

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 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2016 This Form is Open to Public Inspection
---	--	---

Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</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.)	
	☒ 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 ☐ special extension (enter description)	☐ automatic extension ☐ the DFVC program

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>GENESIS HEALTHCARE SYSTEM EMPLOYEE'S RETIREMENT PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>001</u>
		1c	Effective date of plan <u>09/04/1983</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>GENESIS HEALTHCARE SYSTEM</u> <u>2951 MAPLE AVENUE</u> <u>ZANESVILLE, OH 43701-1406</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.	10/12/2017	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
SIGN HERE			
	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)			Preparer's telephone number

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2016)
v. 160205

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
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 3032
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) 1206 6a(2) 1082 6b 870 6c 914 6d 2866 6e 67 6f 2933 6g 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: 1A 1C 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) ☐ 0 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 2016 Form M-1 annual report. If the plan was not required to file the 2016 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 SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
--	--	---

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>GENESIS HEALTHCARE SYSTEM EMPLOYEE'S RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>GENESIS HEALTHCARE SYSTEM</u>	D Employer Identification Number (EIN) <u>31-1480941</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2016</u>	
2 Assets:	
a Market value	2a <u>65140089</u>
b Actuarial value	2b <u>68277198</u>
3 Funding target/participant count breakdown	(1) Number of participants (2) Vested Funding Target (3) Total Funding Target
a For retired participants and beneficiaries receiving payment.....	<u>940</u> <u>35203974</u> <u>35203974</u>
b For terminated vested participants.....	<u>908</u> <u>15965562</u> <u>15965562</u>
c For active participants.....	<u>1206</u> <u>31906584</u> <u>31906584</u>
d Total.....	<u>3054</u> <u>83076120</u> <u>83076120</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.13%</u>
6 Target normal cost.....	6 <u>644192</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>10/12/2017</u>
	Signature of actuary	Date
<u>SUSAN J. FEIGHTNER</u>	Type or print name of actuary	<u>17-08170</u>
<u>CONDUENT HR CONSULTING, LLC</u>	Firm name	Most recent enrollment number
<u>11 STANWIX STREET</u> <u>SUITE 700</u> <u>PITTSBURGH, PA 15222-1312</u>	Address of the firm	<u>412-281-2506</u>
		Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2016
v. 160205

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>0.25</u> %	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		320512
b(1)	Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.32</u> %		20256
b(2)	Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c	Total available at beginning of current plan year to add to prefunding balance		340768
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	82.18%
15	Adjusted funding target attainment percentage	15	82.18%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	83.55%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2016	372117	0			
07/15/2016	372117	0			
10/14/2016	372117	0			
01/13/2017	372117	0			
03/24/2017	1400000	0			
			Totals ▶	18(b)	2888468
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	2733033
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?		☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?		☒ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost					
21	Discount rate:					
a	Segment rates:	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;">1st segment: 4.43%</td> <td style="width: 33%;">2nd segment: 5.91%</td> <td style="width: 33%;">3rd segment: 6.65%</td> </tr> </table>	1st segment: 4.43%	2nd segment: 5.91%	3rd segment: 6.65%	☐ N/A, full yield curve used
1st segment: 4.43%	2nd segment: 5.91%	3rd segment: 6.65%				
b	Applicable month (enter code)	21b	4			
22	Weighted average retirement age	22	64			
23	Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute					
Part VI	Miscellaneous Items					
24	Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No					
25	Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No					
26	Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No					
27	If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.	27				
Part VII	Reconciliation of Unpaid Minimum Required Contributions For Prior Years					
28	Unpaid minimum required contributions for all prior years	28	0			
29	Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0			
30	Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0			
Part VIII	Minimum Required Contribution For Current Year					
31	Target normal cost and excess assets (see instructions):					
a	Target normal cost (line 6)	31a	644192			
b	Excess assets, if applicable, but not greater than line 31a	31b	0			
32	Amortization installments:	Outstanding Balance	Installment			
a	Net shortfall amortization installment	14798922	1655588			
b	Waiver amortization installment	0	0			
33	If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33			
34	Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)		34			
			2299780			
	Carryover balance	Prefunding balance	Total balance			
35	Balances elected for use to offset funding requirement	0	0			
36	Additional cash requirement (line 34 minus line 35)		36			
			2299780			
37	Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)		37			
			2733033			
38	Present value of excess contributions for current year (see instructions)					
a	Total (excess, if any, of line 37 over line 36)	38a	433253			
b	Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0			
39	Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39			
			0			
40	Unpaid minimum required contributions for all years		40			
			0			
Part IX	Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)					
41	If an election was made to use PRA 2010 funding relief for this plan:					
a	Schedule elected ☐ 2 plus 7 years ☒ 15 years					
b	Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☒ 2010 ☒ 2011					
42	Amount of acceleration adjustment	42	0			
43	Excess installment acceleration amount to be carried over to future plan years	43	0			

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
		2016
		This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning **01/01/2016** and ending **12/31/2016**

A Name of plan GENESIS HEALTHCARE SYSTEM EMPLOYEE'S RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 001
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	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 PNC BANK N.A.

25-1211909

(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

(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

(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

(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

(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

(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)

MARQUETTE ASSOCIATES, INC

36-3485298

(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?
28 50 51	NONE	45000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PNC BANK N.A.

25-1211909

(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?
28 50 51	NONE	30865	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

RYAN LABS, INC

13-3451974

(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?
28 50 51	NONE	30000	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)

VAUGHAN NELSON INVESTMENT MGMT, LP

04-3304963

(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?
28 50 51	NONE	23043	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ACADIAN GLOBAL

26-2107163

(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?
28 50 51	NONE	22924	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ROBERT BAIRD & CO

39-6037917

(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?
28 50 51	NONE	16024	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)

PARAMETRIC PORTFOLIO ASSOCIATES LLC

45-2531297

(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?
28 50 51	NONE	5836	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
(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
(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
(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
(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
(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:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration		DFE/Participating Plan 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 2016 This Form is Open to Public Inspection.	
For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016					
A Name of plan GENESIS HEALTHCARE SYSTEM EMPLOYEE'S RETIREMENT PLAN				B Three-digit plan number (PN) ▶ 001	
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: PARAMETRIC DEFENSIVE EQUITY FUND					
b Name of sponsor of entity listed in (a): PARAMETRIC PORTFOLIO ASSOCIATES LLC					
c EIN-PN 45-2531297-001		d Entity code E		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3272681	
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)	
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)	

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule D (Form 5500) 2016 v.160205

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)**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) Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
---	--	--

For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>		
A Name of plan <u>GENESIS HEALTHCARE SYSTEM EMPLOYEE'S RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</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
---------------	--------------------------------------

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) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	159838	288306
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	1772117
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	94309	91384
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	813400	2216915
(2) U.S. Government securities	1c(2)	2695462	3141298
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)	8436152	8208558
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)	5026994	5353200
(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)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	3272681
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	22580145	24491940
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	25333789	17212867

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(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	65140089	66049266

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	65140089	66049266
---	-----------	----------	----------

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)	2888468	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2888468
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	524	
(B) U.S. Government securities	2b(1)(B)	13868	
(C) Corporate debt instruments	2b(1)(C)	324585	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	13958	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		352935
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	590680	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		590680
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	15566415	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	13141530	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		2424885
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	235869	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		235869

		(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)		
(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)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		6492837

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5453420	
(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)		5453420
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)		
(3) Investment advisory and management fees.....	2i(3)	130240	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		130240
j Total expenses. Add all expense amounts in column (b) and enter total	2j		5583660

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		909177
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: PLANTE & MORAN, PLLC

(2) EIN: 38-1357951

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.)	4c		X	
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.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		2000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
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?	4g		X	
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?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
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.)	4j	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	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			
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 4008201. (See instructions.)

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

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 sections 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 2016 This Form is Open to Public Inspection.
---	---	--

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>GENESIS HEALTHCARE SYSTEM EMPLOYEE'S RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</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
---------------	----------------------

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	<u>0</u>
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>25-1211909</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	<u>77</u>

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.)
----------------	---

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
-----------------	-------------------

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
--	-----------------------------------	-----------------------------------	-------------------------------	--

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.
----------------	---

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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

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: <u>57.0</u> % Investment-Grade Debt: <u>17.0</u> % High-Yield Debt: <u>0.0</u> % Real Estate: <u>2.0</u> % Other: <u>24.0</u> % 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):

Part VII	IRS Compliance Questions
-----------------	---------------------------------

20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No
22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter / / and the serial number .	
22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter / / .	

Genesis HealthCare System Employees' Retirement Plan

**Financial Report
December 31, 2016**

Genesis HealthCare System Employees' Retirement Plan

Contents

Report Letter	1-2
Statement of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5-13
Schedule of Assets Held at End of Year	Schedule 1
Schedule of Reportable Transactions	Schedule 2

Independent Auditor's Report

To the Plan Administrator
Genesis HealthCare System
Employees' Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Genesis HealthCare System Employees' Retirement Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2016 and 2015 and the related statement of changes in net assets available for benefits for the years then ended, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit 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 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by PNC Bank NA (the "Trustee"), except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds certain of the Plan's investment assets and executes certain of the related transactions. The plan administrator has obtained certifications from the Trustee as of December 31, 2016 and 2015 and for the years then ended that the information provided to the plan administrator by the Trustee is complete and accurate.

To the Plan Administrator
Genesis HealthCare System
Employees' Retirement Plan

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.

