206,638
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	33,300,915	49,279,711
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	775,955	955,118
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	14,018,737	15,995,686
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶0		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	12,920,026	13,953,246
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	27,714,718	30,904,050
19	Revenue less expenses Subtract line 18 from line 12	5,586,197	18,375,661

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	378,574,677	422,572,780
21	Total liabilities (Part X, line 26)	181,435,527	187,235,612
22	Net assets or fund balances Subtract line 21 from line 20	197,139,150	235,337,168

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

****** 2018-11-09
Signature of officer Date

DAN CURRAN CFO
Type or print name and title

Paid Preparer Use Only

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

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

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

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

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

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

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

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

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses $ 12,443,608 including grants of $ 955,118) (Revenue $ 22,117,787)

See Additional Data

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

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

4d Other program services (Describe in Schedule O)

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

4e **Total program service expenses** ▶ 12,443,608

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	Yes	
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		No
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*	11a	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b		No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d	Yes	
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI 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? *If "Yes," complete Schedule H*	**20a**		No
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	**20b**		
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? *If "Yes," complete Schedule I, Parts I and II*	**21**	Yes	
22	Did the organization report more than $5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	**22**		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K If "No," go to line 25a*	**24a**	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		No
25a	**Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	**25a**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? *If "Yes," complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**	Yes	
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**	Yes	
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	**34**	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	**35a**	Yes	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	**35b**	Yes	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V **Statements Regarding Other IRS Filings and Tax Compliance**

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . .	**1a**	152		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	**1b**	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	**1c**		Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	**2a**	241		
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	1a	14		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O				
b	Enter the number of voting members included in line 1a, above, who are independent	1b	14		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2			No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3			No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4			No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5			No
6	Did the organization have members or stockholders?	6			No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a			No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b			No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?	8a		Yes	
b	Each committee with authority to act on behalf of the governing body?	8b		Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9			No

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

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

Section C. Disclosure

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

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

☐ Own website ☑ Another's website ☑ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, 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

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

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

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

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
See Additional Data Table										

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
See Additional Data Table										
1b Sub-Total ▶										
c Total from continuation sheets to Part VII, Section A ▶										
d Total (add lines 1b and 1c) ▶								4,021,015	0	544,940

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 ▶ 19

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
HUEMAN PEOPLE SOLUTIONS LLC 320 FIRST STREET NORTH 101 JACKSONVILLE, FL 32250	RECRUITING	1,039,966
ROGERS TOWERS 1301 RIVERPLACE BLVD 1500 JACKSONVILLE, FL 32207	LEGAL SERVICES	516,644
MORRISONS MANAGEMENT SPECIALISTS 400 NORTHRIDGE ROAD 600 ATLANTA, GA 30350	FOOD SERVICES	427,182
DIXON HUGHES GOODMAN LLP 500 RIDGEFIELD COURT ASHEVILLE, NC 28806	ACCOUNTING SERVICES	213,590
HARMONY HEALTHCARE LLC 2909 WEST BAY TO BAY BLVD 500 TAMPA, FL 33629	REVENUE CYCLE CONSULTANTS	153,611

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 ▶ 11

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	426,212			
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f				
	g Noncash contributions included in lines 1a-1f $ _____					
	h **Total.** Add lines 1a-1f . . . . . ▶		426,212			

Program Service Revenue		Business Code				
	2a MANAGEMENT FEES	541610	17,852,821	17,852,821		
	b OTHER OPERATING REVENUE	900099	4,264,966	4,264,966		
	c					
	d					
	e					
	f All other program service revenue					
	g **Total.** Add lines 2a–2f . . . . ▶		22,117,787			

Other Revenue						
	3 Investment income (including dividends, interest, and other similar amounts) . . . . . ▶		-50,192			-50,192
	4 Income from investment of tax-exempt bond proceeds ▶		168,995			168,995
	5 Royalties . . . . . ▶					
		(i) Real	(ii) Personal			
	6a Gross rents	335,943				
	b Less rental expenses	129,305				
	c Rental income or (loss)	206,638				
	d Net rental income or (loss) . . . . . ▶		206,638		80,945	125,693
		(i) Securities	(ii) Other			
	7a Gross amount from sales of assets other than inventory	26,427,421				
	b Less cost or other basis and sales expenses	0	17,150			
	c Gain or (loss)	26,427,421	-17,150			
	d Net gain or (loss) . . . . . ▶		26,410,271			26,410,271
	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 . . . . . ▶		49,279,711	22,117,787	80,945	26,654,767

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) Fundraisingexpenses
1 Grants and other assistance to domestic organizations and domestic governments See Part IV, line 21	955,118	955,118		
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	3,122,647	1,035,791	2,086,856	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	55,388	55,388		
7 Other salaries and wages	8,609,170	2,060,452	6,548,718	
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions)	789,260	159,352	629,908	
9 Other employee benefits	2,654,525	742,419	1,912,106	
10 Payroll taxes	764,696	254,344	510,352	
11 Fees for services (non-employees)				
a Management				
b Legal	376,629	22,253	354,376	
c Accounting	264,187		264,187	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees	1,265,070		1,265,070	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	1,601,659	609,918	991,741	
12 Advertising and promotion	498,159	67,917	430,242	
13 Office expenses	1,953,151	534,950	1,418,201	
14 Information technology	70,403		70,403	
15 Royalties . .				
16 Occupancy	406,403	291,203	115,200	
17 Travel	281,454	141,621	139,833	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials .				
19 Conferences, conventions, and meetings	243,209	137,171	106,038	
20 Interest	3,163,448	3,163,448		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization . .	2,034,581	851,127	1,183,454	
23 Insurance . . .	273,732		273,732	
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 LOSS ON BOND REFUNDING	1,224,997	1,224,997		
b OTHER EXPENSES	224,617	64,592	160,025	
c MEDICAL SUPPLIES	71,547	71,547		
d				
e All other expenses				
25 **Total functional expenses.** Add lines 1 through 24e	30,904,050	12,443,608	18,460,442	0
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

			(A) Beginning of year		(B) End of year
Assets	1	Cash–non-interest-bearing	1,674,835	1	1,495,783
	2	Savings and temporary cash investments	34,161,217	2	2,095,005
	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	4,559
	9	Prepaid expenses and deferred charges	636,730	9	1,156,082
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D — 10a: 81,033,106			
	b	Less accumulated depreciation — 10b: 17,592,020	65,388,016	10c	63,441,086
	11	Investments—publicly traded securities	246,378,271	11	309,398,154
	12	Investments—other securities See Part IV, line 11		12	
	13	Investments—program-related See Part IV, line 11	24,639,097	13	14,782,228
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11	5,696,511	15	30,199,883
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	378,574,677	16	422,572,780
Liabilities	17	Accounts payable and accrued expenses	9,035,245	17	8,803,343
	18	Grants payable	2,159,556	18	1,492,889
	19	Deferred revenue	11,312	19	37,771
	20	Tax-exempt bond liabilities	134,184,018	20	168,421,873
	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	36,045,396	25	8,479,736
	26	**Total liabilities.** Add lines 17 through 25	181,435,527	26	187,235,612
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	197,139,150	27	235,337,168
	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	197,139,150	33	235,337,168
	34	Total liabilities and net assets/fund balances	378,574,677	34	422,572,780

Part XI Reconcilliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	49,279,711
2	Total expenses (must equal Part IX, column (A), line 25)	2	30,904,050
3	Revenue less expenses Subtract line 2 from line 1	3	18,375,661
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	197,139,150
5	Net unrealized gains (losses) on investments	5	21,890,573
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	-2,068,216
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	235,337,168

Part XII Financial Statements and Reporting

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

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

Additional Data

Software ID:

Software Version:

EIN: 59-2249370

Name: GENESIS HEALTH INC

Form 990 (2017)

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

(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			
BRUCE M JOHNSON CHAIRMAN	2 00 4 00	X		X				46,500	0	0
HOWARD C SERKIN VICE CHAIRMAN	2 00 5 00	X		X				32,100	0	0
STANLEY W CARTER BOARD MEMBER	1 00 1 00	X						11,400	0	0
ERNEST N BRODSKY BOARD MEMBER	1 00 1 00	X						19,500	0	0
THOMAS BROTT MD BOARD MEMBER	1 00 1 00	X						8,100	0	0
TIMOTHY COST BOARD MEMBER	1 00	X						15,300	0	0
DAVID H BUSSE BOARD MEMBER (THRU JUNE)	1 00 1 00	X						15,600	0	0
PAMELA S CHALLY PHD RN BOARD MEMBER	1 00 2 00	X						24,900	0	0
LEE LOMAX BOARD MEMBER	1 00 1 00	X						24,600	0	0
ERIC MANN BOARD MEMBER	1 00 1 00	X						19,200	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			
LISA PALMER BOARD MEMBER	1 00 1 00	X						9,600	0	0
FORREST TRAVIS BOARD MEMBER	1 00 1 00	X						22,800	0	0
LYNN PAPPAS BOARD MEMBER	2 00	X						18,600	0	0
GARY W SNEED BOARD MEMBER	1 00 2 00	X						20,700	0	0
DOUGLAS M BAER CEO	40 00 12 00			X				732,961	0	205,040
MICHAEL SPIGEL PRESIDENT & COO	40 00 12 00			X				538,153	0	165,568
DANIEL R CURRAN CFO	40 00 10 00			X				320,492	0	23,708
PATRICIA DEBEAR SR VP CLINICAL SERVICES	20 00 25 00				X			293,563	0	19,714
JOANNE HOERTZ SR VP NURSING	10 00 30 00				X			264,829	0	13,927
KAREN GALLAGHER VP HUMAN RESOURCES	39 00 1 00				X			261,242	0	14,126

