

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2014</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☒ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☐ Form 5558; ☒ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information		
1a Name of plan	<u>GENESIS HEALTHCARE SYSTEM 401(K) PLAN</u>		1b Three-digit plan number (PN) ▶ <u>003</u> 1c Effective date of plan <u>07/01/1993</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)	<u>GENESIS HEALTHCARE SYSTEM</u> <u>2951 MAPLE AVENUE</u> <u>ZANESVILLE, OH 43701</u>		2b Employer Identification Number (EIN) <u>31-1480941</u> 2c Plan Sponsor's telephone number <u>740-454-4710</u> 2d Business code (see instructions) <u>622000</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2015	MARTHA NASH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 338
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a(1) 306 6a(2) 355 6b 2 6c 43 6d 400 6e 0 6f 400 6g 400 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2S 2T 3D 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>3</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2014 This Form is Open to Public Inspection
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan GENESIS HEALTHCARE SYSTEM 401(K) PLAN	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 GENESIS HEALTHCARE SYSTEM	D Employer Identification Number (EIN) 31-1480941

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

THE PRUDENTIAL INSURANCE COMPANY OF AMERICA

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
22-1211670	68241	007600	355	01/01/2014	12/31/2014

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
	6205

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

UBS FININCIAL SRVCS INS AGENCY INC
1000 HARBOR BLVD
7TH FLOOR
WEEHAWKEN, NJ 07086

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	6205	SERVICES TO INSURER OR PROVIDER	3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule A (Form 5500) 2014
v. 140124

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end.....	4	3278692
5 Current value of plan's interest under this contract in separate accounts at year end	5	188078

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier.....	6b	
c Premiums due but unpaid at the end of the year.....	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ VARIABLE ANNUITY CONT. W/FUND

b Balance at the end of the previous year.....	7b	2931674
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c Additions: (1) Contributions deposited during the year.....	7c(1)	317650	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	90140	
(4) Transferred from separate account.....	7c(4)		
(5) Other (specify below)	7c(5)	216556	
▶ LOAN REPAYMENTS, TRANSFERS IN			

(6) Total additions.....	7c(6)	624346
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d Total of balance and additions (add lines 7b and 7c(6))	7d	3556020
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e Deductions:			
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	208704	
(2) Administration charge made by carrier	7e(2)	1287	
(3) Transferred to separate account.....	7e(3)	5826	
(4) Other (specify below)	7e(4)	61511	
▶ LOAN INITIATIONS, TRANSFERS OUT, MI			

(5) Total deductions.....	7e(5)	277328
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	3278692
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

<div><div><div>SCHEDULE A</div><div>(Form 5500)</div><div>Department of the Treasury Internal Revenue Service</div></div><div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div></div>	<div>Insurance Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> <div>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</div>	<div>OMB No. 1210-0110</div> <div>2014</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014		
<div>A Name of plan</div> <div>GENESIS HEALTHCARE SYSTEM 401(K) PLAN</div>	<div>B Three-digit plan number (PN)</div> <div>▶</div> <div>003</div>	
<div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>GENESIS HEALTHCARE SYSTEM</div>	<div>D Employer Identification Number (EIN)</div> <div>31-1480941</div>	

Part I	<div>Information Concerning Insurance Contract Coverage, Fees, and Commissions</div> <div>Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.</div>
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1 Coverage Information:

(a) Name of insurance carrier
UNITED OF OMAHA LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
47-0322111	69868	G05581	8	01/01/2014	12/31/2014

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.	
(a) Total amount of commissions paid	(b) Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **FIXED ANNUITY CONT.**

b Balance at the end of the previous year	7b	37389
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c Additions: (1) Contributions deposited during the year	7c(1)		
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	1136	
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)		
▶			

(6) Total additions	7c(6)	1136
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d Total of balance and additions (add lines 7b and 7c(6))	7d	38525
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e Deductions:			
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)		
(2) Administration charge made by carrier	7e(2)		
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)	7e(4)		
▶			

(5) Total deductions	7e(5)	
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	38525
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
b ☐ Dental
c ☐ Vision
d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
f ☐ Long-term disability
g ☐ Supplemental unemployment
h ☐ Prescription drug
i ☐ Stop loss (large deductible)
j ☐ HMO contract
k ☐ PPO contract
l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

<div><div>SCHEDULE A</div><div>(Form 5500)</div><div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>	<div>Insurance Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> <div>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</div>	<div>OMB No. 1210-0110</div> <div>2014</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014		
A Name of plan GENESIS HEALTHCARE SYSTEM 401(K) PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 GENESIS HEALTHCARE SYSTEM	D Employer Identification Number (EIN) 31-1480941	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
NATIONWIDE LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
31-4156830	66869	BETH00OH00K1	3	01/01/2014	12/31/2014

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
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	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	132764

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	
c Additions: (1) Contributions deposited during the year	7c(1)	
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	
(4) Transferred from separate account	7c(4)	
(5) Other (specify below)	7c(5)	
▶		
(6) Total additions	7c(6)	
d Total of balance and additions (add lines 7b and 7c(6))	7d	
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	
(2) Administration charge made by carrier	7e(2)	
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	
▶		
(5) Total deductions	7e(5)	
f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	0

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
b ☐ Dental
c ☐ Vision
d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
f ☐ Long-term disability
g ☐ Supplemental unemployment
h ☐ Prescription drug
i ☐ Stop loss (large deductible)
j ☐ HMO contract
k ☐ PPO contract
l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>GENESIS HEALTHCARE SYSTEM 401(K) PLAN</u>	B Three-digit plan number (PN) <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GENESIS HEALTHCARE SYSTEM</u>	D Employer Identification Number (EIN) <u>31-1480941</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
THE PRUDENTIAL INS. CO. OF AMERICA

22-1211670

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

UBS FINANCIAL SERVICES INC

13-2638166

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
55	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	7723	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

THE PRUDENTIAL INS. CO. OF AMERICA

22-1211670

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
72	NONE	3893	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center; font-weight: bold;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large; font-weight: bold;">2014</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan GENESIS HEALTHCARE SYSTEM 401(K) PLAN	B Three-digit plan number (PN) ▶	003
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 GENESIS HEALTHCARE SYSTEM	D Employer Identification Number (EIN) 31-1480941	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: PRUDENTIAL SEPARATE ACCOUNTS

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 188078
--	--	--

a Name of MTIA, CCT, PSA, or 103-12 IE: NATIONWIDE SEPARATE ACCOUNTS

b Name of sponsor of entity listed in (a): NATIONWIDE LIFE INSURANCE COMPANY

c EIN-PN 31-4156830-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 132764
--	--	--

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>GENESIS HEALTHCARE SYSTEM 401(K) PLAN</u>		B Three-digit plan number (PN) ► <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GENESIS HEALTHCARE SYSTEM</u>		D Employer Identification Number (EIN) <u>31-1480941</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)		
	(2) Participant contributions.....	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common.....	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property).....	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans.....	1c(8)	125560	121451
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)	273171	321843
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities.....	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	3782630	3915384
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	2969063	3317217
	(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	7150424	7675895