Emphasis of Matter

As explained in Note 7, the financial statements include investments valued at approximately \$20,486,000 (31 percent of net assets) at December 31, 2016 and \$25,334,000 (39 percent of net assets) at December 31, 2015, whose fair values have been estimated by management in the absence of readily determinable market values. Our opinion is not modified with respect to this matter.

Other Matter

The supplemental schedules of assets held at end of year as of December 31, 2016 and reportable transactions for the year ended December 31, 2016 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are 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 these supplemental schedules.

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 schedules, other than that derived from the information certified by the Trustee, 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 ERISA.

Plante & Moran, PLLC

Columbus, Ohio
October 9, 2017

Genesis HealthCare System Employees' Retirement Plan

Statement of Net Assets Available for Benefits

	December 31, 2016	December 31, 2015
Assets		
Investments at fair value:		
Mutual funds	\$ 24,491,940	\$ 22,580,145
Money market fund	2,216,915	813,400
U.S. government securities and agency obligations	3,141,298	2,695,462
Common stock	5,353,200	5,026,994
Corporate bonds and notes	8,208,558	8,436,152
Investments in limited partnerships	20,485,548	25,333,789
Total investments at fair value	63,897,459	64,885,942
Contributions receivable	1,772,117	-
Accrued income	91,384	94,309
Cash	288,306	159,838
Net Assets Available for Benefits	\$ 66,049,266	\$ 65,140,089

Genesis HealthCare System Employees' Retirement Plan

Statement of Changes in Net Assets Available for Benefits

	Year Ended	
	December 31, 2016	December 31, 2015
Additions to Net Assets		
Contributions	\$ 2,888,468	\$ 1,869,144
Investment income (loss):		
Interest and dividends	943,615	971,822
Net realized and unrealized gains (losses) on investments	2,660,754	(709,109)
Total additions	6,492,837	2,131,857
Deductions from Net Assets		
Benefits paid directly to participants or beneficiaries	5,453,420	5,828,165
Administrative expenses	130,240	114,096
Total deductions	5,583,660	5,942,261
Net Increase (Decrease)	909,177	(3,810,404)
Net Assets Available for Benefits		
Beginning of year	65,140,089	68,950,493
End of year	<u><u>\$ 66,049,266</u></u>	<u><u>\$ 65,140,089</u></u>

Genesis HealthCare System Employees' Retirement Plan

Notes to Financial Statements December 31, 2016 and 2015

Note 1 - Plan Description

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

General - The Plan is a noncontributory defined benefit plan which covers all employees of Genesis HealthCare System (the "Hospital") who meet certain requirements as described in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan is a cash balance defined benefit pension plan, which reports accrued benefits to participants in the form of hypothetical individual account balances. Account balances are increased each year by a percentage, based on the sum of age plus service, of the employee's compensation plus an investment credit rate determined annually, based on the greater of average yield of the five-year treasury bond over the last quarter of the preceding year or 5 percent.

The Plan's board of trustees has amended the Plan to freeze benefit accruals for those participants that were under age 50 on June 30, 2011 (the "Nongrandfathered Participants"). Nongrandfathered Participants who are in active employment on June 30, 2011 will be credited with a half year of accrual service for 2011, provided they have completed 400 hours of service on or before June 30, 2011 in the 2011 plan year.

The board also amended the Plan to change the benefit formula on and after July 1, 2011, for those participants who are age 50 and older on June 30, 2011 (the "Grandfathered Participants"). For Grandfathered Participants, the new formula will apply for accruals on and after July 1, 2011. Applicable index factor (as defined in the Plan) or the minimum interest crediting rate, on accruals earned on and after July 1, 2011 shall be 3 percent and for accruals earned on or before June 30, 2011, the minimum interest crediting rate will remain 5 percent.

The board also amended the Plan to fully vest all active participants in the Plan as of June 30, 2011.

Eligibility and Vesting - Employees become participants in the Plan following completion of the eligibility requirements described in the plan document and are fully vested for normal retirement benefits after five years of service; however, as noted above, all became fully vested for normal retirement benefits as of June 30, 2011.

Genesis HealthCare System Employees' Retirement Plan

Notes to Financial Statements December 31, 2016 and 2015

Note 1 - Plan Description (Continued)

Funding - All contributions to the Plan are made by the Hospital. The Hospital's funding policy is to make annual contributions to the Plan of amounts that are based on an actuarial calculation of the Plan's normal cost for the year, plus amortization of past service cost over 30 years such that all employees' benefits will be fully provided for by the time they retire. The Plan has met the ERISA minimum funding requirements. No participant contributions are permitted.

Payment of Benefits - Distributions are payable upon retirement, death, disability, or termination of employment in the form of a lump-sum amount equal to the vested value of the participant's accumulated plan benefits if less than \$5,000 or in various installment annuities.

Party-in-interest Transactions - Certain plan assets are in investment funds managed by PNC Bank NA and Morgan Stanley Smith Barney LLC, or their affiliates. PNC Bank NA and Morgan Stanley Smith Barney LLC are the trustees of the Plan; therefore, these transactions qualify as party-in-interest transactions as defined under ERISA guidelines.

Note 2 - Summary of Significant Accounting Policies

Investment Valuation - The Plan's investments are stated at fair value.

The U.S. government securities and agency obligations and corporate bonds and notes are valued using quoted market prices or other market data for the same or comparable instruments and transactions in establishing the prices, discounted cash flow models, and other pricing models. These models are primarily industry-standard models that consider various assumptions, including time value and yield curve as well as other relevant economic measures. Investments in private equity, venture capital, and hedge fund partnerships are valued at net asset value per share (or its equivalent) based on audited financial statements of the funds, where available, with adjustments to account for partnership activity and other applicable valuation adjustments. The money market fund is valued at fair value based on its outstanding balance. Common stock and mutual funds are valued based on quoted market prices. See Note 7 for additional information.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Benefit Payments - Benefits are recorded when paid.

Administrative Expenses - Various administrative costs are paid by the Hospital.

Genesis HealthCare System Employees' Retirement Plan

Notes to Financial Statements December 31, 2016 and 2015

Note 2 - Summary of Significant Accounting Policies (Continued)

Actuarial Present Value of Accumulated Plan Benefits - Accumulated plan benefits are those future periodic payments that are attributable, under the Plan's provisions, to the service employees have rendered. These include benefits expected to be paid to:

- a. Retired or terminated employees or their beneficiaries
- b. Beneficiaries of employees who have died
- c. Present employees or their beneficiaries

Benefits for retired or terminated employees or their beneficiaries are based on the employee's number of years of credited service and compensation during years of employment. The accumulated plan benefits for active employees are based on their compensation for that respective plan year and the number of years of credited service. Benefits payable under all circumstances - retirement, death, disability, and termination of employment - are included to the extent they are deemed attributable to employee service rendered through the valuation date.

Actuarial Assumptions - The actuarial present value of accumulated plan benefits is determined by an actuary from Buck Consultants, Inc. and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and probability of payment between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the valuation of the Plan at January 1, 2016 are summarized as follows:

Actuarial cost method	Projected Unit Credit
Assumed rate of return	7.50 percent - 2016
Discount rate	7.50 percent - 2016
Mortality basis	RP-2000 Mortality Table, projected 10 years, scale BB
Retirement age	65

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

Genesis HealthCare System Employees' Retirement Plan

Notes to Financial Statements December 31, 2016 and 2015

Note 2 - Summary of Significant Accounting Policies (Continued)

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties - Contributions to the Plan and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics. Due to the changing nature of these assumptions, it is at least reasonably possible that changes in these assumptions will occur in the near term and, due to the uncertainties inherent in setting assumptions, that the effect of such changes could be material to the financial statements. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. 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 the financial statements.

Subsequent Events - The financial statements and related disclosures include evaluation of events up through and including October 9, 2017, which is the date the financial statements were available to be issued.

Note 3 - Unaudited Information

PNC Bank NA (PNC) holds the Plan's investments, other than investments in limited partnerships, and executes related investment transactions. The investment balances and related investment results included in the accompanying financial statements and schedule of assets held at end of year, other than certain investments in limited partnerships, are based solely on information provided by PNC.

The Plan's investments in limited partnerships totaling \$20,485,548 and \$25,333,789 at December 31, 2016 and 2015, respectively, and related investment activity of \$4,848,241 for the year ended December 31, 2016 was not certified by PNC Bank NA.

Genesis HealthCare System Employees' Retirement Plan

Notes to Financial Statements December 31, 2016 and 2015

Note 4 - Accumulated Plan Benefits

The actuarial present value of accumulated plan benefits is determined by consulting actuaries, Buck Consultants, Inc. The calculations of the estimated present value of accumulated plan benefits attributable to participants in the Plan, which were made as of and for the beginning of the plan year, are as follows:

Actuarial present value of accumulated plan benefits -

Vested benefits:

For retired participants and beneficiaries receiving payments	\$ 32,243,341
For terminated vested participants and deferred disabled	13,134,665
For active participants	<u>26,413,296</u>

Total actuarial present value of accumulated plan benefits	<u>\$ 71,791,302</u>
--	----------------------

Actuarial present value of accumulated plan benefits - Beginning of year \$ 71,324,512

Increase (decrease) during the year attributable to:

Benefits accumulated	1,029,394
Interest earnings	5,134,733
Benefits paid	(5,828,165)
Assumption changes	<u>130,828</u>

Net increase	<u>466,790</u>
--------------	----------------

Actuarial present value of accumulated plan benefits - End of year	<u>\$ 71,791,302</u>
--	----------------------

During 2016, the RP-2000 mortality tables were used and projected 10 years from the valuation date with scale BB. This resulted in an increase to accumulated plan benefits as outlined in the above table.