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 GREEN CIO	30 00 10 00				X			164,675	0	19,681
KRIS ROBERTS VP REVENUE CYCLE	20 00 20 00				X			190,287	0	23,061
ROBERT SHYROCK DIRECTOR MANAGED CARE	30 00 10 00				X			196,743	0	954
KIRK HALE DIR INFORMATION TECH	40 00					X		155,078	0	22,122
DEBORAH REBER VP CLINICAL SERVICES	40 00					X		165,520	0	551
ROBERT ROWE DIR CLINICAL EDUCATION	40 00					X		165,117	0	23,021
DEBRA SCHALLOCK DIR MARKETING	40 00					X		155,904	0	12,916
TRAVIS SCHRYER DIR PLANNING	40 00					X		127,551	0	551

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493313021868

SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ **Attach to Form 990 or Form 990-EZ.**

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

OMB No 1545-0047

2017

Open to Public Inspection

Name of the organization
GENESIS HEALTH INC

Employer identification number
59-2249370

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

The organization is not a private foundation because it is (For lines 1 through 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 **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 331/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 331/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

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? Yes	(iv) No	(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
See Additional Data Table						
Total 5					0	11,379,705

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv), 170(b)(1)(A)(vi), and 170 (b)(1)(A)(ix)**

(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) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(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)2013	(b)2014	(c)2015	(d)2016	(e)2017	(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 2017 (line 6, column (f) divided by line 11, column (f)) **14**

15 Public support percentage for 2016 Schedule A, Part II, line 14 **15**

16a **33 1/3% support test—2017.** 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—2016.** 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—2017.** 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—2016.** 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) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(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) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(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 2017 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2016 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2017** (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from **2016** Schedule A, Part III, line 17	18	

19a **33 1/3% support tests—2017.** 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—2016.** 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? *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*	1		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)? *If "Yes," explain in* ***Part VI*** *how the organization determined that the supported organization was described in section 509(a)(1) or (2)*	2		No
3a	Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? *If "Yes," answer (b) and (c) below*	3a		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)? *If "Yes," describe in* ***Part VI*** *when and how the organization made the determination*	3b		
c	Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? *If "Yes," explain in* ***Part VI*** *what controls the organization put in place to ensure such use*	3c		
4a	Was any supported organization not organized in the United States ("foreign supported organization")? *If "Yes" and if you checked 12a or 12b in Part I, answer (b) and (c) below*	4a		No
b	Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? *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*	4b		
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)? *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*	4c		
5a	Did the organization add, substitute, or remove any supported organizations during the tax year? *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)*	5a		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?	5b		
c	**Substitutions only.** Was the substitution the result of an event beyond the organization's control?	5c		
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? *If "Yes," provide detail in* ***Part VI.***	6		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? *If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ)*	7		No
8	Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? *If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ)*	8		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))? *If "Yes," provide detail in* ***Part VI.***	9a		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? *If "Yes," provide detail in* ***Part VI.***	9b		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? *If "Yes," provide detail in* ***Part VI.***	9c		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)? *If "Yes," answer line 10b below*	10a		No
b	Did the organization have any excess business holdings in the tax year? *(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings)*	10b		

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?	11a		No
b	A family member of a person described in (a) above?	11b		No
c	A 35% controlled entity of a person described in (a) or (b) above? *If "Yes" to a, b, or c, provide detail in Part VI*	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? *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*	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? *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*	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)? *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)*	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? *If "No," explain in* ***Part VI*** *how the organization maintained a close and continuous working relationship with the supported organization(s)*	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? *If "Yes," describe in* ***Part VI*** *the role the organization's supported organizations played in this regard*	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)

			Yes	No
2	Activities Test **Answer (a) and (b) below.**			
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? *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*	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? *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*	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? *Provide details in* ***Part VI.***	3a		
b	Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? *If "Yes," describe in* ***Part VI.*** *the role played by the organization in this regard*	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 (explain in Part VI) **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 2017 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-2017**	**(iii) Distributable Amount for 2017**
1 Distributable amount for 2017 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2017 (reasonable cause required-- explain in Part VI) See instructions			
3 Excess distributions carryover, if any, to 2017			
a			
b From 2013.			
c From 2014.			
d From 2015.			
e From 2016.			
f **Total** of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2017 distributable amount			
i Carryover from 2012 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2017 from Section D, line 7 $			
a Applied to underdistributions of prior years			
b Applied to 2017 distributable amount			
c Remainder Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2017, if any Subtract lines 3g and 4a from line 2 If the amount is greater than zero, explain in Part VI See instructions			
6 Remaining underdistributions for 2017 Subtract lines 3h and 4b from line 1 If the amount is greater than zero, explain in Part VI See instructions			
7 **Excess distributions carryover to 2018.** Add lines 3j and 4c			
8 Breakdown of line 7			
a Excess from 2013.			
b Excess from 2014.			
c Excess from 2015.			
d Excess from 2016.			
e Excess from 2017.			

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 AN D CONTINUING RELATIONSHIP GENESIS HEALTH IS THE SOLE MEMBER OF THE SUPPORTED ORGANIZATION S WITH THE POWER TO APPOINT BOARD MEMBERS THROUGH THIS POWER, THE ORGANIZATIONS OPERATE A S 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	960,603
(A) THE GENESIS HEALTH FOUNDATION INC (BHF)	592249340	7	Yes		0	0
(B) GENESIS REHABILITATION HOSPITAL INC (BRH)	593284221	3	Yes		0	8,993,225
(C) BROOKS HOME CARE ADVANTAGE (BHCA)	264561148	10	Yes		0	1,346,984
(D) BROOKS SKILLED NURSING INC	264561148	10	Yes		0	78,893

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493313021868

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

2017

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	**Employer identification number**
GENESIS HEALTH INC	59-2249370

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

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV (see instructions for definition of "political campaign activities")

2 Political campaign activity expenditures (see instructions) ▶ $

3 Volunteer hours for political campaign activities (see instructions)

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

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

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

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

4a Was a correction made? ☐ Yes ☐ No

b If "Yes," describe in Part IV

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

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

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

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

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

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

	(a) Name	**(b)** Address	**(c)** EIN	**(d)** Amount paid from filing organization's funds If none, enter -0-	**(e)** Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-
1					
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		
g Grassroots nontaxable amount (enter 25% of line 1f)		
h Subtract line 1g from line 1a If zero or less, enter -0-		
i Subtract line 1f from line 1c If zero or less, enter -0-		

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

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

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

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(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) Yes	(a) No	(b) Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?		No	
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		No	
c	Media advertisements?		No	
d	Mailings to members, legislators, or the public?		No	
e	Publications, or published or broadcast statements?		No	
f	Grants to other organizations for lobbying purposes?		No	
g	Direct contact with legislators, their staffs, government officials, or a legislative body?		No	
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	
i	Other activities?	Yes		49,607
j	Total Add lines 1c through 1i			49,607
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 PAID BH & ASSOCIATES

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493313021868

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

2017

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	2
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 ▶ 1

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 ▶ $ 0

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 ▶ $ _____

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

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

2a Did the organization include an amount on Form 990, Part X, line 21, 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

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

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" 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		46,074,277		46,074,277
b Buildings	770,236	15,072,030	4,372,295	11,469,971
c Leasehold improvements				
d Equipment		14,496,022	12,009,192	2,486,830
e Other		4,620,541	1,210,533	3,410,008
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c))* ▶				63,441,086

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)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. *(Column (b) must equal Form 990, Part X, col (B) line 13)* ▶		

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) NET BOND ISSUE COSTS	1,813,815
(2) OTHER RECEIVABLES	1,948,664
(3) SELF-INSURANCE RETENTION	2,210,151
(4) DUE FROM AFFILIATE	23,525,535
(5) BOND SWAP VALUATION	701,718
(6)	
(7)	
(8)	
(9)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 15)* ▶	30,199,883