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	9906	894
k Total liabilities (add all amounts in lines 1g through 1j)	1k	9906	894

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	7140518	7675001
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAS, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	168175	
(B) Participants	2a(1)(B)	689164	
(C) Others (including rollovers)	2a(1)(C)	109121	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		966460
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	5419	
(F) Other	2b(1)(F)	91276	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		96695
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	38634	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		38634
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		10144
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		196784
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1308717

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	772592	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		772592
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)	1642	
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1642
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		774234

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		534483
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: MCLAIN HILL RUGG & ASSOCIATES

(2) EIN: 31-1038077

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
4d			
e Was this plan covered by a fidelity bond?	X		500000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2014 This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>GENESIS HEALTHCARE SYSTEM 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GENESIS HEALTHCARE SYSTEM</u>	D Employer Identification Number (EIN) <u>31-1480941</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>22-1211670</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a		
b Enter the amount contributed by the employer to the plan for this plan year.....	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
- b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**Genesis HealthCare System 401(k) Plan
Supplemental Schedule of Assets Held at End of Year
December 31, 2013**

**Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN 31-1480941, PN 003**

(a) (b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
* Nationwide Life Insurance Company	Fidelity VIP Equity-Income Portfolio		9,774
* Nationwide Life Insurance Company	Fidelity VIP Growth Portfolio		12,977
* Nationwide Life Insurance Company	NVIT Multi- Manager Intl		3,401
* Nationwide Life Insurance Company	NVIT Multi-Manager Mid Cap Growth		31,871
* Nationwide Life Insurance Company	NVIT Multi-Manager Mid Cap Value		74,742
* United of Omaha Life Insurance Company	Guaranteed Interest Account		38,525
* The Prudential Insurance Company of America	Money Market Account		245
* The Prudential Insurance Company of America	Guaranteed Interest Account		3,278,692
* The Prudential Insurance Company of America	Government Income Account		3,475
* The Prudential Insurance Company of America	Conservative Balanced		6,512
* The Prudential Insurance Company of America	Flexible Managed Account		41,346
* The Prudential Insurance Company of America	Equity Account		935
* The Prudential Insurance Company of America	Global Account		143
* The Prudential Insurance Company of America	Diversified Bond Account		975
* The Prudential Insurance Company of America	Stock Index Account		1,283
* The Prudential Insurance Company of America	Prudential Day One IFX Target Balance		133,164
Prudential Mutual Funds	Invesco Growth & Income Account		534,400
Prudential Mutual Funds	Clearbridge Appreciation A		363,146
Prudential Mutual Funds	Victory Sm Com Opp Fund A		307,559
Prudential Mutual Funds	PIMCO Total Return Bond Admin		236,099
Prudential Mutual Funds	Oppen International Growth A		176,652
Prudential Mutual Funds	Pru Stock Index Fund Z		74,880
Prudential Mutual Funds	Oppen Main St Small/Mid Cap A		9,204
Prudential Mutual Funds	Dreyfus Structured Mid Cap A Fund		37,735
Prudential Mutual Funds	MFS International Value R3		868,504
Prudential Mutual Funds	AMG GW&K Sm Cap Cor Inv		427,998
Prudential Mutual Funds	Nuveen Lg Cap Gr Opp CI I		880,207
* Participant Loans	4.25%-8.75%		121,451
			<u>\$ 7,675,895</u>

Attachment 1 - Disclosure on Service Providers Receiving Eligible Indirect Compensation

Plan Name	Plan Number	Plan Year Start Date	Plan Year End Date
GENESIS HEALTHCARE SYSTEM 401(K) RETIREMENT PLAN	007600	01/01/2014	12/31/2014

Name of Person/Entity Who Provided Disclosures on Eligible Indirect Compensation	EIN or Address of Entity Who Provided Disclosures on Eligible Indirect Compensation
The Prudential Insurance Company of America	22-1211670

Eligible Indirect Compensation

Name of Service Provider/Payee	Name of Payor	Amount of Fee or Formula	Nature of Service	Name of Fund (for Formula)
Prudential Investment Management Services LLC	AMG GW&K Small Cap Core Investor	25.000 BPS from 7/1/2014 to 12/31/2014	Distribution (12b-1) Fees	AMG GW&K SM CAP COR INV 00170K885
Prudential Investment Management Services LLC	ClearBridge Appreciation A	25.000 BPS from 1/1/2014 to 12/31/2014	Distribution (12b-1) Fees	CLEARBRIDGE APPRECIATN A 52468E105
Prudential Investment Management Services LLC	Fidelity AdvisorAr Small Cap T	50.000 BPS from 3/1/2014 to 12/31/2014	Distribution (12b-1) Fees	FID ADV SMALL CAP T 315805663
Prudential Investment Management Services LLC	Fidelity Advisorr Small Cap T	50.000 BPS from 1/1/2014 to 2/28/2014	Distribution (12b-1) Fees	FID ADV SMALL CAP T 315805663
Prudential Investment Management Services LLC	Invesco Growth and Income A	25.000 BPS from 1/1/2014 to 12/31/2014	Distribution (12b-1) Fees	INVESCO GROWTH & INC A 00142J362
Prudential Investment Management Services LLC	MFSAr International Value R3	25.000 BPS from 3/1/2014 to 12/31/2014	Distribution (12b-1) Fees	MFS INTERNATIONAL VAL R3 552746653
Prudential Investment Management Services LLC	MFSr International Value R3	25.000 BPS from 1/1/2014 to 2/28/2014	Distribution (12b-1) Fees	MFS INTERNATIONAL VAL R3 552746653
Prudential Investment Management Services LLC	Oppenheimer International Growth A	25.000 BPS from 1/1/2014 to 12/31/2014	Distribution (12b-1) Fees	OPPEN INTNL GROW A 68380L100
Prudential Investment Management Services LLC	Oppenheimer Main Street Mid Cap A	24.000 BPS from 6/1/2014 to 10/31/2014	Distribution (12b-1) Fees	OPPEN MAIN ST MID CAP A 68381F102

The information contained in this document is not covered by the Certification of Reports and is not intended to be certified under 29 CFR 2520.103-5(C).