Note 5 - Plan Termination

Should the Plan terminate at some future time, its net assets generally will not be available on a pro-rata basis to provide participants' benefits. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed by the Pension Benefit Guaranty Corporation (PBGC) at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guarantee while other benefits may not be provided for at all.

Genesis HealthCare System Employees' Retirement Plan

Notes to Financial Statements December 31, 2016 and 2015

Note 6 - Tax Status

The Plan has received a determination letter from the Internal Revenue Service indicating that the Plan, as designed, is qualified for tax-exempt treatment under the applicable section of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, management believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Note 7 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Plan's assets measured at fair value on a recurring basis at December 31, 2016 and 2015.

Level 1 - Fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access.

Level 2 - Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets, quoted prices for identical or similar assets in markets that are not active, and inputs other than quoted prices that are observable for the asset.

Level 3 - Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset.

In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

Genesis HealthCare System Employees' Retirement Plan

Notes to Financial Statements December 31, 2016 and 2015

Note 7 - Fair Value Measurements (Continued)

Assets Measured at Fair Value on a Recurring Basis at December 31, 2016

	Investments (at Fair Value)	Level 1	Level 2	Level 3
Mutual funds	\$ 24,491,940	\$ 24,491,940	\$ -	\$ -
Common stock	5,353,200	5,353,200	-	-
Money market funds	2,216,915	-	2,216,915	-
Debt securities	11,349,856	-	11,349,856	-
Total	43,411,911	\$ 29,845,140	\$ 13,566,771	\$ -
Investments measured at NAV - Investment in limited partnerships	20,485,548			
Total investments at fair value	\$ 63,897,459			

Assets Measured at Fair Value on a Recurring Basis at December 31, 2015

	Investments (at Fair Value)	Level 1	Level 2	Level 3
Mutual funds	\$ 22,580,145	\$ 22,580,145	\$ -	\$ -
Common stock	5,026,994	5,026,994	-	-
Money market funds	813,400	-	813,400	-
Debt securities	11,131,614	-	11,131,614	-
Total	39,552,153	\$ 27,607,139	\$ 11,945,014	\$ -
Investments measured at NAV - Investment in limited partnerships	25,333,789			
Total investments at fair value	\$ 64,885,942			

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the end of the reporting period. There were no significant transfers between levels of the fair value hierarchy during 2016 and 2015.

Genesis HealthCare System Employees' Retirement Plan

Notes to Financial Statements December 31, 2016 and 2015

Note 7 - Fair Value Measurements (Continued)

Investments in Entities that Calculate Net Asset Value per Share

The Plan holds shares or interests in investment companies at year end whereby the fair value of the investment held is estimated based on the net asset value per share (or its equivalent) of the investment company.

At year end, the fair value, unfunded commitments, and redemption restrictions of those investments are as follows:

	December 31, 2016	December 31, 2015	Unfunded Commitments at December 31, 2016	Redemption Frequency, if Eligible	Redemption Notice Period
	Fair Value	Fair Value			
Pointer Offshore III, Ltd. (1)	\$ -	\$ 4,847,343	\$ -	Annually	105 days
Weatherlow Offshore Fund II LTD Class IA (2)	4,165,900	4,127,897	-	Quarterly	45 days
Hamilton Lane Private Equity Offshore Fund VI, LP (3)	678,087	710,807	131,132	-	-
Stepstone Private Equity Partner Offshore II, LP	253,995	335,492	137,913	-	-
CSFB Private Equity Partners III, LP (3)	-	132,151	-		
Citigroup Real Estate Partners II, LP (4)	508,211	688,440	157,500	Quarterly	65 days
Penn Square Global Real Estate Fund I, LP	381,417	542,362	495,000		
SkyBridge Multi-Advisor Hedge Fund Portfolios, LLC (5)	4,595,693	4,705,148	-	Quarterly	65 days
Clifton Defensive Equity Fund (6)	3,272,682	3,061,273	-		
Acadian Global Managed Volatility Equity Fund, LLC (7)	6,629,563	6,182,876	-		
Total	\$ 20,485,548	\$ 25,333,789	\$ 921,545		

- (1) The Pointer Offshore Fund is a medium-volatility hedge fund of funds that invests primarily in long and short equities.
- (2) The Weatherlow Offshore Fund is a medium-volatility hedge fund of funds that invests primarily in general equities and credit markets.

Genesis HealthCare System Employees' Retirement Plan

Notes to Financial Statements December 31, 2016 and 2015

Note 7 - Fair Value Measurements (Continued)

- (3) These funds are medium-volatility funds of funds that invest primarily in unlisted companies (companies that are not traded on public exchanges), or in some cases, listed companies are purchased and taken private. The underlying equity investments are considered to be illiquid. Commitments are generally funded in stages as the underlying investment managers make capital calls when an investment opportunity arises. It may take several years for commitments to become fully funded. Capital is returned to investors as these investment managers liquidate underlying investments.
- (4) These funds are medium-volatility funds of funds that invest primarily in private real estate that is illiquid in nature. Private real estate encompasses a broad array of globally diversified strategies and securities.
- (5) The SkyBridge Multi-Advisor Hedge Fund Portfolios LLC is a medium-volatility hedge fund of funds that invests primarily in short equities.
- (6) The Clifton Defensive Equity Fund employs an options based strategy that utilizes a fully covered option strangle (selling out-of-the-money put and call options).
- (7) The Acadian Global Fund seeks to achieve a volatility level considerably less than the volatility level of the global equity market while providing market-like or above-market returns over full market cycles.

Genesis Healthcare System Employees' Retirement Plan

Schedule of Assets Held at End of Year Form 5500, Schedule H, Line 4i EIN 31-1480941, Plan No. 001 December 31, 2016

Description of Assets	Maturity Date	Shares/ Face Value	Cost	Market/ Current Value
Money market fund - PNC Money Market Fund		2,216,915	\$ 2,216,915	\$ 2,216,915
U.S. government securities and agency obligations:				
United States Treas Sec Strips 00.000% Due 02/15/2040	02/15/2040	245,000	70,904	117,884
US Treasury Note 3.0% Due 11/15/2045	11/15/2045	100,000	107,553	98,633
US Treasury Note 2.5% Due 5/15/2046	5/15/2046	145,000	147,543	128,857
US Treasury Note 1.625% Due 2/15/2026	2/15/2026	70,000	68,688	65,407
US Treasury Note 0.75% Due 4/30/2018	4/30/2018	30,000	29,925	29,902
US Treasury Note 0.875% Due 5/15/2019	5/15/2019	30,000	29,850	29,713
US Treasury Note 1.125% Due 7/31/2021	7/31/2021	25,000	25,007	24,166
US Treasury Note 1.125% Due 10/31/2021	10/31/2021	5,000	4,892	4,848
US Treasury Note 1.50% Due 10/31/2023	10/31/2023	85,000	83,267	81,776
US Treasury Note 1.625% Due 11/30/2021	11/30/2021	30,000	29,776	29,776
US Treasury Note 1.25% Due 8/31/2021	8/31/2021	75,000	74,848	72,466
USA TREASURY STRIP 00.000% DUE 05/15/2039	05/15/2039	150,000	62,556	74,236
USA TREASURY STRIP 00.000% DUE 02/15/2045	2/15/2045	118,923	118,923	121,950
USA TREASURY STRIPS ZERO COUPON DUE 05/15/2041	05/15/2041	735,000	279,682	338,151
STRIPS 00.000% DUE 08/15/2040	08/15/2040	125,000	51,900	59,049
STRIPS USGN ZERO CPN DUE 05/15/2040	05/15/2040	325,000	98,421	154,895
United States Treas Sec Strips 00.000% Due 05/15/2036	05/15/2036	550,000	242,638	306,383
United States Treas Sec Strips 00.000% Due 08/15/2037	08/15/2037	350,000	155,046	185,951
United States Treas Sec Strips 00.000% Due 08/15/2035	08/15/2035	375,000	184,601	214,477
United States Treas Sec Strips 00.000% Due 8/15/2038	8/15/2038	175,000	74,965	89,582
US Treasury Bond Strip 0.00% Due 11/15/2038	11/15/2038	325,000	129,561	163,816
US Treasury Strips 0.00% Due 2/15/2042	2/15/2042	325,000	37,665	44,634
US Treasury Notes Strips 0.00% Due 8/15/2042	8/15/2042	325,000	123,012	142,350
United States Treas Sec Strip 00.00% Due 02/15/2037	02/15/2037	695,000	329,055	376,127
US Treasury Bond Strip 0.00% Due 05/15/2044	05/15/2044	250,000	102,560	104,187
US Treasury Bond Strip 00.00% Due 11/15/2044	11/15/2044	200,000	80,186	82,082
Total U.S. government securities and agency obligations			2,743,024	3,141,298
Corporate bonds and notes:				
Actavis Funding SCS		90,000	94,160	91,351
Alibaba Group Holding		25,000	25,385	25,112
America Movil SAB		100,000	104,453	98,471
Americredit Automobile Rec Due 12/18/2022		80,000	79,984	78,622
Ameriprise Financial Inc		50,000	50,333	47,720
Anheuser-Busch		90,000	89,089	94,668
Anheuser-Busch		80,000	83,310	81,215
Apple Inc		90,000	90,605	92,459
Applied Materials Inc		40,000	49,098	47,878
AT&T Inc		81,000	75,470	72,173
AT&T Inc		110,000	104,309	105,470
Bank of America Corp 5.625% Due 07/01/2020		95,000	93,587	98,959
Bank of America Corp 5.875% Due 01/05/2021		60,000	65,876	66,803
Bank of NY Mellon Corp		40,000	40,256	39,260
Bay Area Toll Authority California Build America Bonds		30,000	40,396	40,756
Bear Stearns Co Inc		30,000	34,746	31,747
Berkshire Hathaway Fin		70,000	71,560	75,442
Berkshire Hathaway Fin		85,000	82,577	86,002
BNP Paribas		95,000	95,387	95,746
BP Capital Markets PLC		80,000	82,029	78,134
BP Capital markets PLC 2.750% Due 5/10/2023		10,000	9,550	9,817
California Build America Bonds		70,000	95,507	103,951
Capital Auto Receivable		120,000	120,000	122,856
Capital One		50,000	50,020	49,431
CDP Financial 4.40% Due 11/25/2019		85,000	95,179	90,679
Celgene Corp		90,000	86,966	94,090
Chevron Corp 3.191% Due 6/24/2023		50,000	48,086	51,214
Cisco Systems Inc		50,000	50,143	47,555
Citigroup Inc Due		45,000	45,539	44,897
CNOOC Finance LTD		100,000	100,745	96,520
Comcast Corp 4.250% Due 1/15/2033		65,000	65,866	67,643
Common Mortgage Trust 4.501% Due 3/10/2046		140,000	125,119	126,834
Common Mortgage Trust 5.182% Due 3/10/2047		110,000	105,059	92,180
Commonwealth Edison 3.80% Due 10/01/2042		45,000	44,657	43,173
Conoco Inc 6.950% Due 4/15/2029		75,000	95,862	94,317
Cons Edison Co of NY		50,000	55,522	52,055
CR Bard Inc		75,000	76,685	80,284
Electricite De France Sa Sedol BYWM3z7 ISIN US268317AS33 03.625% Due 10/13/2045		25,000	26,806	25,294
Energy Transfer Partners Sr Unsecured 07.500% Due 07/01/2038		70,000	76,255	81,163