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	
LINE OF CREDIT	8,479,736
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	8,479,736

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 II, LINE 9	THE CONSERVATION EASEMENTS ARE INCLUDED IN LAND HELD FOR DEVELOPMENT ON THE BALANCE SHEET THE EASEMENTS WERE NOT INCLUDED IN THE INCOME STATEMENT

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 IS COMPRI SED OF NOT-FOR-PROFIT CORPORATIONS AS DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVEN UE CODE (IRC) AND IS EXEMPT FROM FEDERAL INCOME TAXES ON RELATED INCOME PURSUANT TO SECTIO N 501(A) OF THE IRC

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493313021868

Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

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

Complete if the organization answered "Yes," 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*.**

OMB No 1545-0047

2017

Open to Public Inspection

Name of the organization
GENESIS HEALTH INC

Employer identification number
59-2249370

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to 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 noncash assistance	(h) Purpose of grant or assistance
(1) See Additional Data							
(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 . . . . . ▶ 24

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

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 noncash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash 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
JACKSONVILLE UNIVERSITY 2800 UNIVERSITY BOULEVARD NORTH JACKSONVILLE, FL 32211	59-0624412	501(C)(3)	500,000				OPERATIONAL SUPPORT
ST VINCENT'S FOUNDATION 1 SHIRCLIFF WAY JACKSONVILLE, FL 32204	59-2219923	501(C)(3)	83,333				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
BAPTIST HEALTH FOUNDATION 841 PRUDENTIAL DR STE 1300 JACKSONVILLE, FL 32207	59-2487135	501(C)(3)	87,334				OPERATIONAL SUPPORT
UNITED WAY OF NE FLORIDA 40 EAST ADAMS STREET SUITE 200 JACKSONVILLE, FL 32202	59-0637825	501(C)(3)	50,000				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
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVE DALLAS, TX 75231	13-5613797	501(C)(3)	35,000				OPERATIONAL SUPPORT
INDEPENDENT LIVING RESOURCE CENTER (ILRC) 2709 ART MUSEUM DR JACKSONVILLE, FL 32207	59-1842440	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
JACKSONVILLE SPORTS MEDICINE 3563 PHILIPS HWY BLDG E STE 502 JACKSONVILLE, FL 32207	59-2997510	501(C)(3)	25,000				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
UF HEALTH JACKSONVILLE PO BOX 743651 ATLANTA, GA 30374	59-2142859	501(C)(3)	16,500				OPERATIONAL SUPPORT
WE CARE 900 UNIVERSITY BLVD NORTH STE 200 E E JACKSONVILLE, FL 32207	59-3431724	501(C)(3)	15,000				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 SYMPHONY ORCHESTRA 300 WEST WATER ST STE 300 JACKSONVILLE, FL 32202	59-6002520	501(C)(3)	12,500				OPERATIONAL SUPPORT
THINKFIRST 1801 N MILL STREET SUITE F NAPERVILLE, IL 60563	36-3730822	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
AMERICAN CANCER SOCIETY 1430 PRUDENTIAL DRIVE JACKSONVILLE, FL 32207	13-1788491	501(C)(3)	8,051				OPERATIONAL SUPPORT
COMMUNITY HOSPICE OF NE FLORIDA 4266 SUNBEAM RD JACKSONVILLE, FL 32257	59-3583920	501(C)(3)	8,000				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
ART WITH A HEART IN HEALTHCARE 841 PRUDENTIAL DRIVE STE 150 JACKSONVILLE, FL 32207	23-1313805	501(C)(3)	6,400				OPERATIONAL SUPPORT
JDRF 26 BROADWAY 15TH FLOOR NEW YORK, NY 10004	23-1907729	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
NATIONAL MULTIPLE SCLEROSIS 4237 SALISBURY RD N 406 JACKSONVILLE, FL 32216	59-6167728	501(C)(3)	6,000				OPERATIONAL SUPPORT
WOLFSON CHILDRENS HOSPITAL 841 PRUDENTIAL DRIVE STE 1802 JACKSONVILLE, FL 32207	81-1755188	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
DREAMS COME TRUE 6803 SOUTHPOINT PARKWAY JACKSONVILLE, FL 32216	59-2967803	501(C)(3)	5,000				OPERATIONAL SUPPORT
ALZHEIMERS ASSOCIATION 4237 SALISBURY ROAD STE 310 JACKSONVILLE, FL 32216	36-3487166	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
FLAGLER HEALTHCARE FOUNDATION INC 400 HEALTH PARK BLVD SAINT AUGUSTINE, FL 32086	59-2440537	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
KID'S CHANCE OF FLORIDA PO BOX 1648 SARASOTA, FL 34230	81-0724553	501(C)(3)	5,000				OPERATIONAL SUPPORT
MEMORIAL HERMANN FOUNDATION 909 FROSTWOOD SUITE 2100 HOUSTON, TX 77024	74-1653640	501(C)(3)	5,000				OPERATIONAL SUPPORT

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493313021868

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

2017

Open to Public Inspection

Name of the organization
GENESIS HEALTH INC

Employer identification number
59-2249370

Part I Questions Regarding Compensation

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

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

For each individual whose compensation must be reported 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)) $180,893 DOUGLAS M BAER $145,184 MICHAEL R SPIGEL
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 CEO	(I)	537,438	174,240	21,283	194,555	10,485	938,001	0
	(II)	0	0	0	0	0	0	0
1MICHAEL SPIGEL PRESIDENT & COO	(I)	392,705	127,051	18,397	155,754	9,814	703,721	0
	(II)	0	0	0	0	0	0	0
2DANIEL R CURRAN CFO	(I)	283,909	25,300	11,283	13,662	10,046	344,200	0
	(II)	0	0	0	0	0	0	0
3PATRICIA DEBEAR SR VP CLINICAL SERVICES	(I)	213,517	62,786	17,260	10,872	8,842	313,277	0
	(II)	0	0	0	0	0	0	0
4JOANNE HOERTZ SR VP NURSING	(I)	189,128	65,473	10,228	6,282	7,645	278,756	0
	(II)	0	0	0	0	0	0	0
5KAREN GALLAGHER VP HUMAN RESOURCES	(I)	185,404	61,289	14,549	6,282	7,844	275,368	0
	(II)	0	0	0	0	0	0	0
6KAREN GREEN CIO	(I)	140,092	23,753	830	10,872	8,809	184,356	0
	(II)	0	0	0	0	0	0	0
7KRIS ROBERTS VP REVENUE CYCLE	(I)	148,962	41,222	103	13,662	9,399	213,348	0
	(II)	0	0	0	0	0	0	0
8ROBERT SHYROCK DIRECTOR MANAGED CARE	(I)	169,040	26,620	1,083	0	954	197,697	0
	(II)	0	0	0	0	0	0	0
9KIRK HALE DIR INFORMATION TECH	(I)	131,577	22,677	824	13,662	8,460	177,200	0
	(II)	0	0	0	0	0	0	0
10DEBORAH REBER VP CLINICAL SERVICES	(I)	138,877	26,452	191	0	551	166,071	0
	(II)	0	0	0	0	0	0	0
11ROBERT ROWE DIR CLINICAL EDUCATION	(I)	128,774	36,056	287	13,662	9,359	188,138	0
	(II)	0	0	0	0	0	0	0
12DEBRA SCHALLOCK DIR MARKETING	(I)	132,797	21,695	1,412	6,282	6,634	168,820	0
	(II)	0	0	0	0	0	0	0

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493313021868

Schedule K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.
▶ Attach to Form 990.
▶ Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2017

Open to Public Inspection

Name of the organization
GENESIS HEALTH INC

Employer identification number
59-2249370

Part I Bond Issues

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
A	JACKSONVILLE ECONOMICS DEVELOPMENT COMMISSION			06-27-2013	35,000,000	CAPITAL IMPROVEMENTS		X		X		X
B	CITY OF JACKSONVILLE FLORIDA	59-6000344	469400BV6	09-01-2015	55,095,000	CAPITAL IMPROVEMENTS AND REFUND PRIOR ISSUE		X		X		X
C	CITY OF JACKSONVILLE FLORIDA	59-6000344	469400DJ1	10-24-2017	78,002,940	REVENUE BONDS - SERIES 2017		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	9,480,214	1,000,000		
2	Amount of bonds legally defeased				
3	Total proceeds of issue	35,008,064	53,780,167	71,230,000	
4	Gross proceeds in reserve funds				
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrows				
7	Issuance costs from proceeds	214,687	536,235	702,572	
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds		495,254		
10	Capital expenditures from proceeds	34,785,313	38,281,108		
11	Other spent proceeds			70,527,428	
12	Other unspent proceeds		14,762,228		
13	Year of substantial completion	2015	2017	2017	

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?	X		X		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 %		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 %		0 %			
6	Total of lines 4 and 5	0 %		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								
c	Term of hedge								
d	Was the hedge superintegrated?								
e	Was the hedge terminated?								