Attachment 1 - Disclosure on Service Providers Receiving Eligible Indirect Compensation

Plan Name	Plan Number	Plan Year Start Date	Plan Year End Date
GENESIS HEALTHCARE SYSTEM 401(K) RETIREMENT PLAN	007600	01/01/2014	12/31/2014

Name of Person/Entity Who Provided Disclosures on Eligible Indirect Compensation	EIN or Address of Entity Who Provided Disclosures on Eligible Indirect Compensation
The Prudential Insurance Company of America	22-1211670

Eligible Indirect Compensation

Name of Service Provider/Payee	Name of Payor	Amount of Fee or Formula	Nature of Service	Name of Fund (for Formula)
Prudential Investment Management Services LLC	Oppenheimer Main Street Mid Cap A	25.000 BPS from 11/1/2014 to 12/31/2014	Distribution (12b-1) Fees	OPPEN MAIN ST MID CAP A 68381F102
Prudential Investment Management Services LLC	Oppenheimer Main Street Sm- & Mid-Cap A	24.000 BPS from 1/1/2014 to 5/31/2014	Distribution (12b-1) Fees	OPPEN MAIN ST SM/MID CP A 68381F102
Prudential Investment Management Services LLC	PIMCO Total Return Admin	25.000 BPS from 1/1/2014 to 12/31/2014	Distribution (12b-1) Fees	PIMCO TOT RET BOND ADMIN 693390726
Prudential Investment Management Services LLC	Victory Small Company Opportunity A	25.000 BPS from 1/1/2014 to 12/31/2014	Distribution (12b-1) Fees	VICTORY SM COM OPP FD A 926464835
Prudential Retirement Insurance and Annuity Company	Prudential Retirement Insurance and Annuity Company	174.000 BPS	insurance services, investment management	PRU DAY ONE IFX TARG BAL
AMG Funds LLC	AMG GW&K Small Cap Core Investor	75.000 BPS from 7/1/2014 to 12/31/2014	Investment Management Fees	AMG GW&K SM CAP COR INV 00170K885
Legg Mason Partners Fund Advisor, LLC	ClearBridge Appreciation A	57.000 BPS from 3/1/2014 to 12/31/2014	Investment Management Fees	CLEARBRIDGE APPRECIATN A 52468E105
Legg Mason Partners Fund Advisor, LLC	ClearBridge Appreciation A	58.000 BPS from 1/1/2014 to 2/28/2014	Investment Management Fees	CLEARBRIDGE APPRECIATN A 52468E105
PICA	Conservative Balanced Portfolio - VCA-24	55.000 BPS from 1/1/2014 to 12/31/2014	Investment Management Fees	CONSERVATIVE BALANCED PRU000041
PICA	Diversified Bond Portfolio - VCA-24	40.000 BPS from 1/1/2014 to 12/31/2014	Investment Management Fees	DIVERSIFIED BOND ACCOUNT PRU000035

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Attachment 1 - Disclosure on Service Providers Receiving Eligible Indirect Compensation

Plan Name	Plan Number	Plan Year Start Date	Plan Year End Date
GENESIS HEALTHCARE SYSTEM 401(K) RETIREMENT PLAN	007600	01/01/2014	12/31/2014

Name of Person/Entity Who Provided Disclosures on Eligible Indirect Compensation	EIN or Address of Entity Who Provided Disclosures on Eligible Indirect Compensation
The Prudential Insurance Company of America	22-1211670

Eligible Indirect Compensation

Name of Service Provider/Payee	Name of Payor	Amount of Fee or Formula	Nature of Service	Name of Fund (for Formula)
Dreyfus Corp.	Dreyfus Structured Midcap A	75.000 BPS from 1/1/2014 to 4/30/2014	Investment Management Fees	DREYFUS STR MID CAP A 26200C726
Dreyfus Corporation	Dreyfus Structured Midcap A	75.000 BPS from 5/1/2014 to 12/31/2014	Investment Management Fees	DREYFUS STR MID CAP A 26200C726
PICA	Equity Portfolio - VCA-24	45.000 BPS from 1/1/2014 to 12/31/2014	Investment Management Fees	EQUITY ACCOUNT PRU000068
Fidelity Management & Research Company	Fidelity AdvisorAr Small Cap T	47.000 BPS from 3/1/2014 to 12/31/2014	Investment Management Fees	FID ADV SMALL CAP T 315805663
Fidelity Management & Research Company	Fidelity Advisorr Small Cap T	47.000 BPS from 1/1/2014 to 2/28/2014	Investment Management Fees	FID ADV SMALL CAP T 315805663
PICA	Flexible Managed Portfolio - VCA-24	60.000 BPS from 1/1/2014 to 12/31/2014	Investment Management Fees	FLEXIBLE MANAGED ACCOUNT PRU000040
PICA	Global Portfolio - VCA-24	75.000 BPS from 1/1/2014 to 12/31/2014	Investment Management Fees	GLOBAL ACCOUNT PRU000081
PICA	Government Income Portfolio - VCA-24	40.000 BPS from 1/1/2014 to 12/31/2014	Investment Management Fees	GOVERNMENT INCOME ACCOUNT PRU000036
Invesco Advisers, Inc	Invesco Growth and Income A	35.000 BPS from 12/1/2014 to 12/31/2014	Investment Management Fees	INVESCO GROWTH & INC A 00142J362
Invesco Advisers, Inc	Invesco Growth and Income A	36.000 BPS from 1/1/2014 to 11/30/2014	Investment Management Fees	INVESCO GROWTH & INC A 00142J362
Massachusetts Financial Services Co	MFSAr International Value R3	72.000 BPS from 10/1/2014 to 12/31/2014	Investment Management Fees	MFS INTERNATIONAL VAL R3 552746653
Massachusetts Financial Services Co	MFSAr International Value R3	74.000 BPS from 3/1/2014 to 9/30/2014	Investment Management Fees	MFS INTERNATIONAL VAL R3 552746653

The information contained in this document is not covered by the Certification of Reports and is not intended to be certified under 29 CFR 2520.103-5(C).

Attachment 1 - Disclosure on Service Providers Receiving Eligible Indirect Compensation

Plan Name	Plan Number	Plan Year Start Date	Plan Year End Date
GENESIS HEALTHCARE SYSTEM 401(K) RETIREMENT PLAN	007600	01/01/2014	12/31/2014

Name of Person/Entity Who Provided Disclosures on Eligible Indirect Compensation	EIN or Address of Entity Who Provided Disclosures on Eligible Indirect Compensation
The Prudential Insurance Company of America	22-1211670