Genesis Healthcare System Employees' Retirement Plan

Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4i EIN 31-1480941, Plan No. 001 December 31, 2016

Description of Assets	Maturity Date	Shares/ Face Value	Cost	Market/ Current Value
Corporate bonds and notes (continued):				
Fanniemae-Aces 2.502% Due 12/25/2024		50,000	\$ 49,375	\$ 48,168
Florida Power & Light Co		65,000	80,700	76,581
Fluor Corp 3.375% Due 9/15/2021		50,000	50,975	51,283
FMR LLC SR UNSEC 06.500% DUE 12/14/2040		61,000	67,024	75,138
Ford Motor Credit 5.875% Due 8/2/2021		100,000	101,835	100,562
France Telecom SA 4.125% Due 9/14/2021		60,000	61,948	63,355
Franklin Resources Inc Due 09/15/2022		100,000	98,971	100,195
GE Capital Intl Funding		65,000	74,234	68,114
General Electric Cap Corp 4.50% Due 03/11/2044		55,000	62,369	59,041
General Electric CAP Corp Due 03/15/2032		75,000	91,486	99,835
Gilead Sciences Inc		65,000	65,500	62,326
Goldman Sachs Group Inc		90,000	102,639	99,772
Goldman Sachs Group Inc		75,000	87,725	84,316
Home Depot Inc 3.75% Due 2/15/2024		95,000	98,705	100,014
Huntington Bancshares		50,000	50,845	50,487
Intel Corp 3.70% Due 07/29/2025		100,000	101,975	105,476
Intel Corp 4.90% Due 07/29/2045		90,000	92,903	100,681
John Deere Capital Corp		50,000	50,039	48,064
JP Morgan Chase & Company Due 01/15/2018		75,000	80,842	78,235
JP Morgan Chase & Company Due 09/23/2022		120,000	122,522	121,355
JP Morgan Chase & Company Due 10/15/2020		45,000	43,238	47,621
JPMBB Commercial Mortgage 4.240% Due 10/15/2048		100,000	100,153	89,003
Keycorp		90,000	99,525	98,418
Kinder Morgan Ener Part Sr Unsec 06.500% Due 09/01/2039		50,000	51,646	54,897
Lowes Companies Inc		65,000	67,386	66,074
Lowes Companies Inc		50,000	50,390	46,672
Lyondellbasell Ind 5.00% Due 4/15/2019		95,000	103,117	100,382
Markel Corporation		40,000	43,862	43,150
Mastercard Inc 3.375% Due 4/1/2024		95,000	95,245	97,716
Medtronic Inc		80,000	87,972	84,634
Merck & Co Inc		50,000	50,882	49,093
Metlife Inc		45,000	45,180	48,720
Microsoft Corp		80,000	84,639	80,894
MidAmerican Energy Co 3.50% Due 10/15/2024		85,000	87,280	87,860
Morgan Stanley BamI Trust		50,000	48,612	51,200
Morgan Stanley Capital Trust		100,000	102,994	97,681
Morgan Stanley Due 01/26/2020		90,000	92,782	97,572
NBCUniversal Media LLC 4.375% Due 4/1/2021		55,000	60,522	59,418
Nike		50,000	46,663	47,174
Oglethorpe Power Corp		90,000	101,073	97,780
Omnicom Group Inc 3.625% Due 5/1/2022		80,000	79,643	82,161
Oracle Corp		75,000	93,473	97,994
Pepsico Inc		85,000	100,316	90,532
Pfizer		50,000	50,301	51,227
PPL Capital Funding Inc		50,000	54,327	52,695
Private Export Funding Corp		95,000	94,353	104,551
RAYTHEON COMPANY SR UNSEC 04.700% DUE 12/15/2041		45,000	44,791	49,548
Santander Drive Auto Rec 2.80% Due 8/15/2022		70,000	69,978	69,086
Santander Drive Auto Rec 4.02% Due 4/15/2022		90,000	89,987	93,370
Shell International Fin		50,000	49,185	46,913
Shire Acq Ireland DA		50,000	50,062	48,299
SOUTHWESTERN PUBLIC SERV 1ST MTG CALL 2/15/41 @ 100 04.500% DUE 08/15/2041		75,000	82,151	79,299
Sprint Spectrum		100,000	101,062	100,187
Statoil USA 3.950% Due 5/15/2043		45,000	43,848	42,923
Statoilhydro ASA Due 04/15/2019		80,000	92,320	85,897
Stryker Corp		65,000	64,821	64,587
Sunoco Logistics Partner 4.650% Due 2/15/2022		95,000	101,633	100,480
TJX COS Inc		40,000	38,161	39,181
Toyota Motor Credit Corp Due 01/12/2022		75,000	74,722	77,479
Toyota MTR Credit Corp		30,000	30,497	31,204
Trans-Canada Pipelines		50,000	51,399	51,043
United Technologies Corp		75,000	74,452	71,377
UnitedHealth Group Inc		90,000	107,582	117,725
US Banco RP Due 03/15/2022		50,000	49,965	50,978
Valley National Bancorp		20,000	19,950	20,736
Visa Inc		45,000	45,015	45,197

Genesis Healthcare System Employees' Retirement Plan

Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4i EIN 31-1480941, Plan No. 001 December 31, 2016

Description of Assets	Maturity Date	Shares/ Face Value	Cost	Market/ Current Value
Corporate bonds and notes (continued):				
Walt Disney Company		50,000	\$ 50,788	\$ 51,692
Wellpoint Inc		100,000	95,886	100,051
Wells Fargo Commercial Mortgage		35,000	35,669	35,185
Wells Fargo & Company		90,000	85,163	90,324
Wells Fargo & Company		120,000	127,486	123,428
Westpac Banking Corp		100,000	96,648	97,076
Wyeth Due 02/01/2024		70,000	92,700	85,235
Total corporate bonds and notes			8,220,283	8,208,558
Common stock:				
Acadia Health Care Co Inc		941	53,138	31,147
Acuity Brands		228	42,035	52,636
Affiliated Managers Group		315	62,414	45,769
Akamai Technologies		695	43,904	46,343
Alere Inc		250	9,692	9,742
Alliance Data Systems Corp		225	47,576	51,412
Alliance Data Systems Corp		267	73,241	61,009
Aramark		1,650	58,303	58,938
Ares Capital Corp		4,825	68,972	79,564
Avery Dennison Corp		525	26,303	36,865
Baker Hughes Inc		525	34,513	34,109
Blackbaud Inc		410	28,199	26,240
Broadridge Financial Sol		400	16,868	26,520
Broadridge Financial Sol		320	21,255	21,216
Burlington Stores Inc		564	32,220	47,799
Cable One Inc		100	51,737	62,173
Caci Intl Inc		400	29,293	49,720
Caesarstone		1,600	58,546	45,840
Casey's General Stores Inc		317	39,663	37,685
Catalent Inc		2,100	52,185	56,616
CDW Corp		1,198	50,002	62,404
Centene Corp		600	41,428	33,906
Check Point Software		550	36,656	46,453
Chemical Financial Corp		1,175	39,474	63,650
Church & Dwight Inc		880	43,077	38,887
Commscope Holding Co Inc		775	16,526	28,830
Constellium NV Class A		6,775	72,127	39,972
Continental Resources Inc		1,175	52,259	60,559
Cooper Cos Inc		274	46,043	47,931
Crown Holdings Inc		1,100	41,444	57,827
Diamond Back Energy Inc		500	40,452	50,530
Dollar General		745	50,632	55,182
Domino's Pizza Inc		229	27,309	36,466
Dr Pepper Snapple Group Inc		465	43,504	42,162
East West Bancorp Inc		1,275	51,484	64,808
Edwards Lifesciences Corp		578	51,584	54,159
Envision Healthcare Holdings		1,100	62,149	69,619
Euronet Worldwide Inc		825	58,619	59,755
Fastenal Co		955	41,622	44,866
Fidelity National Information		1,025	64,624	77,531
First American Financial		1,350	33,469	49,450
First Data Corp		3,000	48,050	42,570
First Republic Bank		390	28,422	35,935
Fiserv Inc		300	10,045	31,884
Fiserv Inc		525	42,612	55,797
Fortive Corp		910	47,712	48,803
Fortune Brands Home & Sec		819	38,334	43,784
Gallagher Arthur J & Co		1,525	69,275	79,239
Gartner Inc		515	43,226	52,051
Global Payments Inc		850	32,326	58,998
Graco Inc		460	35,111	38,221
Grand Canyon Education Inc		1,100	42,317	64,295
Hartford Financial Svs		875	34,636	41,694
Hasbro Inc		740	47,148	57,565
HD Supply Holdings Inc		1,275	33,501	54,200
Hertz Global Holdings		475	36,139	10,241
Hunt JB Transport Services Inc		445	38,351	43,196