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								
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
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).

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493313021868

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

2017

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? To	From	(e) Original principal amount	(f) Balance due	(g) In default? Yes	No	(h) Approved by board or committee? Yes	No	(i) Written agreement? Yes	No
Total				▶ $								

Part III Grants or Assistance 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	55,388	COMPENSATION AS EMPLOYEE OF ORGANIZATION		No

Part V **Supplemental Information**

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

Return Reference	Explanation

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493313021868

SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

2017

Open to Public Inspection

Name of the organization
GENESIS HEALTH INC

Employer identification number
59-2249370

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 -2,068,216

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	AT BROOKS REHABILITATION, WE'RE DEDICATED TO OFFERING THE MOST ADVANCED THERAPIES FOR ALL OF OUR PATIENTS OUR COMMITMENT TO PROVIDING THE BEST CARE POSSIBLE IS EXEMPLIFIED BY THE DEPTH AND BREADTH OF PROGRAMS AND SERVICES THAT WE OFFER BROOKS REHABILITATION IS A POST ACUTE SYSTEM OF CARE WITH A STATED MISSION OF EMPOWERING PEOPLE TO ACHIEVE THEIR HIGHEST L EVEL OF RECOVERY AND PARTICIPATION IN LIFE THROUGH EXCELLENCE IN REHABILITATION, AND A VIS ION TO BE A RECOGNIZED LEADER IN PROVIDING A SYSTEM OF WORLD-CLASS REHABILITATION SOLUTION S, ADVANCING THE HEALTH AND WELL-BEING OF THE COMMUNITIES IT SERVES BROOKS REHABILITATION MAINTAINS A STRONG REPUTATION FOR CLINICAL EXCELLENCE, FINANCIAL PERFORMANCE, INNOVATION AND COMMUNITY OUTREACH IN THE MARKETS IT SERVES BY FOCUSING ON BECOMING A COMPREHENSIVE P OST-ACUTE HEALTH SYSTEM, BROOKS REHABILITATION IS UNIQUELY POSITIONED TO SUCCEED IN THE CH ALLENGING HEALTHCARE ENVIRONMENT GENERAL INFORMATION FOR THE PURPOSE OF THIS REPORT, BROO KS HEALTH SYSTEM (BROOKS) IS COMPRISED OF THE FOLLOWING NOT-FOR-PROFIT LEGAL ENTITIES - GE NESIS HEALTH, INC D/B/A BROOKS HEALTH SYSTEM [59-2249370] - GENESIS REHABILITATION HOSPIT AL, INC D/B/A BROOKS REHABILITATION HOSPITAL [59-3284221] - GENESIS HEALTH DEVELOPMENT, I NC D/B/A BROOKS HEALTH DEVELOPMENT [59-2249372] - THE GENESIS HEALTH FOUNDATION, INC D/B /A BROOKS HEALTH FOUNDATION [59-2249340] - PHYSICAL MEDICINE SPECIALISTS, INC D/B/A BROOK S REHABILITATION SPECIALISTS [59-3530305] - BROOKS HOME CARE ADVANTAGE, INC [26-2216181] - BROOKS SKILLED NURSING FACILITY A, INC [27-2153586] - BROOKS SKILLED NURSING, INC [26- 4561148] - BROOKS REHABILITATION CLINICAL RESEARCH CENTER [45-2094888] BROOKS REHABILITATI ON HOSPITAL BROOKS REHABILITATION HOSPITAL IS A 160-LICENSED BED INPATIENT REHABILITATION FACILITY WITH APPROXIMATELY 3000 ANNUAL DISCHARGES AND 47,750 INPATIENT DAYS, THE HOSPITA L IS ONE OF THE BUSIEST FREE STANDING REHABILITATION HOSPITALS IN THE COUNTRY BROOKS REHA BILITATION HOSPITAL HAS BEEN A LEADER IN REHABILITATION FORMORE THAN 45 YEARS THE HOSPITA L FOCUSES ON SERVING THE MOST COMPLEX PATIENTS, RANKING IN THE 99TH PERCENTILE NATIONALLY FOR CASE MIX INDEX (PATIENT ACUITY) IT IS THE ONLY ONE OF ITS KIND IN THE REGION, PROVIDI NG THE HIGHEST QUALITY REHABILITATION ANDMEDICAL CARE FOR PEOPLE REQUIRING INTENSIVE THERA PY BY SPECIALIZING IN TRAUMATIC BRAIN INJURY, SPINAL CORD INJURY, STROKE, PEDIATRICS, ORT HOPEDICS AND NEUROLOGICAL DISORDERS, THE HOSPITAL IS A DESTINATION FOR THE REGION FOR TREA TING ACUTE TRAUMATIC OR ACQUIRED ILLNESSES AND INJURIES BROOKS REHABILITATION IS AN EARLY TESTER OF THE CMS VALUE BASED PAYMENT MODEL, BUNDLED PAYMENT FOR CARE IMPROVEMENT THROUG H THIS PROGRAM COSTLY READMISSIONS HAVE BEEN REDUCED, SPECIALIZED TECHNOLOGY AND INTERVENT IONS TO MITIGATE RISK OF POOR OUTCOMES HAVE BEEN DEVELOPED, AND PATIENTS ARE SEEN IN THE M OST APPROPRIATE AND COST EFFECTIVE CARE SETTING BROOKS PROVIDES A FULL CONTINUUM OF CARE TO SUPPORT THE COMPREHENSIVE N

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART III, LINE 4A	EEDS OF PATIENTS AND THEIR FAMILIES SERVICES OFFERED AT BROOKS HOSPITAL INCLUDE PHYSICAL MEDICINE REHABILITATION, NURSING, NEURO RECOVERY CENTER, PHYSICAL THERAPY, OCCUPATIONAL T HERAPY, SPEECH THERAPY, COGNITIVE REHABILITATION, RECREATION THERAPY, AQUATIC THERAPY, SUP PORT GROUPS, PEER MENTORING, FAMILY EDUCATION, NUTRITION COUNSELING, COMMUNITY RE-ENTRY PR OGRAMS, WHEELCHAIR CLINIC AND CHAPLAIN SERVICES CLINICAL AREAS OF EXPERTISE THE SPINAL C ORD INJURY PROGRAM IS ONE OF THE ONLY STATE-DESIGNATED TREATMENT FACILITIES FOR SPINAL COR D INJURIES IN BOTH CHILDREN AND ADULTS, OFFERING THE MOST INNOVATIVE, SCIENTIFICALLY SUPPO RTED TREATMENTS AVAILABLE THE INTENSIVE PROGRAM HELPS SURVIVORS REGAIN FUNCTIONAL INDEPEN DENCE AND TRANSITION BACK INTO THE COMMUNITY THE BRAIN INJURY PROGRAM INCLUDES INTENSIVE INPATIENT REHABILITATION, NEUROLOGICAL DAY TREATMENT, SKILLED NURSING, OUTPATIENT THERAPY AND HOME CARE BROOKS ALSO OFFERS AN ARRAY OF COMMUNITY PROGRAMS TO PROVIDE LONG-TERM SUPP ORT FOR THOSE WHO HAVE SUFFERED NEUROLOGICAL INJURIES BROOKS IS A LEADER IN STROKE REHABI LITATION ONE OF THE PRIMARY GOALS OF THE PROGRAM IS TO HELP PATIENTS AND THEIR CAREGIVERS ADAPT AND REGAIN INDEPENDENCE BROOKS PEDIATRIC PROGRAM HAS THE BEST PEDIATRIC THERAPISTS WHO HAVE SPECIALIZED TRAINING AND THE UNIQUE SKILLS NECESSARY TO ADDRESS DEVELOPMENTAL DI SABILITIES AND TRAUMATIC INJURIES FROM INFANCY TO ADULTHOOD THE ORTHOPEDICS PROGRAMS AT B ROOKS REHABILITATION PROVIDE MORE SPECIALIZED, FOCUSED REHABILITATION THAN ANY OTHER PROVI DER IN THE REGION EACH PATIENT HAS AN INDIVIDUALIZED PLAN OF CARE FOCUSED ON THEIR SPECIF IC GOALS AND NEEDS BROOKS HOSPITAL IS ACCREDITED BY THE JOINT COMMISSION ON ACCREDITATION OF HEALTHCARE ORGANIZATIONS (JCAHO) AND "CARF," THE REHABILITATION ACCREDITATION COMMISSI ON THE HOSPITAL IS ALSO ONE OF ONLY TWO STATE DESIGNATED TREATMENT FACILITIES FOR BRAIN A ND SPINAL CORD INJURY FOR CHILDREN AND ADULTS BROOKS REHABILITATION PARTNERED WITH HALIFA X HOSPITAL TO PROVIDE INTENSIVE REHABILITATION IN THE DAYTONA, FLORIDA AREA THE 40 BED UN IT IS LOCATED AT THE HALIFAX HOSPITAL AND SPECIALIZES IN TREATING STROKE, SPINAL CORD INJU RIES, AND BRAIN INJURIES BROOKS REHABILITATION AT HALIFAX HEALTH, A 40 BED UNIT, IS DAYTO NA'S ONLY LEVEL II TRAUMA CENTER, AND ALSO HOLDS A COMPREHENSIVE STROKE CENTER DESIGNATION THIS FACILITY ALLOWS PATIENTS WITH ACUTE REHABILITATION NEEDS TO STAY CLOSE TO HOME DURI NG THEIR RECOVERY IN 2017, TIS FACILITY DISCHARGED 760 PATIENTS AND PROVIDED 10,800 DAYS OF PATIENT CARE BROOKS SKILLED NURSING BROOKS REHABILITATION IS ALSO A LEADING PROVIDER O F SKILLED NURSING SERVICES THE FOCUS OF BROOKS SKILLED NURSING SERVICES IS TO PROVIDE COM PREHENSIVE REHABILITATION TO IMPROVE THE LONG-TERM QUALITY OF LIFE FOR ITS PATIENTS TOTAL JOINT REHABILITATION BROOKS PARTNERED WITH ST VINCENT'S HEALTHCARE, A FAITH-BASED NOT-FO R-PROFIT HEALTH SYSTEM, TO OPERATE A 35 BED SKILLED NURSING UNIT AT ST VINCENT'S SOUTHSID E THE UNIT PROVIDES CONCENTRA