Eligible Indirect Compensation

Name of Service Provider/Payee	Name of Payor	Amount of Fee or Formula	Nature of Service	Name of Fund (for Formula)
Massachusetts Financial Services Co	MFSr International Value R3	74.000 BPS from 1/1/2014 to 2/28/2014	Investment Management Fees	MFS INTERNATIONAL VAL R3 552746653
Nuveen Fund Advisors, LLC.	Nuveen Large Cap Growth Opps I	81.000 BPS from 2/1/2014 to 12/31/2014	Investment Management Fees	NUVEEN LG CAP GR OPP CL I 670690692
Nuveen Fund Advisors, LLC.	Nuveen Large Cap Growth Opps I	83.000 BPS from 1/1/2014 to 1/31/2014	Investment Management Fees	NUVEEN LG CAP GR OPP CL I 670690692
OFI Global Asset Management	Oppenheimer International Growth A	67.000 BPS from 3/1/2014 to 7/31/2014	Investment Management Fees	OPPEN INTNL GROW A 68380L100
OFI Global Asset Management	Oppenheimer International Growth A	69.000 BPS from 1/1/2014 to 2/28/2014	Investment Management Fees	OPPEN INTNL GROW A 68380L100
OFI Global Asset Management, Inc.	Oppenheimer International Growth A	67.000 BPS from 8/1/2014 to 12/31/2014	Investment Management Fees	OPPEN INTNL GROW A 68380L100
OFI Global Asset Management, Inc.	Oppenheimer Main Street Mid Cap A	62.000 BPS from 8/1/2014 to 12/31/2014	Investment Management Fees	OPPEN MAIN ST MID CAP A 68381F102
OFI Global Asset Management	Oppenheimer Main Street Mid Cap A	62.000 BPS from 6/1/2014 to 7/31/2014	Investment Management Fees	OPPEN MAIN ST MID CAP A 68381F102
OFI Global Asset Management	Oppenheimer Main Street Sm- & Mid-Cap A	62.000 BPS from 1/1/2014 to 5/31/2014	Investment Management Fees	OPPEN MAIN ST SM/MID CP A 68381F102
Pacific Investment Management Co LLC	PIMCO Total Return Admin	46.000 BPS from 1/1/2014 to 12/31/2014	Investment Management Fees	PIMCO TOT RET BOND ADMIN 693390726
Prudential Investments LLC	Prudential Stock Index Z	15.000 BPS from 11/1/2014 to 12/31/2014	Investment Management Fees	PRU STOCK INDEX Z 74441F504
Prudential Investments LLC	Prudential Stock Index Z	30.000 BPS from 1/1/2014 to 10/31/2014	Investment Management Fees	PRU STOCK INDEX Z 74441F504

The information contained in this document is not covered by the Certification of Reports and is not intended to be certified under 29 CFR 2520.103-5(C).

Attachment 1 - Disclosure on Service Providers Receiving Eligible Indirect Compensation

Plan Name	Plan Number	Plan Year Start Date	Plan Year End Date
GENESIS HEALTHCARE SYSTEM 401(K) RETIREMENT PLAN	007600	01/01/2014	12/31/2014

Name of Person/Entity Who Provided Disclosures on Eligible Indirect Compensation	EIN or Address of Entity Who Provided Disclosures on Eligible Indirect Compensation
The Prudential Insurance Company of America	22-1211670

Eligible Indirect Compensation

Name of Service Provider/Payee	Name of Payor	Amount of Fee or Formula	Nature of Service	Name of Fund (for Formula)
PICA	Stock Index Portfolio - VCA-24	35.000 BPS from 1/1/2014 to 12/31/2014	Investment Management Fees	STOCK INDEX ACCOUNT PRU000053
Victory Capital Management Inc.	Victory Small Company Opportunity A	78.000 BPS from 3/1/2014 to 12/31/2014	Investment Management Fees	VICTORY SM COM OPP FD A 926464835
Victory Capital Management Inc.	Victory Small Company Opportunity A	80.000 BPS from 1/1/2014 to 2/28/2014	Investment Management Fees	VICTORY SM COM OPP FD A 926464835
The Prudential Insurance Company of America	The Prudential Insurance Company of America	75.000 BPS from 1/1/2014 to 12/31/2014	Management Fees and/or Administrative Charges	CONSERVATIVE BALANCED PRU000041
The Prudential Insurance Company of America	The Prudential Insurance Company of America	75.000 BPS from 1/1/2014 to 12/31/2014	Management Fees and/or Administrative Charges	DIVERSIFIED BOND ACCOUNT PRU000035
The Prudential Insurance Company of America	The Prudential Insurance Company of America	75.000 BPS from 1/1/2014 to 12/31/2014	Management Fees and/or Administrative Charges	EQUITY ACCOUNT PRU000068
The Prudential Insurance Company of America	The Prudential Insurance Company of America	75.000 BPS from 1/1/2014 to 12/31/2014	Management Fees and/or Administrative Charges	FLEXIBLE MANAGED ACCOUNT PRU000040
The Prudential Insurance Company of America	The Prudential Insurance Company of America	75.000 BPS from 1/1/2014 to 12/31/2014	Management Fees and/or Administrative Charges	GLOBAL ACCOUNT PRU000081
The Prudential Insurance Company of America	The Prudential Insurance Company of America	75.000 BPS from 1/1/2014 to 12/31/2014	Management Fees and/or Administrative Charges	GOVERNMENT INCOME ACCOUNT PRU000036

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Attachment 1 - Disclosure on Service Providers Receiving Eligible Indirect Compensation

Plan Name	Plan Number	Plan Year Start Date	Plan Year End Date
GENESIS HEALTHCARE SYSTEM 401(K) RETIREMENT PLAN	007600	01/01/2014	12/31/2014

Name of Person/Entity Who Provided Disclosures on Eligible Indirect Compensation	EIN or Address of Entity Who Provided Disclosures on Eligible Indirect Compensation
The Prudential Insurance Company of America	22-1211670

Eligible Indirect Compensation

Name of Service Provider/Payee	Name of Payor	Amount of Fee or Formula	Nature of Service	Name of Fund (for Formula)
The Prudential Insurance Company of America	The Prudential Insurance Company of America	100.000 BPS from 1/1/2014 to 12/31/2014	Management Fees and/or Administrative Charges	MONEY MARKET ACCOUNT PRU000025
The Prudential Insurance Company of America	The Prudential Insurance Company of America	75.000 BPS from 1/1/2014 to 12/31/2014	Management Fees and/or Administrative Charges	STOCK INDEX ACCOUNT PRU000053
The Prudential Insurance Company of America	The Prudential Insurance Company of America	\$94	Other Services/Breakage	AMG GW&K SM CAP COR INV
The Prudential Insurance Company of America	The Prudential Insurance Company of America	\$466	Other Services/Breakage	CONSERVATIVE BALANCED
The Prudential Insurance Company of America	The Prudential Insurance Company of America	\$-564	Other Services/Breakage	DIVERSIFIED BOND ACCOUNT
The Prudential Insurance Company of America	The Prudential Insurance Company of America	\$-4	Other Services/Breakage	DREYFUS STR MID CAP A
The Prudential Insurance Company of America	The Prudential Insurance Company of America	\$2,828	Other Services/Breakage	EQUITY ACCOUNT
The Prudential Insurance Company of America	The Prudential Insurance Company of America	\$-34	Other Services/Breakage	FID ADV SMALL CAP T
The Prudential Insurance Company of America	The Prudential Insurance Company of America	\$139	Other Services/Breakage	FLEXIBLE MANAGED ACCOUNT

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Attachment 1 - Disclosure on Service Providers Receiving Eligible Indirect Compensation

Plan Name	Plan Number	Plan Year Start Date	Plan Year End Date
GENESIS HEALTHCARE SYSTEM 401(K) RETIREMENT PLAN	007600	01/01/2014	12/31/2014

Name of Person/Entity Who Provided Disclosures on Eligible Indirect Compensation	EIN or Address of Entity Who Provided Disclosures on Eligible Indirect Compensation
The Prudential Insurance Company of America	22-1211670