Genesis Healthcare System Employees' Retirement Plan

Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4i EIN 31-1480941, Plan No. 001 December 31, 2016

Description of Assets	Maturity Date	Shares/ Face Value	Cost	Market/ Current Value
Common stock (continued):				
IDEXX Labs Inc		455	\$ 31,033	\$ 53,358
Intuitive Surgical Inc		91	54,847	57,709
Investors Bankcorp Inc		4,225	45,130	58,939
Kar Auction Services Inc		875	18,620	37,292
Laboratory Corp of America Holding		207	25,548	26,575
LKQ Corp		1,530	37,684	46,894
Lululemon Athletica Inc		710	50,969	46,143
Markettaxess Hldgs Inc		130	20,480	19,100
McCormick & Co Inc		515	38,935	48,065
Mednax Inc		900	61,291	59,994
Micron Technology Inc		1,875	38,659	41,100
Middleby Corp		475	51,000	61,185
Milacron Holdings Corp		2,575	45,408	47,972
Mobileye NV		680	29,998	25,922
Mohawk Inc		300	58,339	59,904
Monolithic Power Systems Inc		520	32,397	42,604
NASDAQ Inc		575	22,286	38,594
NCR Corp		950	23,732	38,532
New Residential Investment		4,775	57,500	75,063
Ollie's Bargain Outlet Hold		1,555	42,860	44,240
O'Reilly Automotive Inc		209	47,061	58,188
Oshkosh Corporation		570	36,765	36,828
Packing Corp		600	27,899	50,892
Pacwest Bancorp		1,050	44,779	57,162
Panera Bread Company		196	41,649	40,198
Pentair PLC		975	57,794	54,668
Pool Corp		285	27,200	29,737
Premier Inc		1,700	55,038	51,612
PVH Corp		325	34,535	29,328
QEP Resources Inc		2,825	49,709	52,008
Quintiles Transnational Hold		497	33,761	37,797
Reinsurance Group of America		500	29,896	62,915
Reliance Stl & Alum Co		700	46,420	55,678
Ringcentral Inc		1,350	27,332	27,810
Rockwell Automation Inc		286	32,957	38,438
SEI Investment Co		900	29,080	44,424
Service Now Inc		545	40,800	40,515
Servicemaster Global Holding		1,150	32,801	43,320
Signet Jewelers		400	31,771	37,704
Smith A O Corp		1,310	43,636	62,028
Snap On Inc		300	27,674	51,381
Snap On Inc		238	38,290	40,762
Synchrony Financial		1,950	61,856	70,727
Synopsys Inc		690	33,440	40,613
Tailored Brands Inc		800	38,088	20,440
Trimble Incorporated		1,362	34,516	41,064
Tyler Technologies Inc		317	46,295	45,258
Ultra Salon Cosmetics & Fragrance		189	49,109	48,184
Ultimate Software Group Inc		264	45,682	48,140
United Rentals		350	31,716	36,953
Veeva Systems Inc		1,230	38,269	50,061
Verisk Analytics		480	39,217	38,962
VWR Corp		2,375	62,299	59,446
WABCO Holdings Inc		459	53,481	48,723
Watsco Inc		437	52,555	64,728
Westrock Co		550	32,659	27,923
WPX Energy Inc		3,750	44,681	54,637
Total common stock			4,729,172	5,353,200
Mutual funds:				
Hartford International		195,380	2,812,117	2,659,126
ISHARES TR RUSSELL MIDCAP		1,000	74,506	80,430
Lazard Emerging Markets Equity		153,215	2,870,064	2,445,305
Templeton Global Bond Fund		338,932	4,210,899	4,053,627
VANGUARD TOTAL INTL STOCK ETF		59,236	6,475,573	5,834,703
VanGuard TTL		111,130	5,893,707	6,233,305
VanGuard Value		87,923	2,847,578	3,185,444
Total mutual funds			25,184,444	24,491,940

Genesis Healthcare System Employees' Retirement Plan

Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4i EIN 31-1480941, Plan No. 001 December 31, 2016

Description of Assets	Maturity Date	Shares/ Face Value	Cost	Market/ Current Value
Investments in limited partnerships:				
Long and short equities hedge funds -				
SkyBridge Multi-Advisor Hedge Fund Portfolios LLC			\$ 5,077,459	\$ 4,595,693
Equity and credit market hedge fund -				
Weatherlow Offshore Fund II LTD Class IA			4,011,845	4,165,900
Private equity funds:				
Hamilton Lane Private Equity Offshore Fund VI LP Class A			940,479	678,087
Stepstone Private Equity Partner Offshore II LP			562,087	253,995
Total private equity funds			1,502,566	932,082
Private real estate:				
Penn Square Global Real Estate Fund I LP			732,158	381,417
Citigroup Real Estate Partners II, L.P.			555,000	508,211
Clifton Defensive Equity Fund			3,000,000	3,272,682
Acadian Global Managed Volatility Equity Fund, LLC			5,966,680	6,629,563
Total private real estate			10,253,838	10,791,873
Total investments in limited partnerships			20,845,708	20,485,548
Total investments			\$ 63,939,546	\$ 63,897,459

Genesis HealthCare System Employees' Retirement Plan

Schedule of Reportable Transactions Form 5500, Schedule H, Line 4j EIN 31-1480941, Plan No. 001 Year Ended December 31, 2016

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Category (i) - A single transaction that amounts to more than 5 percent of the beginning value of total plan assets:						
PNC	Pointer Offshore III, LTD	\$ -	\$ 4,871,701	\$ 2,386,844	\$ 4,871,701	\$ 2,484,857
Category (iii) - A series of transactions with respect to securities of the same issue that amount in the aggregate to more than 5 percent of the beginning value of the total plan assets:						
PNC	Pointer Offshore III, LTD - Sales - I	-	4,871,701	2,386,844	4,871,701	2,484,857

There were no Category (ii) or (iv) reportable transactions during the year.