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART III, LINE 4A	TED REHABILITATION FOR PATIENTS RECOVERING FROM JOINT REPLACEMENT SURGERY, SPINAL FUSION, OR OTHER ORTHOPEDIC RELATED SURGERY IT IS THE ONLY UNIT OF ITS KIND IN THE AREA DEVELOPED TO MEET THE SPECIFIC NEEDS OF THESE PATIENTS AND ACCELERATE THEIR RECOVERY PROCESS THE U NIT TREATS OVER 800 PATIENTS ANNUALLY BARTRAM CROSSING SKILLED NURSING FACILITY BARTRAM C ROSSING IS A 100 BED SKILLED NURSING FACILITY THAT FOCUSES ON SHORT STAY REHABILITATION T HE FACILITY FEATURES A 4,500 SQUARE FOOT GYM, OUTDOOR THERAPY COURTYARD, AND PRIVATE ROOMS IT IS DESIGNED TO PROVIDE A HOMELIKE ENVIRONMENT FOR THE PATIENTS DURING THEIR REHABILIT ATION A DESIGNATED TREATMENT TEAM IS TRAINED FOR THE UNIQUE MEDICAL NEEDS OF THE PATIENTS REQUIRING SHORT TERM REHABILITATION (15-30 DAYS) PATIENTS THAT REQUIRE LONG TERM CARE AR E CARED FOR AS WELL WITH APPROPRIATE PROTOCOLS IN 2017, BARTRAM CROSSING HAD APPROXIMATEL Y 33,000 PATIENT DAYS AND A 90% OCCUPANCY BARTRAM LAKES ASSISTED LIVING FACILITY BARTRAM LAKES IS AN ASSISTED LIVING FACILITY LOCATED ADJACENT TO BARTRAM CROSSING THERE ARE 61 AP ARTMENT UNITS THAT OFFER RESIDENTS AUTONOMY AND INDEPENDENCE WHILE PROVIDING 24/7 CARE AND SUPPORT NURSES AND AIDES ASSIST WITH ACTIVITIES OF DAILY LIVING, MEDICATION MANAGEMENT, OXYGEN, BRACES AND OTHER MEDICAL ASSISTANCE THE LIFESTYLE AT BARTRAM LAKES PROMOTES WELLN ESS AND PARTICIPATION IN LIFE MEALS ARE PROVIDED IN THE DINING ROOM, TRANSPORTATION IS PR OVIDED FOR SHOPPING AND EVENTS ACTIVITIES ARE AVAILABLE TO KEEP THE RESIDENTS ACTIVE AND ENGAGED IN 2017, BARTRAM LAKES HAD APPROXIMATELY 21,500 RESIDENT DAYS THE GREEN HOUSE RE SIDENCES BY 2025, NEARLY 600,000 PEOPLE IN FLORIDA THAT ARE OVER THE AGE OF 65 ARE PROJECT ED TO HAVE ALZHEIMER'S BROOKS RECOGNIZES THE IMPORTANCE OF PROVIDING HIGHLY-SPECIALIZED M EMORY CARE SERVICES WE MODELED THE GREEN HOUSE RESIDENCES AFTER THE GREEN HOUSE PROJECT, A NATIONALLY RECOGNIZED BEST PRACTICE MODEL USING THE LATEST EVIDENCE-BASED RESEARCH THIS MODEL IS A DE-INSTITUTIONALIZATION EFFORT DESIGNED TO MIMIC A PRIVATE HOME SETTING A COM MUNAL ENVIRONMENT IS ENCOURAGED BY HAVING A UNIVERSAL WORKER, AS WELL AS A SMALLER NUMBER OF STAFF TRAINED IN MULTIPLE OPERATIONAL FUNCTIONS IT ALSO REDUCES ANXIETY, PRESERVES DIG NITY AND ENHANCES QUALITY FOR MEMORY CARE RESIDENTS IN 2017, THE GREENHOUSES HAD 8,200 PA TIENT DAYS WITH 90% OCCUPANCY

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART III, LINE 4A	UNIVERSITY CROSSING SKILLED NURSING FACILITY IN 2016, BROOKS REHABILITATION OPENED A NEW 1 11 BED SKILLED NURSING FACILITY ON A CAMPUS ADJACENT TO THE INPATIENT HOSPITAL EACH OF IT S THREE FLOORS HOUSES A THERAPY GYM, LIVING ROOM, ACTIVITY SPACE, AND DINING ROOM THE FAC ILITY ALSO FEATURES WALKING PATHS, A HEALING GARDEN, AND AN OUTDOOR THERAPY COURTYARD, PRO VIDING A PEACEFUL SETTING FOR PATIENTS AND THEIR FAMILIES IN 2017 UNIVERSITY CROSSINGS H AD APPROXIMATELY 25,000 PATIENT DAYS AND AN OCCUPANCY OF 61% BROOKS HOME CARE ADVANTAGE B ROOKS REHABILITATION SERVICES ALSO INCLUDE A HOME HEALTH SERVICES BROOKS HOME CARE ADVANT AGE IS ONE OF THE LARGEST HOME CARE AGENCIES IN NORTHEAST FLORIDA, PROVIDING HOME CARE TO PATIENTS ACROSS 23 COUNTIES BROOKS PROVIDES A FULL SPECTRUM OF SKILLED NURSING AND REHABI LITATION OPTIONS WITH CONTINUED HEALTH CARE NEEDS IN THE HOME SERVICES INCLUDE SKILLED NU RSING CARE, PHYSICAL THERAPY, SPEECH THERAPY, RESPIRATORY THERAPY, OCCUPATIONAL THERAPY, I NFUSION THERAPY, AND WOUND CARE THESE SERVICES PROMOTE, MAINTAIN, OR RESTORE HEALTH, OR M INIMIZE THE EFFECTS OF ILLNESS AND DISABILITY, AND WITH THE ADDITION OF PERSONAL CARE HOME SERVICES, ARE DESIGNED TO PROVIDE A CONTINUUM OF HEALTH CARE SERVICES AS THE PATIENT TRAN SITIONS FROM POST- ACUTE AND INPATIENT SKILLED NURSING TO THE HOME HOME HEALTH PROVIDES M EDICALLY NECESSARY SKILLED CARE IN THE HOME, INTENDED FOR INDIVIDUALS WHO CANNOT EASILY LE AVE THEIR HOME TO RECEIVE NEEDED CARE IN 2017, BROOKS PROVIDED 166,500 HOME VISITS BROOK S REHABILITATION PHYSICAL MEDICINE SPECIALISTS PHYSICAL MEDICINE SPECIALISTS, INC (DOING BUSINESS AS BROOKS REHABILITATION SPECIALISTS) IS A 501(C)(3) NONPROFIT PHYSICIAN GROUP I T IS COMPOSED OF 11 CREDENTIALED SPECIALISTS IN REHABILITATION MEDICINE (PHYSIATRISTS) TH E STAFF IS AMONGST THE MOST HIGHLY TRAINED IN THE PRACTICE OF REHABILITATION MEDICINE THI S GROUP WAS ESTABLISHED TO PROVIDE PHYSICIAN CARE TO PATIENTS WITHIN THE BROOKS SYSTEM BR OOKS IS HOME TO A CLINICAL STAFF THAT IS AMONGST THE MOST HIGHLY TRAINED IN THE FIELD OF R EHABILITATION BY LINKING THE BEST MINDS IN REHABILITATION AND ENABLING STAFF WITH THE LAT EST TECHNOLOGY, OUR CLINICAL EXPERTS PROVIDE THE MOST EFFECTIVE APPROACH TO HELP OUR PATIE NTS, RESIDENTS, AND GUESTS ACHIEVE THE HIGHEST QUALITY OF LIFE POSSIBLE THE PHYSICIAN GRO UP OFFERS PATIENT CARE AT BROOKS HOSPITAL, OUTPATIENT CENTERS AND OUR SKILLED NURSING FACI LITIES THEY ALSO PROVIDE MEDICAL EDUCATION TO UNIVERSITY OF FLORIDA RESIDENTS, THE MEDICA L COMMUNITY AND THE JACKSONVILLE COMMUNITY AT LARGE BROOKS REHABILITATION OUTPATIENT CENT ERS BROOKS REHABILITATION INCLUDES A NETWORK OF OUTPATIENT CLINICS LOCATED THROUGHOUT JACK SONVILLE, NORTH TAMPA AND ORLANDO FLORIDA BROOKS CLINICIANS ARE HIGHLY TRAINED TO PROVIDE EXCEPTIONAL PHYSICAL, OCCUPATIONAL, AND SPEECH THERAPIES THE COMBINATION OF EVIDENCED-BA SED PRACTICE AND INNOVATIVE TECHNOLOGY ALLOWS BROOKS TO TREAT THE MOST COMPLEX AND UNIQUE CASES THE CLINICS INCLUDE A V