Eligible Indirect Compensation

Name of Service Provider/Payee	Name of Payor	Amount of Fee or Formula	Nature of Service	Name of Fund (for Formula)
The Prudential Insurance Company of America	The Prudential Insurance Company of America	\$60	Other Services/Breakage	GLOBAL ACCOUNT
The Prudential Insurance Company of America	The Prudential Insurance Company of America	\$-85	Other Services/Breakage	GOVERNMENT INCOME ACCOUNT
The Prudential Insurance Company of America	The Prudential Insurance Company of America	\$-67	Other Services/Breakage	INVESCO GROWTH & INC A
The Prudential Insurance Company of America	The Prudential Insurance Company of America	\$87	Other Services/Breakage	MFS INTERNATIONAL VAL R3
The Prudential Insurance Company of America	The Prudential Insurance Company of America	\$11	Other Services/Breakage	MONEY MARKET ACCOUNT
The Prudential Insurance Company of America	The Prudential Insurance Company of America	\$34	Other Services/Breakage	NUVEEN LG CAP GR OPP CL I
The Prudential Insurance Company of America	The Prudential Insurance Company of America	\$322	Other Services/Breakage	OPPEN INTNL GROW A
The Prudential Insurance Company of America	The Prudential Insurance Company of America	\$-7	Other Services/Breakage	OPPEN MAIN ST MID CAP A
The Prudential Insurance Company of America	The Prudential Insurance Company of America	\$-547,309	Other Services/Breakage	PIMCO TOT RET BOND ADMIN

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Attachment 1 - Disclosure on Service Providers Receiving Eligible Indirect Compensation

Plan Name	Plan Number	Plan Year Start Date	Plan Year End Date
GENESIS HEALTHCARE SYSTEM 401(K) RETIREMENT PLAN	007600	01/01/2014	12/31/2014

Name of Person/Entity Who Provided Disclosures on Eligible Indirect Compensation	EIN or Address of Entity Who Provided Disclosures on Eligible Indirect Compensation
The Prudential Insurance Company of America	22-1211670

Eligible Indirect Compensation

Name of Service Provider/Payee	Name of Payor	Amount of Fee or Formula	Nature of Service	Name of Fund (for Formula)
The Prudential Insurance Company of America	The Prudential Insurance Company of America	\$-10,687	Other Services/Breakage	PRU STOCK INDEX Z
The Prudential Insurance Company of America	The Prudential Insurance Company of America	\$2,418	Other Services/Breakage	STOCK INDEX ACCOUNT
The Prudential Insurance Company of America	The Prudential Insurance Company of America	\$-105	Other Services/Breakage	VICTORY SM COM OPP FD A
The Prudential Insurance Company of America	The Prudential Insurance Company of America	45.000 BPS	Recordkeeping Fees	GUARANTEED INTEREST ACC
The Prudential Insurance Company of America	AMG GW&K Small Cap Core Investor	25.000 BPS and \$0.00 per participant invested in the fund from 1/1/2014 to 12/31/2014	Service Fee	AMG GW&K SM CAP COR INV 00170K885
The Prudential Insurance Company of America	ClearBridge Appreciation A	40.000 BPS and \$0.00 per participant invested in the fund from 1/1/2014 to 12/31/2014	Service Fee	CLEARBRIDGE APPRECIATN A 52468E105
The Prudential Insurance Company of America	Dreyfus Structured Midcap A	50.000 BPS and \$0.00 per participant invested in the fund from 1/1/2014 to 12/31/2014	Service Fee	DREYFUS STR MID CAP A 26200C726
The Prudential Insurance Company of America	Fidelity Advisor Small Cap T	15.000 BPS and \$0.00 per participant invested in the fund from 1/1/2014 to 12/31/2014	Service Fee	FID ADV SMALL CAP T 315805663
The Prudential Insurance Company of America	Invesco Growth and Income A	30.000 BPS and \$0.00 per participant invested in the fund from 1/1/2014 to 12/31/2014	Service Fee	INVESCO GROWTH & INC A 00142J362

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Attachment 1 - Disclosure on Service Providers Receiving Eligible Indirect Compensation

Plan Name	Plan Number	Plan Year Start Date	Plan Year End Date
GENESIS HEALTHCARE SYSTEM 401(K) RETIREMENT PLAN	007600	01/01/2014	12/31/2014

Name of Person/Entity Who Provided Disclosures on Eligible Indirect Compensation	EIN or Address of Entity Who Provided Disclosures on Eligible Indirect Compensation
The Prudential Insurance Company of America	22-1211670

Eligible Indirect Compensation

Name of Service Provider/Payee	Name of Payor	Amount of Fee or Formula	Nature of Service	Name of Fund (for Formula)
The Prudential Insurance Company of America	MFS International Value R3	25.000 BPS and \$0.00 per participant invested in the fund from 1/1/2014 to 12/31/2014	Service Fee	MFS INTERNATIONAL VAL R3 552746653
The Prudential Insurance Company of America	Nuveen Large Cap Growth Opps I	25.000 BPS and \$0.00 per participant invested in the fund from 1/1/2014 to 12/31/2014	Service Fee	NUVEEN LG CAP GR OPP CL I 670690692
The Prudential Insurance Company of America	Oppenheimer International Growth A	30.000 BPS and \$0.00 per participant invested in the fund from 1/1/2014 to 12/31/2014	Service Fee	OPPEN INTNL GROW A 68380L100
The Prudential Insurance Company of America	Oppenheimer Main Street Sm- & Mid-Cap A	30.000 BPS and \$0.00 per participant invested in the fund from 1/1/2014 to 12/31/2014	Service Fee	OPPEN MAIN ST MID CAP A 68381F102
The Prudential Insurance Company of America	Oppenheimer Main Street Sm- & Mid-Cap A	30.000 BPS and \$0.00 per participant invested in the fund from 1/1/2014 to 12/31/2014	Service Fee	OPPEN MAIN ST SM/MID CP A 68381F102
The Prudential Insurance Company of America	Prudential Stock Index Fund	13.000 BPS and \$0.00 per participant invested in the fund from 1/1/2014 to 12/31/2014	Service Fee	PRU STOCK INDEX Z 74441F504
The Prudential Insurance Company of America	Victory Small Company Opportunity A	40.000 BPS and \$0.00 per participant invested in the fund from 1/1/2014 to 12/31/2014	Service Fee	VICTORY SM COM OPP FD A 926464835

Generally, indirect compensation is reported on a calendar year basis. Fees are disclosed in basis points (“bps”) and are expressed as annual fee rates on the amount invested. Unless otherwise noted, for plans with non-calendar fiscal years, fee schedules are for the calendar year ending within your plan year. Note for Short Plan Years - The information in this report is based on the prior calendar year. For more current information, please refer to your account documentation or contact your Prudential Client Service Representative.

With the exception of slippage/breakage, any negative dollar amounts in this report represent fee waivers, rebates, or reimbursements.

Securities lending fees, if any, summarize the fees received for the entire investment fund and not your individual plan.

Please note that this report may not include securities lending fee information with respect to investment managers for all funds offered under your plan due to delays by such managers in providing information to Prudential.