GENESIS HEALTHCARE SYSTEM EMPLOYEE'S RETIREMENT PLAN
EIN: 31-1480941 PN: 001

Schedule SB, line 26 – Schedule of Active Participant Data

Attained		Years of Credited Service									
Age		Under 1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up
Under 25	<i>Number</i>	0	0	0	0	0	0	0	0	0	0
	<i>Avg. Comp.</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	<i>Avg. Cash Bal.</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
25 to 29	<i>Number</i>	0	3	28	2	0	0	0	0	0	0
	<i>Avg. Comp.</i>	N/A	N/A	\$43,801	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	<i>Avg. Cash Bal.</i>	N/A	N/A	\$2,642	N/A	N/A	N/A	N/A	N/A	N/A	N/A
30 to 34	<i>Number</i>	0	9	42	57	8	0	0	0	0	0
	<i>Avg. Comp.</i>	N/A	N/A	\$46,262	\$53,123	N/A	N/A	N/A	N/A	N/A	N/A
	<i>Avg. Cash Bal.</i>	N/A	N/A	\$4,044	\$8,864	N/A	N/A	N/A	N/A	N/A	N/A
35 to 39	<i>Number</i>	0	1	37	54	42	1	0	0	0	0
	<i>Avg. Comp.</i>	N/A	N/A	\$46,706	\$55,631	\$60,901	N/A	N/A	N/A	N/A	N/A
	<i>Avg. Cash Bal.</i>	N/A	N/A	\$3,990	\$10,507	\$20,069	N/A	N/A	N/A	N/A	N/A
40 to 44	<i>Number</i>	0	6	45	41	55	19	0	0	0	0
	<i>Avg. Comp.</i>	N/A	N/A	\$45,120	\$52,536	\$61,588	N/A	N/A	N/A	N/A	N/A
	<i>Avg. Cash Bal.</i>	N/A	N/A	\$4,064	\$9,560	\$22,485	N/A	N/A	N/A	N/A	N/A
45 to 49	<i>Number</i>	0	4	26	35	32	21	25	5	0	0
	<i>Avg. Comp.</i>	N/A	N/A	\$45,691	\$55,877	\$58,732	\$48,892	\$64,142	N/A	N/A	N/A
	<i>Avg. Cash Bal.</i>	N/A	N/A	\$3,748	\$10,480	\$22,368	\$25,179	\$34,545	N/A	N/A	N/A
50 to 54	<i>Number</i>	0	0	31	43	28	23	46	25	7	0
	<i>Avg. Comp.</i>	N/A	N/A	\$49,410	\$47,627	\$44,946	\$60,730	\$68,597	\$66,281	N/A	N/A
	<i>Avg. Cash Bal.</i>	N/A	N/A	\$5,364	\$9,302	\$18,661	\$31,063	\$43,018	\$43,103	N/A	N/A
55 to 59	<i>Number</i>	0	0	24	29	35	25	44	21	42	7
	<i>Avg. Comp.</i>	N/A	N/A	\$43,329	\$41,911	\$38,423	\$44,634	\$74,055	\$65,744	\$61,330	N/A
	<i>Avg. Cash Bal.</i>	N/A	N/A	\$7,658	\$14,137	\$20,312	\$32,667	\$57,646	\$52,219	\$50,250	N/A
60 to 64	<i>Number</i>	0	1	12	17	18	14	15	14	27	23
	<i>Avg. Comp.</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	\$66,999	\$54,531
	<i>Avg. Cash Bal.</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	\$52,968	\$47,820
65 to 69	<i>Number</i>	0	0	3	9	5	5	1	0	0	2
	<i>Avg. Comp.</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	<i>Avg. Cash Bal.</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
70 & up	<i>Number</i>	0	2	2	3	2	1	1	1	0	0
	<i>Avg. Comp.</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	<i>Avg. Cash Bal.</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Total	<i>Number</i>	0	26	250	290	225	109	132	66	76	32

GENESIS HEALTHCARE SYSTEM EMPLOYEE'S RETIREMENT PLAN
EIN: 31-1480941 PN: 001

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Prescribed Funding Assumptions and Methods

The following assumptions and methods are prescribed by ERISA.

Funding interest rates

For 2016 Plan Year: Segment Rates with four-month lookback, constrained in accordance with relevant legislation as follows:

	Unconstrained Rates*	Rates Reflecting Corridor**
First Segment Rate	1.34%	4.43%
Second Segment Rate	4.03%	5.91%
Third Segment Rate	5.06%	6.65%

Effective Interest Rate
Based on constrained rates 6.13%

*Used for maximum tax-deduction and ERISA 4010 reporting purposes

**Used for minimum funding and benefit restriction purposes

Mortality

Mortality tables mandated by PPA as specified in IRS Regulation 1.430(h)(3)-1, applied on a static basis, projected 7 years from the valuation date for annuitants and 15 years for non-annuitants.

Actuarial cost method

The Funding Target is the present value of accrued benefits based on compensation and service to date. The Target Normal Cost is the present value of benefits expected to be accrued during the current plan year, reflecting the effect of expected compensation increases during the year and including expected plan expenses to be paid from plan assets during the year.

GENESIS HEALTHCARE SYSTEM EMPLOYEE'S RETIREMENT PLAN
EIN: 31-1480941 PN: 001

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Non-Prescribed Funding Assumptions and Methods

The following assumptions were selected by the plan's enrolled actuary. The asset valuation method was selected by the plan sponsor with the actuary's advice and is an acceptable method under PPA. The assumptions remain appropriate given historic gain and loss experience of the plan, as well as general expectations for clients similar to Genesis HealthCare System.

Salary increases

Current Year: 3.00% per year

Cash Balance interest crediting rate

For accruals earned prior to July 1, 2011:

Current Year:	5.00%
Future Years:	5.00%

For accruals earned after June 30, 2011:

Current Year:	3.00%
Future Years:	4.00%

Cash Balance conversion

Account balances are converted to annuities using the PPA interest rates and 2016 Applicable Mortality.

Expenses

Expected plan administrative and investment expenses, assumed equal to the amount paid from Plan assets for the prior year and increased 2% per year for inflation, of \$116,378 were added to the Target Normal Cost.

Frequency of optional payment forms

Form of Payment		Cash Balance Benefit	Frozen Prior Plan Benefit
Actives eligible for retirement:	Lump Sum	50%	0%
	Single Life Annuity	35%	70%
	Joint & 100% Survivor Annuity	10%	20%
	10-year Certain & Continuous Annuity	5%	10%
Actives terminating vested:	Lump Sum	100%	0%
	Single Life Annuity	0%	70%
	Joint & 100% Survivor Annuity	0%	20%
	10-year Certain & Continuous Annuity	0%	10%
Current deferred vested:	Single Life Annuity	100%	100%

Marital percentage

100% of active participants are assumed to be married at death. Husbands are assumed to be 3 years older than their wives.

GENESIS HEALTHCARE SYSTEM EMPLOYEE'S RETIREMENT PLAN
EIN: 31-1480941 PN: 001

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Mortality table

The mortality table is applied on a static basis. Separate annuitant and nonannuitant tables were used.

Retirement rates

Age	Assumption
55	5.000%
56	3.000%
57	3.000%
58	3.000%
59	3.000%
60	3.000%
61	3.000%
62	20.000%
63	10.000%
64	10.000%
65	100.000%

Disability rates

Age	Male	Female
20	0.041%	0.027%
25	0.056%	0.056%
30	0.071%	0.085%
35	0.099%	0.175%
40	0.162%	0.315%
45	0.270%	0.465%
50	0.493%	0.626%
55	0.914%	0.805%
56	1.025%	0.869%
57	1.136%	0.933%
58	1.248%	0.997%
59	1.359%	1.061%
60	1.470%	1.125%
61	1.581%	1.189%
62	1.692%	1.253%
63	1.804%	1.317%
64	1.915%	1.381%

GENESIS HEALTHCARE SYSTEM EMPLOYEE'S RETIREMENT PLAN
EIN: 31-1480941 PN: 001

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Withdrawal rates for active participants not eligible for retirement

Based on experience. Sample rates as follows:

Age	Assumption
20	18.600%
25	17.200%
30	15.800%
35	13.700%
40	11.300%
45	8.400%
50	5.100%
55	1.700%
56	1.400%
57	1.100%
58	0.800%
59	0.500%
60	0.200%
61	0.000%
62	0.000%
63	0.000%
64	0.000%

Asset valuation method

The Actuarial Value of Assets is market value as of the valuation date, including discounted receivable contributions, reduced by 2/3 and 1/3 of the of the gain/(loss) in each of the prior two years, respectively. The gain/(loss) for each period is determined as the actual return on market value during the period less the expected return on market value based on an assumed earnings rate chosen by the actuary but required by PPA to be not greater than the applicable third Segment Rate. The resulting value is constrained to be within a corridor of 90% to 110% of market value, including discounted receivable contributions.

	Actuary's Assumption	Third Segment Rate	Reflecting PPA Limit
2016 Expected Return	7.50%	6.65%	6.65%
2015 Expected Return	7.50%	6.81%	6.81%
2014 Expected Return	7.50%	6.99%	6.99%

Summary of Changes from the January 1, 2015 Valuation

The segment rates and mortality tables were updated to those applicable to the current year in accordance with PPA and HATFA. These changes increased the plan's Funding Target by approximately \$1.5 million.

The expected plan administrative and investment expenses to be added to the Target Normal Cost were changed from \$164,361 to \$116,378.

Genesis HealthCare System Employees' Retirement Plan

Schedule of Reportable Transactions Form 5500, Schedule H, Line 4j EIN 31-1480941, Plan No. 001 Year Ended December 31, 2016

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Category (i) - A single transaction that amounts to more than 5 percent of the beginning value of total plan assets:						
PNC	Pointer Offshore III, LTD	\$ -	\$ 4,871,701	\$ 2,386,844	\$ 4,871,701	\$ 2,484,857
Category (iii) - A series of transactions with respect to securities of the same issue that amount in the aggregate to more than 5 percent of the beginning value of the total plan assets:						
PNC	Pointer Offshore III, LTD - Sales - I	-	4,871,701	2,386,844	4,871,701	2,484,857

There were no Category (ii) or (iv) reportable transactions during the year.

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>		

► Round off amounts to nearest dollar.

► Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan GENESIS HEALTHCARE SYSTEM EMPLOYEE'S RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF GENESIS HEALTHCARE SYSTEM	D Employer Identification Number (EIN) 31-1480941	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information				
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2016</u>				
2 Assets:				
a Market value.....	2a	65,140,089		
b Actuarial value.....	2b	68,277,198		
3 Funding target/participant count breakdown				
a For retired participants and beneficiaries receiving payment	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target	
	940	35,203,974	35,203,974	
b For terminated vested participants	908	15,965,562	15,965,562	
c For active participants	1,206	31,906,584	31,906,584	
d Total	3,054	83,076,120	83,076,120	
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐				
a Funding target disregarding prescribed at-risk assumptions	4a			
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b			
5 Effective interest rate.....	5	6.13%		
6 Target normal cost	6	644,192		

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	SUSAN J. FEIGHTNER Signature of actuary	<u>October 12, 2017</u> Date 1708170 Most recent enrollment number 412-281-2506 Telephone number (including area code)
SUSAN J. FEIGHTNER Type or print name of actuary		
CONDUENT HR CONSULTING, LLC Firm name		
11 Stanwix Street Suite 700 PITTSBURGH PA 15222-1312 Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2016
v. 160205

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>0.25%</u>	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		320,512
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.32%</u>		20,256
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c Total available at beginning of current plan year to add to prefunding balance		340,768
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	82.18%
15 Adjusted funding target attainment percentage	15	82.18%
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	83.55%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2016	372,117	0			
07/15/2016	372,117	0			
10/14/2016	372,117	0			
01/13/2017	372,117	0			
03/24/2017	1,400,000	0			
Totals ▶			18(b)	2,888,468	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	2,733,033

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.43 %	2nd segment: 5.91 %	3rd segment: 6.65 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 64
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):												
a Target normal cost (line 6)	31a	644,192										
b Excess assets, if applicable, but not greater than line 31a	31b	0										
32 Amortization installments:	<table border="1"> <thead> <tr> <th></th> <th>Outstanding Balance</th> <th>Installment</th> </tr> </thead> <tbody> <tr> <td>a Net shortfall amortization installment</td> <td>14,798,922</td> <td>1,655,588</td> </tr> <tr> <td>b Waiver amortization installment</td> <td>0</td> <td>0</td> </tr> </tbody> </table>				Outstanding Balance	Installment	a Net shortfall amortization installment	14,798,922	1,655,588	b Waiver amortization installment	0	0
	Outstanding Balance	Installment										
a Net shortfall amortization installment	14,798,922	1,655,588										
b Waiver amortization installment	0	0										
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33											
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	2,299,780										
		Carryover balance	Prefunding balance									
35 Balances elected for use to offset funding requirement		0	0									
36 Additional cash requirement (line 34 minus line 35)	36	2,299,780										
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	2,733,033										
38 Present value of excess contributions for current year (see instructions)												
a Total (excess, if any, of line 37 over line 36)	38a	433,253										
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0										
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0										
40 Unpaid minimum required contributions for all years	40	0										

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☒ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☒ 2010 ☒ 2011		
42 Amount of acceleration adjustment	42	0	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

GENESIS HEALTHCARE SYSTEM EMPLOYEE'S RETIREMENT PLAN
EIN: 31-1480941 PN: 001

Schedule SB – Statement by Enrolled Actuary

In preparing this Schedule SB, the actuary relied upon other parties for - and applied reasonability tests to - information on assets, contributions, plan provisions, and data on people covered by the Plan.

Future actuarial measurements may differ significantly from current measurements due to plan experience differing from that anticipated by the economic and demographic assumptions, increases or decreases expected as part of the natural operation of the methodology used for these measurements, and changes in plan provisions or applicable law. Because of limited scope, Conduent performed no analysis of the potential range of such future differences.

GENESIS HEALTHCARE SYSTEM EMPLOYEE'S RETIREMENT PLAN
EIN: 31-1480941 PN: 001

Schedule SB, line 22 – Description of Weighted Average Retirement Age

The weighted average retirement age is derived based on the following table:

(1) Age	(2) Expected Active Headcount	(3) Retirement Rate	(4) Expected Retirements (2) x (3)	(5) Weighted Age (1) x (4)
55	413.9642	0.0255	10.5569	580.6269
56	448.1627	0.0300	13.4449	752.9134
57	477.7200	0.0300	14.3316	816.9011
58	515.1879	0.0300	15.4556	896.4270
59	540.3092	0.0300	16.2093	956.3472
60	567.4656	0.0300	17.0240	1,021.4381
61	578.5638	0.0300	17.3569	1,058.7717
62	598.1081	0.2000	119.6216	7,416.5403
63	503.1249	0.1000	50.3125	3,169.6868
64	464.6508	0.1000	46.4651	2,973.7652
65	422.0329	1.0000	422.0329	27,432.1387
66	7.0000	1.0000	7.0000	462.0000
67	7.0000	1.0000	7.0000	469.0000
68	7.0000	1.0000	7.0000	476.0000
69	2.0000	1.0000	2.0000	138.0000
70	3.0000	1.0000	3.0000	210.0000
71	3.0000	1.0000	3.0000	213.0000
72	4.0000	1.0000	4.0000	288.0000
73	0.0000	1.0000	0.0000	0.0000
74	0.0000	1.0000	0.0000	0.0000
75	0.0000	1.0000	0.0000	0.0000
76	2.0000	1.0000	2.0000	152.0000
77	1.0000	1.0000	1.0000	77.0000
Total			778.8112	49,560.5563
Average				63.64

GENESIS HEALTHCARE SYSTEM EMPLOYEE'S RETIREMENT PLAN
EIN: 31-1480941 PN: 001

Schedule SB, Part V – Summary of Plan Provisions

The Good Samaritan Medical Center Employees Retirement Plan became effective on September 4, 1983 and was amended and restated in its entirety as of January 1, 1989. It was substantially amended as of April 1, 1996. On December 31, 1997 the assets and liabilities of the Retirement Plan for Employees of Bethesda Hospital were merged into the Good Samaritan Plan. The merged plan was renamed the Genesis HealthCare System Employee's Retirement Plan. The merged plan was restated in its entirety as of January 1, 1998. The following summary describes the main participation, benefit and contribution provisions of the Plan as interpreted for valuation purposes.

Eligibility

An employee shall become a participant on the January 1 or July 1 coincident with or immediately following the attainment of age 21 and the completion of one year of service. No employee hired or rehired on or after April 8, 2009 is eligible to participate.

Service

Beginning January 1, 1998, the total number of plan years (January 1 through December 31) during which an employee is credited with at least 800 hours of service. Prior to January 1, 1998 the service requirements varied for the Good Samaritan and Bethesda Plans.

Accrued Benefit

The annual accrued benefit payable at the participant's normal retirement date is equal to the sum of A) and B):

- A) The accrued benefit calculated under the terms of the plan as of March 31, 1996 for former Good Samaritan participants and as of December 31, 1997 for former Bethesda participants.
- B) The actuarially equivalent annual annuity based on the accumulated value of the participant's cash balance account. Annual accruals to the account are based on years of credited service. Annual accruals prior to July 1, 2011 are as follows:

<u>Years of Credited Service</u>	<u>Accrual Percentage</u>
Up to 5 years	2.25% of compensation
5 years through 10 years	3.00% of compensation
10 years and over	4.00% of compensation

For participants age 50 and older on June 30, 2011, annual accruals are as follows:

<u>Years of Credited Service</u>	<u>Accrual Percentage</u>
Up to 5 years	2.00% of compensation
5 years through 10 years	2.50% of compensation
10 years and over	3.00% of compensation

Accruals were frozen for participants who were under age 50 on June 30, 2011.

The account balance is credited with interest annually. The Applicable Interest Rate (AIR) for any Plan year is equal to the average yield on 30-Year Treasury Constant Maturities for the twelve months prior to the beginning of the Plan year. The AIR applied to accruals earned prior to July 1, 2011 is never less than 5%. The AIR applied to accruals earned after June 30, 2011 is never less than 3%. The AIR is never greater than 12%. The cash balance account is converted to an annuity based on the interest rate prescribed under Code Section 417(e)(3)(C) for the month of November preceding the Plan year during which benefits commence and the mortality table prescribed under Code Section 417(e)(3)(B).

GENESIS HEALTHCARE SYSTEM EMPLOYEE'S RETIREMENT PLAN
EIN: 31-1480941 PN: 001

Schedule SB, Part V – Summary of Plan Provisions

Normal retirement

First of the month coincident with or following the attainment of age 65 and completion of 3 years of service.

Early retirement

Eligibility is age 55 and 3 years of service. The March 31, 1996 accrued benefit for former Good Samaritan participants will be reduced by 1/2 of 1% for each of the first sixty months and 1/4 of 1% for each of the next sixty months by which the early retirement date precedes the normal retirement date. The December 31, 1997 accrued benefit for former Bethesda participants will be reduced 1/180th for each of the first sixty months and 1/360th for each of the next sixty months by which payment precedes age 65.

The accumulated value of the cash balance account is unreduced and payable immediately.

Disability retirement

Eligibility is receipt of benefits under the Employer's long-term disability insurance plan. The March 31, 1996 accrued benefit for former Good Samaritan participants or the December 31, 1997 accrued benefit for former Bethesda participants is payable at the participant's earliest retirement date and is unreduced for early commencement.

The accumulated value of the cash balance account is unreduced and payable immediately.

Deferred vested retirement

A participant is entitled to a nonforfeitable (vested) percentage of the March 31, 1996 or December 31, 1997 accrued benefit payable at his normal retirement date as follows:

Vested Percentage			
Years of Service	Good Samaritan Participant on 4/1/96	Good Samaritan Participant after 4/1/96	Bethesda Participant on 12/31/97
Less than 3	0%	0%	0%
3 but less than 4	20	0	0
4 but less than 5	40	0	0
5 or more	100	100	100

The March 31, 1996 or December 31, 1997 accrued benefit is payable in full at age 65 and is reduced the same as early retirement shown above.

In addition, the vested percentage of the accumulated value of the cash balance account is payable immediately.

Effective beginning for the 2008 plan year, PPA mandated 3-year vesting. As of June 30, 2011, all active participants in the Plan became fully vested.