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART III, LINE 4A	ARIETY OF HIGHLY SPECIALIZED CLINICS, SUCH AS A MOTION ANALYSIS CENTER, CENTER FOR SPORTS THERAPY, PEDIATRIC CENTERS, NEURO RECOVERY CENTER, CENTER FOR LOW VISION, AND BALANCE CENT ER EXAMPLES OF CARE PROVIDED INCLUDE SPORTS INJURIES, BACK PAIN, STROKE, SPINAL CORD INJ URIES, PARKINSON'S, MS, ALS, AUTISM, CEREBRAL PALSY IN OCTOBER 2016, BROOKS REHABILITATIO N PARTNERED WITH HALIFAX HEALTH TO PROVIDE QUALITY OUTPATIENT REHABILITATION SERVICES TO T HE DAYTONA, FLORIDA AREA THE PARTNERSHIP CONSISTS OF FIVE CLINICS BROOKS PROVIDES CLINIC AL AND MANAGEMENT SERVICES FOR THESE CLINICS BROOKS IS THE OFFICIAL REHABILITATION PROVID ER FOR THE UNIVERSITY OF NORTH FLORIDA'S ATHLETIC PROGRAM ATHLETES CAN BE TREATED AT THE CENTER FOR SPORTS THERAPY, OR AT ANOTHER OF THE CONVENIENT LOCATIONS BROOKS ALSO OFFERS E DUCATIONAL PROGRAMS TO TEACH ATHLETES HOW TO REDUCE THEIR CHANCES OF INJURY TRANSPORTATIO N IS PROVIDED TO PATIENTS WITH DISABILITIES TO AND FROM OUTPATIENT CENTERS FOR THOSE WHO Q UALIFY FOR CHARITY CARE THIS SERVICE IS FUNDED BY BROOKS COMMUNITY HEALTH, AND IS AVAILAB LE FIVE DAYS A WEEK IN 2017, THERE WERE 330,000 PATIENT VISITS AT THE CLINIC LOCATIONS B ROOKS REHABILITATION CLINICAL RESEARCH CENTER BROOKS REHABILITATION HAS PARTNERED WITH VAR IOUS ACADEMIC INSTITUTIONS TO ADVANCE THE FUTURE OF REHABILITATION AND ENHANCE THE QUALITY OF LIFE CLINICAL RESEARCH TRIALS ON INNOVATIVE AND ADVANCED TREATMENTS AND TECHNOLOGIES ARE CONDUCTED TO IMPROVE PATIENTS' QUALITY OF LIFE AND MAXIMIZE THEIR PHYSICAL FUNCTION A REAS OF FOCUS INCLUDE STROKE, TRAUMATIC BRAIN INJURY, SPINAL CORD INJURY, ORTHOPEDICS, PA RKINSON'S DISEASE, CHRONIC PAIN, MUSCULOSKELETAL CONDITIONS AND AGING RESEARCH AT THE BRC RC EMPHASIZES THE LINK BETWEEN RESEARCH AND PRACTICE THROUGH COLLABORATIONS BETWEEN BROOKS REHABILITATION SYSTEM OF CARE AND ACADEMIC INSTITUTIONS SUCH AS THE UNIVERSITY OF FLORIDA COLLEGE OF PUBLIC HEALTH AND THE UNIVERSITY OF NORTH FLORIDA BROOKS COLLEGE OF HEALTH TH ESE COLLABORATIONS JOIN THE RESEARCH EXPERTISE OF ACADEMIC RESEARCHERS WITH THE CLINICAL E XPERTISE OF HIGHLY SPECIALIZED PRACTICING REHABILITATION PROFESSIONALS FROM A VARIETY OF D ISCIPLINES BRCRC GOALS INCLUDE - COLLABORATION AND INTERDISCIPLINARY RESEARCH WITH ACADEM IC PARTNERS AND SPONSORS - CREATING AND IMPROVING APPROACHES TO TREATMENT THAT IMPROVE OUT COMES - EVIDENCED-BASED PRACTICES AND ADVANCEMENT OF REHABILITATION SCIENCE - SUPPORT FOR CLINICIANS WHO WISH TO PURSUE RESEARCH BROOKS INSTITUTE OF HIGHER LEARNING THE BROOKS INST ITUTE PROVIDES WORLD-CLASS EDUCATIONAL OPPORTUNITIES TO THE LOCAL AND REGIONAL HEALTHCARE COMMUNITY THE INSTITUTE OFFERS CONTINUING EDUCATION COURSES, CLINICAL STUDENT INTERNSHIPS , AND ACCREDITED POST-GRADUATE RESIDENCY AND FELLOWSHIP PROGRAMS FOR THERAPISTS COURSE AR EAS INCLUDE ORTHOPEDICS, NEUROLOGY, WOMEN'S HEALTH, PEDIATRICS, SPORTS, CHRONIC PAIN AND G ERIATRICS FACULTY INCLUDES BOTH NATIONALLY RENOWNED EXPERTS AS WELL AS RECOGNIZED CLINICA L EXPERTS CURRENTLY PRACTICING