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Attachment 1 - Disclosure on Service Providers Receiving Eligible Indirect Compensation

Plan Name	Plan Number	Plan Year Start Date	Plan Year End Date
GENESIS HEALTHCARE SYSTEM 401(K) RETIREMENT PLAN	007600	01/01/2014	12/31/2014
Name of Person/Entity Who Provided Disclosures on Eligible Indirect Compensation	EIN or Address of Entity Who Provided Disclosures on Eligible Indirect Compensation		
The Prudential Insurance Company of America	22-1211670		

Eligible Indirect Compensation

For investment managers of collective trusts offered on the Prudential Retirement platform (including, but not limited to, collective trusts offered through Prudential Retirement Insurance and Annuity Company and Prudential Insurance Company of America separate accounts) who receive securities lending fees, Prudential posts any information that Prudential has received from investment managers regarding their receipt of securities lending fees on the Plan Sponsor website furnished by Prudential for your plan. Prudential will post any such information in the format received from investment managers and without alteration on the Plan Sponsor website as soon as possible. Please contact your Prudential Client Service Representative if you need assistance locating this information on the Plan Sponsor website.

If your report includes slippage/breakage, it is because in certain circumstances (such as trading errors or delays), market trades may occur at times when the security's share price or account's unit value related to the trade is not the price assured to the plan and participants. At the investment fund level, Prudential will net any pricing differences that occur along with other small differences and will either make-up any net loss (reported in this section as a negative number) or retain any net gain that results over the course of the year. The amount reported in this report as slippage/breakage, if any, represents the slippage/breakage incurred for the entire investment fund and not for your individual plan.

For Prudential Retirement Insurance and Annuity Company sub-advised funds, Prudential Insurance Company of America separate accounts, and Prudential Trust Company collective trusts, this report includes soft dollar research compensation and/or disclosures for investment managers who are active as of December 31st.

For investment managers who receive soft dollar research that they can only partially quantify, the soft dollar disclosure language that is populated in the "Amount of Fee or Formula" column may include a subset of the soft dollar research providers, the quantifiable portion of the soft dollar research, and/or a description of the eligibility conditions for the receipt of soft dollars research. Additionally, the top 10 brokers are provided for the portion of research that the investment manager cannot quantify in the "Name of Payor" column.

If all research services are quantifiable, the soft dollar disclosure language that is populated in the "Amount of fee or formula" column will include the amount of soft dollar compensation and may include a subset of the soft dollar research providers and/or soft dollar language. The top 10 brokers that provide soft dollar research are listed in the "Name of Payor" column.

Please contact your Prudential Client Service Representative to obtain a complete list of brokers from whom the manager received soft dollar research.

For investment managers of mutual funds offered on the Prudential Retirement platform (including, but not limited to, mutual funds offered through Prudential Retirement Insurance and Annuity Company and Prudential Insurance Company of America separate accounts) who receive soft dollar research, Prudential posts any information that Prudential has received from investment managers regarding their receipt of soft dollar research on the Plan Sponsor website furnished by Prudential for your plan. Prudential will post any such information in the format received from investment managers and without alteration on the Plan Sponsor website on and after April 30th. Please contact your Prudential Client Service Representative if you need assistance locating this information on the Plan Sponsor website.

For Prudential Retirement Insurance and Annuity Company Alliance funds that may have converted to sub-advised funds during the year, this report includes the fees in effect both before and after the conversion. Please refer to the communications you received for more information regarding which Alliance funds converted and the dates they converted. For plans with IncomeFlex funds, please note that the fees described above include both investment management fees and guarantee fees.

Prudential Retirement Insurance and Annuity Company sub-advised separate accounts use the State Street Bank and Trust Company ("SSB&T"), Short Term Investment Fund ("STIF") for cash management purposes. The income earned by the cash invested in the SSB&T STIF, is net of SSB&T's management fee for the STIF, which is 0.10% on the first \$100M, 0.08% on the next \$400M, and 0.05% thereafter. To determine the daily effective fee rate, this fee schedule is applied to the aggregate STIF cash balance of all participating Prudential Retirement Insurance and Annuity Company separate accounts. The determined daily fee rate is then netted against the daily investment factor, which is then applied to each fund's respective STIF holding position.

For clients invested in the Prudential Trust Company Collective Trust, please refer to the audited financial statements for information on fees collected with respect to underlying mutual fund holdings.

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Attachment 1 - Disclosure on Service Providers Receiving Eligible Indirect Compensation

Plan Name	Plan Number	Plan Year Start Date	Plan Year End Date
GENESIS HEALTHCARE SYSTEM 401(K) RETIREMENT PLAN	007600	01/01/2014	12/31/2014
Name of Person/Entity Who Provided Disclosures on Eligible Indirect Compensation	EIN or Address of Entity Who Provided Disclosures on Eligible Indirect Compensation		
The Prudential Insurance Company of America	22-1211670		

Eligible Indirect Compensation

In “fund-of-funds” arrangements, one “fund-of-funds” separate account invests in other “investment” separate accounts. In some cases, an “investment” separate account invests in mutual fund shares. We report mutual fund management fees, sub-transfer agency fees, 12b-1 fees, securities lending fees, slippage/breakage, and any soft dollar compensation as attributable to the “investment” separate account and not to the “fund-of-funds” separate account.

For plans with an Individually Directed Account (“IDA”), the Variable Rate Savings Account (“VRSA”) balance equals the amount of the IDA deposited in the VRSA, calculated on the basis of the average daily balances for the period. Assumed VRSA Spread is the periodic equivalent of the Federal Funds Rate calculated on the basis of the average daily rate in effect for the period, minus the interest rate credited under the VRSA product, calculated on the basis of the average daily rate in effect for the period.

This report may not summarize all of the eligible indirect compensation associated with your plan. When applicable, we provided (or will provide) you with additional disclosures on other eligible indirect compensation.

The information contained in this report is generally limited to information contained in our ordinary business records. This report, however, may include some limited information that third parties (e.g., sub-advisors and bank collective trusts) provided to us, which we included for your convenience.

If you have questions about the contents of this report, please contact your Prudential Client Service Representative.

The information contained in this document is not covered by the Certification of Reports and is not intended to be certified under 29 CFR 2520.103-5(C).

GENESIS HEALTHCARE SYSTEM 401(k) RETIREMENT PLAN

Financial Statements and Supplemental Information

Year Ended December 31, 2014

GENESIS HEALTHCARE SYSTEM 401(k) RETIREMENT PLAN

I N D E X

Page 1	Independent Auditors' Report. (2 pages)
Page 2	Statements of Net Assets Available for Benefits as of December 31, 2014 and 2013.
Page 3	Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2014.
Page 4	Notes to the Financial Statements. (5 pages)
Page 5	Supplemental Schedule of Assets (Held at End of Year) as of December 31, 2014.