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART III, LINE 4A	AT BROOKS REHABILITATION BROOKS HEALTH FOUNDATION THE FOUNDATION IS A 501 (C) (3) PUBLIC ALLY SUPPORTED CHARITY ESTABLISHED TO SUPPORT THE OPERATIONS OF BROOKS HEALTH SYSTEM'S PRO GRAMS AND SERVICES THE FOUNDATION RECEIVES FUNDING PRIMARILY THROUGH INDIVIDUAL DONATIONS AND FUND RAISING EVENTS HEALTHCARE COMMUNITY IN ADDITION TO A FULL CONTINUUM OF POST-ACU TE SERVICES, BROOKS REHABILITATION IS DEEPLY DEDICATED TO PROVIDING ONGOING PROGRAMS AND R ESOURCES FOR PEOPLE LIVING WITH DISABILITIES AS THE MOST COMPREHENSIVE REHABILITATION SER VICES PROVIDER IN THE REGION, BROOKS HAS TAKEN A LEADERSHIP ROLE IN REINVENTING WAYS TO FU RTHER THE CARE OF PEOPLE NEEDING PHYSICAL REHABILITATION AND PREVENTING DISABILITIES WHENE VER POSSIBLE BROOKS RECOGNIZES THE NEED TO PROVIDE SERVICES AND OPPORTUNITIES FOR PATIENT S AFTER DISCHARGE AND FOR THE REHABILITATION COMMUNITY AT LARGE BROOKS HAS DEVELOPED NUME ROUS PROGRAMS AND ACTIVITIES CONSISTENT WITH ITS MISSION AND FUNDED ALMOST COMPLETELY BY B ROOKS COMMUNITY BENEFIT COSTS, NET OF REIMBURSEMENT, APPROXIMATED $5 5 MILLION IN 2017 B ROOKS IS COMMITTED TO -RAISING AWARENESS OF PHYSICAL AND DEVELOPMENTAL REHABILITATION AND INJURY PREVENTION, -PROVIDING SUPPORT AND RESOURCES THROUGH FREE EDUCATIONAL OPPORTUNITIE S IN THE COMMUNITY, -OFFERING FREE DEVELOPMENTAL SCREENINGS IN JACKSONVILLE AND SURROUNDIN G 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 VAR IETY OF HEALTH AND WELLNESS PROGRAMS TO PROMOTE THE PHYSICAL, SOCIAL AND EMOTIONAL WELL-BE ING OF INDIVIDUALS WITH DISABILITIES THERE IS A SHARED GOAL OF FOSTERING RELATIONSHIPS AN D A BUILDING A SENSE OF COMMUNITY ACROSS ALL OF THE PROGRAMS BROOKS HOPES TO IMPROVE THE PHYSICAL AND SOCIAL-EMOTIONAL WELL-BEING OF INDIVIDUALS BROOKS BELIEVES IN GIVING BACK, S O COMMUNITY PROGRAMS ARE OFFERED AT LITTLE OR NO COST ADAPTIVE SPORTS & RECREATION A SIGN IFICANT OUTREACH EFFORT IS BROOKS ADAPTIVE SPORTS AND RECREATION, WHICH OFFERS COMPETITIVE AND RECREATIONAL SPORTS AND ACTIVITIES AT NO CHARGE TO PARTICIPANTS ACTIVITIES INCLUDE A DAPTIVE ROWING, QUAD RUGBY, WHEELCHAIR BASKETBALL, WHEELCHAIR TENNIS, POWER SOCCER, WATER SKIING, AND OTHERS THOSE LIVING WITH DISABILITIES REBUILD THEIR STRENGTH AND SENSE OF IND EPENDENCE WHILE THEY INCREASE BODY AWARENESS, BUILD SELF-CONFIDENCE, LEARN NEW LIFE SKILLS , AND EVEN MAKE NEW FRIENDS CHILDREN AND ADULTS PARTICIPATE AT BOTH RECREATIONAL AND COMP ETITIVE LEVELS BROOKS SPONSORS ADAPTIVE SPORTING EVENTS AND COMPETITIONS, AS WELL AS INST RUCTIONAL CLINICS LED BY ATHLETES HOLDING NATIONAL AND WORLD TITLES, GIVING PARTICIPANTS T HE CHANCE TO LEARN FROM EXPERTS INDIVIDUALS OF ALL AGES AND ABILITIES ARE WELCOME

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART III, LINE 4A	CLUBHOUSE EACH YEAR IN JACKSONVILLE, OVER 3,000 PEOPLE SUFFER TRAUMATIC OR NON-TRAUMATIC B RAIN INJURY REQUIRING HOSPITALIZATION ONCE THE MEDICAL REHABILITATION PROCESS HAS ENDED, MANY BRAIN INJURY SURVIVORS FIND THEMSELVES NEEDING SUPPORT TO RETURN TO EMPLOYMENT AND A PRODUCTIVE LIFE THE CLUBHOUSE IS A COMMUNITY HEALTH PROGRAM THAT PROVIDES FOR THE LONG-TE RM RECOVERY NEEDS OF INDIVIDUALS WHO HAVE SUFFERED AN ACQUIRED BRAIN INJURY THE DAY-PROGR AM BRIDGES THE GAP BETWEEN MEDICAL REHABILITATION, VOCATIONAL TRAINING AND COMMUNITY REINT EGRATION ON AVERAGE, 20-25 MEMBERS SPEND THEIR DAYS AT THE CLUBHOUSE AND CONTINUE TO REGA IN INDEPENDENCE AND SELF-CONFIDENCE IN A FAMILY-LIKE ENVIRONMENT 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 CUSTOMIZED REHABILITATION DURI NG FORMAL THERAPY AND AFTER TRADITIONAL THERAPY HAS BEEN COMPLETED THIS UNIQUE GYM ALLOWS INDIVIDUALS WITH DISABILITIES TO CONTINUE ONGOING EXERCISE AND CONDITIONING TO MAINTAIN A ND IMPROVE FUNCTIONAL MOVEMENT AND ABILITIES ALL MEMBERS RECEIVE AN EVALUATION BY A NEURO LOGICALLY TRAINED PHYSICAL THERAPIST TO DETERMINE THE MOST EFFECTIVE PROGRAMMING TO MAXIMI ZE THEIR POTENTIAL FOR NEUROPLASTICITY, RECOVERY AND WELLNESS THE EXPERTS AT BROOKS DEVEL OP A CUSTOMIZED REHAB PROGRAM TO MEET THE MEMBER'S SPECIFIC NEEDS WELLNESS BROOKS OFFERS WELLNESS PROGRAMS FOCUSED ON FITNESS AND WELLNESS EDUCATION - SOME IN PARTNERSHIP WITH THE LOCAL YMCAS OF FLORIDA THESE PROGRAMS SUPPORT SPECIFIC POPULATIONS LIKE STROKE, MULTIPLE SCLEROSIS, BRAIN INJURY AND PARKINSON'S DISEASE PARTICIPANTS RECEIVE AN ASSESSMENT FROM A PHYSICAL THERAPIST AND A CUSTOMIZED FITNESS PLAN TO MAINTAIN MOBILITY THESE PROGRAMS AR E SUPERVISED BY SPECIALIZED STAFF THAT UNDERSTANDS THE UNIQUE CHALLENGES OF A LIFE-ALTERIN G DISEASE OR INJURY PEDIATRIC RECREATION THE PEDIATRIC RECREATION PROGRAM OFFERS A SUPPOR TIVE ENVIRONMENT FOR YOUTH WITH PHYSICAL AND/OR DEVELOPMENTAL DISABILITIES THE PROGRAM IN CREASES SOCIALIZATION BY PROVIDING ACTIVITIES THAT FOSTER A HEALTHY LIFESTYLE AND CONNECTI ON TO THE COMMUNITY FAMILY SUPPORT IS AVAILABLE FOR THOSE SEEKING OPPORTUNITIES FOR THEIR CHILDREN OUTSIDE OF TRADITIONAL THERAPIES APHASIA CENTER IN 2015, BROOKS REHABILITATION OPENED THE AREA'S FIRST APHASIA CENTER BROOKS THERAPISTS PROPOSED THE CREATION OF THE APH ASIA CENTER BASED ON UNMET NEEDS THEY WERE SEEING IN THEIR PATIENTS UNTIL OPENING THE BRO OKS REHABILITATION APHASIA CENTER, THERE WERE NO COMPREHENSIVE TREATMENT FACILITIES IN THE AREA THAT COULD PROVIDE THE INTENSIVE CARE AND COMMUNITY-BASED LEARNING THAT PEOPLE LIVIN G WITH APHASIA NEED AT BROOKS, WE ARE DEDICATED TO HELPING PERSONS WITH APHASIA ACHIEVE T HE 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 THOS