INDEPENDENT AUDITORS' REPORT

To the Retirement Committee
Genesis HealthCare System 401(k) Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Genesis HealthCare System 401(k) Retirement Plan (Plan), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note J, which was certified by The Prudential Insurance Company of America, Nationwide Life Insurance Company and United of Omaha Life Insurance Company, the custodians of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the custodians hold the Plan's investment assets and execute investment transactions. The Plan administrator has obtained a certification from the custodians as of December 31, 2014 and 2013 and for the year ended December 31, 2014, that the information provided to the Plan administrator by the custodians is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

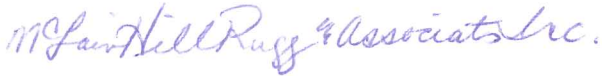
Other Matter

The supplemental schedule of assets (held at year end) as of December 31, 2014, is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodians, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Respectfully submitted,

A handwritten signature in purple ink that reads "McLain Hill Rugg & Associates, Inc.".

McLain, Hill, Rugg & Associates, Inc.
Zanesville, Ohio

October 8, 2015

Genesis HealthCare System 401(k) Retirement Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
As of December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
ASSETS		
Investments at fair value	\$ 4,237,227	\$ 4,055,801
Investments at contract value	3,317,217	2,969,063
Notes receivable from participants	<u>121,451</u>	<u>125,560</u>
TOTAL ASSETS	7,675,895	7,150,424
LIABILITIES		
Excess contributions payable	<u>894</u>	<u>9,906</u>
TOTAL LIABILITIES	<u>894</u>	<u>9,906</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 7,675,001</u>	<u>\$ 7,140,518</u>

Genesis HealthCare System 401(k) Retirement Plan
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the year ended December 31, 2014

	<u>2014</u>
ADDITIONS:	
Additions to net assets attributed to:	
Investment Income:	
Net appreciation in fair value of investments	\$ 206,928
Interest	91,276
Dividends	<u>38,634</u>
	336,838
Interest income on notes receivable from participants	5,419
Contributions:	
Participant	689,164
Employer	168,175
Rollovers	<u>109,121</u>
	<u>966,460</u>
TOTAL ADDITIONS	1,308,717
DEDUCTIONS:	
Deductions from net assets attributed to:	
Benefits paid to participants	772,592
Administrative expenses	<u>1,642</u>
TOTAL DEDUCTIONS	<u>774,234</u>
NET INCREASE	534,483
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	<u>7,140,518</u>
End of year	<u>\$ 7,675,001</u>

**Genesis Healthcare System 401(k) Retirement Plan
NOTES TO THE FINANCIAL STATEMENTS**

NOTE A – DESCRIPTION OF PLAN

The following description of the Genesis HealthCare System (Employer) 401(k) Retirement Plan (Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

1. *General.* The Plan, effective July 1, 1993, is a defined contribution plan with a salary deferral provision subject to Section 401(k) of the Internal Revenue Code. The Plan is sponsored by Genesis HealthCare System and has been adopted by the following related for-profit corporations:

Professionals PRN, Inc. d.b.a. Northside Home Infusion Services
CareEquip, Inc. d.b.a. Northside Pharmacies
Carelife, Inc.
Genesis Medical Group, LLC (non-physician participants only)

The Plan agreement allows for other eligible related companies, with the approval of the Plan sponsor, to adopt the Plan.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan covers all employees, excluding non-resident aliens, electing to participate who are age 18 or older and who work 16 hours or more per week. The Board of Trustees is responsible for oversight of the Plan. The Retirement Committee determines the appropriateness of the Plan's investment offerings, monitors investments performance and reports to the Plan's Board of Trustees.

2. *Contributions.* Each year, participants may contribute up to 50 percent of pretax and/or after-tax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 2 percent of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant. During 2013, the Plan was amended to automatically increase the participant's contribution percentage by 1 percent annually until the contribution percentage reaches 10 percent, or unless the participant elects not to increase their percentage. The Employer contributes to participating employees with one year of service with over 800 hours of compensated time in the completed year a certain percentage based on years of service and up to a 5 percent maximum participant contribution to the Plan. For the years ended December 31, 2014 and 2013, the Employer match percentages are as follows: 1 but less than 5 years of service, 20 percent match; 5 but less than 10 years of service, 40 percent match; 10 or more years of service, 60 percent match. Additional non-elective contribution amounts may be contributed at the option of the Employer's Board of Trustees and are invested in a portfolio of investments as directed by the participant. No Employer non-elective contributions were made to the Plan during the years ended December 31, 2014 and 2013. Contributions are subject to certain IRS limitations.
3. *Participant accounts.* Each participant's account is credited with the participant's contribution and Employer matching contributions, and Employer's non-elective contribution, as well as allocations of the Plan earnings. Participant accounts are charged with an allocation of administrative expenses. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.
4. *Vesting.* Participants are vested immediately in voluntary contributions, Employer contributions, and plan earnings thereon.
5. *Notes receivable from participants.* Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their account balance. The loans are secured by the balance in the participant's account. Loan terms shall be no greater than 5 years except in the case of a loan to acquire a personal residence of the participant. The loan interest rate, determined quarterly, is set at 1 percent above the "bank prime rate", as defined. Principal and interest is paid ratably through bi-weekly payroll deductions.
6. *Payment of benefits.* On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump sum amount equal to the value of the participant's vested interest in his or her account, or monthly, quarterly, or annual installments if subject to lifetime required minimum distributions. A participant may also withdraw all or part of his or her account once they reach age 65 or older or the early retirement date at age 55 or older. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. Upon termination or retirement, if a participant's account balance is \$1,000 or less, it will be automatically rolled over to an IRA, if the participant does not elect to withdraw the funds in the form of a lump sum or rollover the funds to an IRA or other qualified plan.

**Genesis Healthcare System 401(k) Retirement Plan
NOTES TO THE FINANCIAL STATEMENTS**

NOTE B – SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Investments held by a defined contribution plan are required to be reported at fair value, except for fully benefit-responsive investment contracts. Contract value is the relevant measure for the portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants normally would receive if they were to initiate permitted transactions under the terms of the Plan.

Use of Estimates

The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes in those assets and liabilities, and disclosure of contingent assets and liabilities. Actual results may differ from these estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value (except for fully benefit-responsive investment contracts, which are reported at contract value). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Retirement Committee determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians and insurance company. See note C for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2014 or 2013. Delinquent participant loans are recorded as distributions on the basis of the terms of the Plan agreement.

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2014 and 2013 excess contributions to the applicable participants prior to April 15, 2015 and 2014, respectively.

Payments of Benefits

Benefits are recorded when paid.

Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Employer and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through October 8, 2015, the date the financial statements were available to be issued.

Recent Accounting Pronouncement

In July 2015, the FASB issued Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contributions Pension Plans (Topic 962), and Health and Welfare Benefit Plan (Topic 965): I. Fully Benefit Responsive Investment Contracts, II. Plan Investment Disclosures, and III. Measurement Date Practical Expedient (ASU 2015-12). The objective to issuing this Update is to reduce complexity in employee benefit accounting, which is consistent with its Simplification Initiative. The purpose of the Simplification Initiative is to identify, evaluate, and improve areas of generally accepted accounting principles (GAAP) for which costs and complexity can be reduced while maintaining or improving the usefulness of the information provided to the users of financial statements. Under this amendment, fully benefit-responsive investment contracts are measured, presented and disclosed only at contract value; classes of assets are grouped and disclosed by general type; and the disclosure of individual investments that represent 5 percent or more of net assets available are eliminated. The amendments to this Update are effective for fiscal years beginning after December 31, 2015 and early adoption is permitted. The Plan has early adopted this new pronouncement, as of and for the years ended December 31, 2014 and 2013.

**Genesis Healthcare System 401(k) Retirement Plan
NOTES TO THE FINANCIAL STATEMENTS**

NOTE C – FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1	Inputs to the valuation methodology are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Plan can access at the measurement date.
Level 2	Inputs other than quoted prices included with Level 1 that are observable for the asset or liability, either directly or indirectly, such as: <ul style="list-style-type: none"> a. Quoted prices for similar assets or liabilities in active markets b. Quoted prices for identical or similar assets or liabilities in inactive markets c. Inputs other than quoted prices that are observable for the asset or liability d. Inputs that are derived principally from or corroborated by observable market data by correlation or other means. <p>If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.</p>
Level 3	Inputs that are unobservable inputs for the asset or liability.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2014 and 2013.

1. *Mutual funds:* Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the U.S. Securities and Exchange Commission. These funds are required to publish their daily asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.
2. *Pooled separate accounts:* Valued using the actual quoted market prices of similar assets in active or non-active markets, including prices provided by a pricing service, of assets. These assets include domestic and international stock, mutual funds, other pooled separate accounts, short term securities such as commercial paper, and fixed securities.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2014 and 2013. Classification within the fair value hierarchy table is based on the lowest level of any input that is significant to the fair value measurement.

Assets at Fair Value as of December 31, 2014				
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Mutual funds	\$ 3,916,384	\$ —	\$ —	\$ 3,916,384
Pooled separate accounts	—	320,843	—	320,843
Investments at fair value	\$ 3,916,384	\$ 320,843	\$ —	\$ 4,237,227

Assets at Fair Value as of December 31, 2013				
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Mutual funds	\$ 3,782,631	\$ —	\$ —	\$ 3,782,631
Pooled separate accounts	—	273,170	—	273,170
Investments at fair value	\$ 3,782,631	\$ 273,170	\$ —	\$ 4,055,801

Transfers between Levels

For the years ended December 31, 2014, and 2013, there were no significant transfers between Levels 1 and 2 and not transfers in or out of Level 3.

**Genesis Healthcare System 401(k) Retirement Plan
NOTES TO THE FINANCIAL STATEMENTS**

NOTE D– FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS

The Plan holds a portfolio of investment contracts that comprises a traditional investment contract. These contracts meet the fully benefit-responsive investment contract criteria and therefore are reported at contract value. Contract value is the relevant measure for fully benefit-responsive investment contracts because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. Contract value represents contributions made under each contract, plus earnings, less participant withdrawals, and administrative expenses. The following represents the disaggregation of contract value between types of investments held by the Plan.

	2014	2013
Traditional investment contract	\$ 3,317,217	\$ 2,969,063
Total	<u>\$ 3,317,217</u>	<u>\$ 2,969,063</u>

The traditional investment contract held by the Plan is a guaranteed investment contract. The contract issuer is contractually obligated to repay the principal and interest at a specified interest rate that is guaranteed to the Plan. The crediting rate is based on a formula established by the contract issuer but not be less than 3 percent. The crediting rate is reviewed on a quarterly basis for resetting. The contract cannot be terminated before the scheduled maturity date.

The Plan's ability to receive amounts due in accordance with fully benefit-responsive investment contracts is dependent on the third-party issuer's ability to meet its financial obligations. The issuer's ability to meet its contractual obligations may be affected by future economic and regulatory developments.

Certain events might limit the ability of the Plan to transact at contract value with the contract issuer. These events may be different under each contract. Examples of such events include the following:

1. The Plan's failure to qualify under Section 401(a) of the Internal Revenue Code or the failure of the trust to be tax-exempt under Section 501(a) of the Internal Revenue Code
2. Premature termination of the contracts
3. Plan termination or merger
4. Changes to the Plan's prohibition on competing investment options
5. Bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spinoffs of a subsidiary) that significantly affect the Plan's normal operations.

No events are probable of occurring that might limit the ability of the Plan to transact at contract value with the contract issuers and that also would limit the ability of the Plan to transact at contract value with the participants.

In addition, certain events allow the issuer to terminate the contracts with the Plan and settle at an amount different from the contract value. Those events may be different under each contract. Examples of such events include the following:

1. An uncured violation of the Plan's investment guidelines
2. A breach of material obligation under the contract
3. A material misrepresentation
4. A material amendment to the agreements without the consent of the issuer.

NOTE E – RELATED-PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by The Prudential Insurance Company of America (Prudential) and Nationwide Life Insurance Company (Nationwide). Prudential and Nationwide are custodians as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees incurred and paid directly by the Plan for the investment management services are included in net appreciation in fair value of the investment. The Plan Sponsor pays directly any other fees related to the Plan's operations.

The Plan administrator is an employee of related affiliate company and does not participate in the Plan.

NOTE F – PLAN TERMINATION

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100 percent vested in their employer contributions.

Genesis Healthcare System 401(k) Retirement Plan
NOTES TO THE FINANCIAL STATEMENTS

NOTE G – TAX STATUS

The IRS has determined and informed The Prudential Insurance Company of America by a letter dated March 31, 2008, that the Prototype Non-standardized Profit Sharing Plan, in effect, is acceptable under section 401 of the Internal Revenue Code (IRC) for use by the Employer for the benefit of their employees. The letter states that the IRC opinion on the acceptability of the form of the plan is not a ruling or determination as to whether an employer's plan qualifies under Code Section 401(a). However, an employer that adopts this plan may rely on this letter with respect to the qualification of its plan number Code Section 401(a). Although the Plan has been amended since receiving the determination letter and due to the qualification of the prototype document abovementioned, the plan administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

NOTE H – RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE I – INFORMATION PREPARED AND CERTIFIED BY CUSTODIANS

The following information included in the accompanying financial statements and supplemental schedule were obtained from data that has been prepared and certified to as complete and accurate by the custodians.

	December 31,	
	2014	2013
Investments, participant directed, at fair value:		
Prudential Investments		
Mutual Funds	\$ 3,916,384	\$ 3,782,631
Guaranteed Investment Contract	3,278,692	2,931,674
Pooled Separate Accounts	188,078	152,928
Notes receivable from participants	121,451	125,560
United of Omaha		
Guaranteed Investment Contract	38,525	37,389
Nationwide Insurance Co.		
Pooled Separate Accounts	132,765	120,242
Total Assets	<u>\$ 7,675,895</u>	<u>\$ 7,150,424</u>
Investment Income, net of expenses	<u>\$ 336,838</u>	<u>\$ 924,462</u>

PARTY IN INTEREST - X
IDENTITY -
DESCRIPTION -
COST - 0
CURRENT VALUE - 0