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART III, LINE 4A	E AFFECTED BY APHASIA DUE TO STROKE, TRAUMATIC BRAIN INJURY, BRAIN TUMORS OR OTHER NEUROLO GICAL 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 W ITH DISABLING INJURIES OR ILLNESSES AS A STATE-DESIGNATED TREATMENT FACILITY FOR BRAIN AN D SPINAL CORD INJURY FOR CHILDREN, BROOKS REHABILITATION RECEIVES REFERRALS FROM ACUTE CAR E FACILITIES IN THE REGION TO PROVIDE THESE SPECIALIZED SERVICES THE PROGRAM INCLUDES EDU CATION FOR CLASSMATES, SCHOOL PROFESSIONALS AND FAMILIES TO HELP THEM UNDERSTAND THE CHALL ENGES AND NEEDS OF A STUDENT TRANSITIONING BACK INTO SCHOOL AND THEIR COMMUNITY THIS PROG RAM WILL CARE FOR APPROXIMATELY 125 NEW YOUNG PEOPLE EACH YEAR AND ANOTHER 50 OR MORE THRO UGH 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 TH E COMMUNITY TO DECREASE THE INCIDENCE OF FALLS IN THE OLDER OR FRAIL POPULATION EDUCATION AL CLASSES AND FITNESS TRAINING ARE OFFERED TO THE COMMUNITY TO RAISE THE AWARENESS OF RIS KY BEHAVIORS AND PREVENTATIVE MEASURES PROGRAM STAFF WORKS WITH INTERDISCIPLINARY TEAMS I N 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 CO MMUNITY THE TEAM PERFORMED ASSESSMENTS OF CURRENT FALL PREVENTION PRACTICES, CONDUCTED IN TERVIEWS WITH KEY STAKEHOLDERS AND COMPLETED A FALLS DATA ANALYSIS TO HELP IDENTIFY BEST P RACTICES TO INCLUDE IN PROGRAM BROOKS REHABILITATION STUDENT NURSE ROTATIONS TO HELP ADDR ESS THE CRITICAL NURSING SHORTAGE IN FLORIDA, BROOKS HAS PARTNERED WITH THE UNIVERSITY OF NORTH FLORIDA (UNF), FLORIDA STATE COMMUNITY COLLEGE AT JACKSONVILLE AND A CONSORTIUM OF L OCAL HOSPITALS TO EXPAND THE COMMUNITY'S NURSING EDUCATION PROGRAMS BROOKS PROVIDES SCHOL ARSHIPS ENABLING COMMUNITY NURSES TO ACHIEVE A BACHELOR'S OF SCIENCE DEGREE IN NURSING MO RE THAN 200 NURSES FROM UNF, JACKSONVILLE UNIVERSITY AND FLORIDA COMMUNITY COLLEGE AT JACK SONVILLE HAVE PARTICIPATED IN CLINICAL REHABILITATION-FOCUSED ROTATIONAL SHIFTS WITHIN BRO OKS FOR HANDS-ON TRAINING BROOKS FAMILY HOUSING HELEN'S HOUSE IN 2017, BROOKS REHABILITATI ON OPENED A 40-UNIT HOSPITALITY HOUSE OFFERING TEMPORARY LODGING TO BROOKS PATIENTS AND TH EIR CAREGIVERS HELEN'S HOUSE IS NAMED IN HONOR OF HELEN BROWN, THE WIFE OF BROOKS FOUNDER , J BROOKS BROWN, M D THE HOUSE IS MANAGED BY GABRIEL HOUSE OF CARE, A NONPROFIT THAT PR OVIDES LODGING FOR PATIENTS AND THEIR FAMILIES RECOVERING FROM SERIOUS ILLNESSES OR INJURI ES IN A "COMMUNITY OF HEALING" ENVIRONMENT RESIDENTS ARE CHARGED ON A SLIDING SCALE, BASE D ON THEIR ABILITY TO PAY, WITH THE DEFICIT FUNDED BY BROOKS THE MAJORITY OF PATIENTS THA T COME FROM OUTSIDE THE REGION HAVE SUFFERED FROM A TRAUMATIC INJURY OR ILLNESS PROVIDING TEMPORARY HOUSING WHILE THEY

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART III, LINE 4A	ARE IN TREATMENT WILL MAKE THEIR ROAD TO RECOVERY A BIT EASIER OTHER RELATED SERVICES SU PPORT GROUPS SUPPORT GROUPS PROVIDE A UNIQUE OPPORTUNITY FOR PATIENTS TO INTERACT AND FORM PERSONAL CONNECTIONS WITH PEOPLE FACING SIMILAR CHALLENGES BROOKS OFFERS SUPPORT GROUPS FOR PATIENTS WITH THE FOLLOWING CONDITIONS ALS, BRAIN INJURY, PERIPHERAL NEUROPATHY, SPIN AL CORD INJURY, STROKE, PEDIATRIC REHABILITATION AND COMPLEX REGIONAL PAIN SYNDROME FOR M ORE INFORMATION ABOUT THE PROGRAMS AND THE SUCCESSFUL OUTCOMES, VISIT BROOKSREHAB ORG BR OOKS REHABILITATION PARTNERSHIP SUPPORT BROOKS REHABILITATION SUPPORTS NUMEROUS NON-PROFIT S 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 O UR SUPPORT IN 2017 INCLUDE ALZHEIMER'S ASSOCIATION AMERICAN CANCER SOCIETY AMERICAN HEART ASSOCIATION ART WITH A HEART IN HEALTHCARE BAPTIST HEALTH CAF CNL CATHEDRAL ARTS PROJECT COMMUNITY HOSPICE OF NORTHEAST FLORIDA CUMMER MUSEUM DREAMS COME TRUE EPIC COMMUNITY SERVI CES FLAGLER HEALTHCARE FOUNDATION FLORIDA COUNCIL ON ECONOMIC EDUCATION FOUNDATION FIGHTIN G BLINDNESS FRIENDS OF ELDERSOURCE GATEWAY COMMUNITY SERVICES GENERATION W HCA HEALTH SERV ICES OF FLORIDA HOPE THERAPY INDEPENDENT LIVING RESOURCE CENTER JAX CHAMBER USA JACKSONVIL LE SPOTS MEDICINE JACKSONVILLE SYMPHONY ORCHESTRA JACKSONVILLE UNIVERSITY JDRF JUVENILE DI ABETES RESEARCH FOUNDATION KID'S CHANCE OF FLORIDA LEADERSHIP JACKSONVILLE MARCH OF DIMES FOUNDATION MEMORIAL HERMANN FOUNDATION MOROCCO SHRINE CIRCUS FUND NATIONAL MULTIPLE SCLERO SIS ONE JAX INSTITUTE REFLEX SYMPATHETIC DYSTROPHY RONALD MCDONALD HOUSE ROTARY FOUNDATION SAMUEL C TAYLOR FOUNDATION ST VINCENT'S HEALTH SYSTEM THINK FIRST TONY MEDURI TBI FUND U F HEALTH JACKSONVILLE UNF FOUNDATION UNITED WAY OF NORTHEAST FLORIDA UNIVERSITY OF FLORIDA VISION IS PRICELESS WE CARE WJCT WOLFSON CHILDREN'S HOSPITAL WOMENS CENTER OF JACKSONVILL E YMCA OF FLORIDA

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493313021868

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

2017

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	254,998	4,424,124	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	(g) 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) Disproprtionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1) ST AUGUSTINE MOB LTD 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 59-3397507	REAL ESTATE HOLDING	FL	GH MEDICAL SERVICES INC	EXCLUDED	298,679	3,692,898		No			No	100 000 %

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity? Yes	(i) No
(1)GH HOLDINGS INC 3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 59-3007328	HOLDING COMPANY	FL	N/A	C	342,294		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	295,692		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	20,517		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

		Yes	No
1 During the tax year, did the orgranization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a Receipt of **(i)** interest, **(ii)**annuities, **(iii)** royalties, 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	Yes	
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

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Part VII Supplemental Information

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

Return Reference	Explanation
SCHEDULE R, PART III	GENESIS HEALTH, INC OWNES 100% OF THE ST AUGUSTINE MOB, LTD PARTNERSHIP INDIRECTLY THROUGH ITS OWNERSHIP OF TWO SEPARATE ENTITIES TREATED AS CORPORATIONS

Return Reference	Explanation
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
3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 59-3284221	HEALTHCARE / REHAB CARE	FL	501(C)(3)	LINE 3	GENESIS HEALTH INC	Yes	
3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 59-3530305	HEALTHCARE / PHYSICIANS	FL	501(C)(3)	LINE 12A, I	GENESIS REHABILITATION HOSPITAL INC	Yes	
3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 26-2216181	HEALTHCARE / HOME THERAPY	FL	501(C)(3)	LINE 10	GENESIS HEALTH INC	Yes	
3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 59-2249372	HEALTHCARE / REHAB THERAPY	FL	501(C)(3)	LINE 10	GENESIS HEALTH INC	Yes	
3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 26-4561148	HEALTHCARE / SKILLED NURSING	FL	501(C)(3)	LINE 10	GENESIS HEALTH INC	Yes	
3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 27-2153586	HEALTHCARE / SKILLED NURSING	FL	501(C)(3)	LINE 3	BROOKS SKILLED NURSING INC	Yes	
3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 45-2623130	HEALTHCARE / SKILLED NURSING	FL	501(C)(3)	LINE 3	BROOKS SKILLED NURSING INC	Yes	
3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 59-2249340	SUPPORT / FUNDRAISING	FL	501(C)(3)	LINE 7	GENESIS HEALTH INC	Yes	
1301 RIVERPLACE BLVD 1500 JACKSONVILLE, FL 32207 27-2187557	REAL ESTATE HOLDING	FL	501(C)(3)	LINE 12A, I	BROOKS SKILLED NURSING INC	Yes	
3599 UNIVERSITY BLVD SOUTH JACKSONVILLE, FL 32216 45-2623488	REAL ESTATE HOLDING	FL	501(C)(3)	LINE 12A, I	BROOKS SKILLED NURSING INC	Yes	
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
BROOKS REHABILITATION CLINICAL RESEARCH	J	65,856	INTERCOMPANY TRANS
GENESIS HEALTH DEVELOPMENT	L	1,378,175	INTERCO ALLOCATION
GENESIS REHABILITATION HOSPITAL INC	L	12,902,563	INTERCO ALLOCATION
PHYSICAL MEDICINE SPECIALISTS	L	399,006	INTERCO ALLOCATION
BROOKS HOME CARE ADVANTAGE	L	1,932,515	INTERCO ALLOCATION
BROOKS SKILLED NURSING	L	113,187	INTERCO ALLOCATION
BROOKS SKILLED NURSING FACILITY A	L	1,055,856	INTERCO ALLOCATION