GENESIS HEALTHCARE SYSTEM EMPLOYEE'S RETIREMENT PLAN
EIN: 31-1480941 PN: 001

Schedule SB, Part V – Summary of Plan Provisions

Pre-retirement death benefit

Eligibility is death of a vested participant. Benefit is payable to the spouse or beneficiary at the participant's earliest retirement date. The surviving spouse or beneficiary, if any, receives a benefit equal to one-half of the benefit that would have been payable to the participant under a 50% joint & survivor annuity based on the benefit accrued prior to the participant's death.

In addition, the accumulated value of the cash balance account is payable immediately.

Post-retirement death benefit

The beneficiary, contingent beneficiary, or spouse (if a qualified joint and survivor annuity is applicable) shall receive a benefit due under the form of benefit elected by the participant at retirement.

Form of payment

If unmarried, benefit is payable for the life of the participant only. If married, benefit is payable in the form of a qualified 50% joint and survivor annuity on an actuarially reduced basis.

Optional forms of payment

The participant may elect to receive his March 31, 1996 or December 31, 1997 accrued benefit in the following actuarially equivalent optional forms of payment: life annuity, 50%, 66-2/3%, 75%, or 100% joint and survivor annuity, or 5, 10, or 15 year continuous and certain option. In addition, a Bethesda participant may elect to receive his December 31, 1997 accrued benefit under the Social Security Adjustment option.

A participant may elect to receive the cash balance benefit in any of the following forms: lump sum payment, life annuity, 50%, 66-2/3%, 75%, or 100% joint and survivor annuity, or 5, 10, or 15 year continuous and certain option.

If the present value of the total accrued benefit is less than \$1,000, the participant is automatically paid a lump sum. If the present value of the total accrued benefit is greater than \$1,000 and less than \$10,000, a lump sum may be paid at the request of the participant.

Summary of Changes from the January 1, 2015 Valuation

None.

Genesis Healthcare System Employees' Retirement Plan

Schedule of Assets Held at End of Year Form 5500, Schedule H, Line 4i EIN 31-1480941, Plan No. 001 December 31, 2016

Description of Assets	Maturity Date	Shares/ Face Value	Cost	Market/ Current Value
Money market fund - PNC Money Market Fund		2,216,915	\$ 2,216,915	\$ 2,216,915
U.S. government securities and agency obligations:				
United States Treas Sec Strips 00.000% Due 02/15/2040	02/15/2040	245,000	70,904	117,884
US Treasury Note 3.0% Due 11/15/2045	11/15/2045	100,000	107,553	98,633
US Treasury Note 2.5% Due 5/15/2046	5/15/2046	145,000	147,543	128,857
US Treasury Note 1.625% Due 2/15/2026	2/15/2026	70,000	68,688	65,407
US Treasury Note 0.75% Due 4/30/2018	4/30/2018	30,000	29,925	29,902
US Treasury Note 0.875% Due 5/15/2019	5/15/2019	30,000	29,850	29,713
US Treasury Note 1.125% Due 7/31/2021	7/31/2021	25,000	25,007	24,166
US Treasury Note 1.125% Due 10/31/2021	10/31/2021	5,000	4,892	4,848
US Treasury Note 1.50% Due 10/31/2023	10/31/2023	85,000	83,267	81,776
US Treasury Note 1.625% Due 11/30/2021	11/30/2021	30,000	29,776	29,776
US Treasury Note 1.25% Due 8/31/2021	8/31/2021	75,000	74,848	72,466
USA TREASURY STRIP 00.000% DUE 05/15/2039	05/15/2039	150,000	62,556	74,236
USA TREASURY STRIP 00.000% DUE 02/15/2045	2/15/2045	118,923	118,923	121,950
USA TREASURY STRIPS ZERO COUPON DUE 05/15/2041	05/15/2041	735,000	279,682	338,151
STRIPS 00.000% DUE 08/15/2040	08/15/2040	125,000	51,900	59,049
STRIPS USGN ZERO CPN DUE 05/15/2040	05/15/2040	325,000	98,421	154,895
United States Treas Sec Strips 00.000% Due 05/15/2036	05/15/2036	550,000	242,638	306,383
United States Treas Sec Strips 00.000% Due 08/15/2037	08/15/2037	350,000	155,046	185,951
United States Treas Sec Strips 00.000% Due 08/15/2035	08/15/2035	375,000	184,601	214,477
United States Treas Sec Strips 00.000% Due 8/15/2038	8/15/2038	175,000	74,965	89,582
US Treasury Bond Strip 0.00% Due 11/15/2038	11/15/2038	325,000	129,561	163,816
US Treasury Strips 0.00% Due 2/15/2042	2/15/2042	325,000	37,665	44,634
US Treasury Notes Strips 0.00% Due 8/15/2042	8/15/2042	325,000	123,012	142,350
United States Treas Sec Strip 00.00% Due 02/15/2037	02/15/2037	695,000	329,055	376,127
US Treasury Bond Strip 0.00% Due 05/15/2044	05/15/2044	250,000	102,560	104,187
US Treasury Bond Strip 00.00% Due 11/15/2044	11/15/2044	200,000	80,186	82,082
Total U.S. government securities and agency obligations			2,743,024	3,141,298
Corporate bonds and notes:				
Actavis Funding SCS		90,000	94,160	91,351
Alibaba Group Holding		25,000	25,385	25,112
America Movil SAB		100,000	104,453	98,471
Americredit Automobile Rec Due 12/18/2022		80,000	79,984	78,622
Ameriprise Financial Inc		50,000	50,333	47,720
Anheuser-Busch		90,000	89,089	94,668
Anheuser-Busch		80,000	83,310	81,215
Apple Inc		90,000	90,605	92,459
Applied Materials Inc		40,000	49,098	47,878
AT&T Inc		81,000	75,470	72,173
AT&T Inc		110,000	104,309	105,470
Bank of America Corp 5.625% Due 07/01/2020		95,000	93,587	98,959
Bank of America Corp 5.875% Due 01/05/2021		60,000	65,876	66,803
Bank of NY Mellon Corp		40,000	40,256	39,260
Bay Area Toll Authority California Build America Bonds		30,000	40,396	40,756
Bear Stearns Co Inc		30,000	34,746	31,747
Berkshire Hathaway Fin		70,000	71,560	75,442
Berkshire Hathaway Fin		85,000	82,577	86,002
BNP Paribas		95,000	95,387	95,746
BP Capital Markets PLC		80,000	82,029	78,134
BP Capital markets PLC 2.750% Due 5/10/2023		10,000	9,550	9,817
California Build America Bonds		70,000	95,507	103,951
Capital Auto Receivable		120,000	120,000	122,856
Capital One		50,000	50,020	49,431
CDP Financial 4.40% Due 11/25/2019		85,000	95,179	90,679
Celgene Corp		90,000	86,966	94,090
Chevron Corp 3.191% Due 6/24/2023		50,000	48,086	51,214
Cisco Systems Inc		50,000	50,143	47,555
Citigroup Inc Due		45,000	45,539	44,897
CNOOC Finance LTD		100,000	100,745	96,520
Comcast Corp 4.250% Due 1/15/2033		65,000	65,866	67,643
Common Mortgage Trust 4.501% Due 3/10/2046		140,000	125,119	126,834
Common Mortgage Trust 5.182% Due 3/10/2047		110,000	105,059	92,180
Commonwealth Edison 3.80% Due 10/01/2042		45,000	44,657	43,173
Conoco Inc 6.950% Due 4/15/2029		75,000	95,862	94,317
Cons Edison Co of NY		50,000	55,522	52,055
CR Bard Inc		75,000	76,685	80,284
Electricite De France Sa Sedol BYWM3z7 ISIN US268317AS33 03.625% Due 10/13/2045		25,000	26,806	25,294
Energy Transfer Partners Sr Unsecured 07.500% Due 07/01/2038		70,000	76,255	81,163

Genesis Healthcare System Employees' Retirement Plan

Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4i EIN 31-1480941, Plan No. 001 December 31, 2016

Description of Assets	Maturity Date	Shares/ Face Value	Cost	Market/ Current Value
Corporate bonds and notes (continued):				
Fanniemae-Aces 2.502% Due 12/25/2024		50,000	\$ 49,375	\$ 48,168
Florida Power & Light Co		65,000	80,700	76,581
Fluor Corp 3.375% Due 9/15/2021		50,000	50,975	51,283
FMR LLC SR UNSEC 06.500% DUE 12/14/2040		61,000	67,024	75,138
Ford Motor Credit 5.875% Due 8/2/2021		100,000	101,835	100,562
France Telecom SA 4.125% Due 9/14/2021		60,000	61,948	63,355
Franklin Resources Inc Due 09/15/2022		100,000	98,971	100,195
GE Capital Intl Funding		65,000	74,234	68,114
General Electric Cap Corp 4.50% Due 03/11/2044		55,000	62,369	59,041
General Electric CAP Corp Due 03/15/2032		75,000	91,486	99,835
Gilead Sciences Inc		65,000	65,500	62,326
Goldman Sachs Group Inc		90,000	102,639	99,772
Goldman Sachs Group Inc		75,000	87,725	84,316
Home Depot Inc 3.75% Due 2/15/2024		95,000	98,705	100,014
Huntington Bancshares		50,000	50,845	50,487
Intel Corp 3.70% Due 07/29/2025		100,000	101,975	105,476
Intel Corp 4.90% Due 07/29/2045		90,000	92,903	100,681
John Deere Capital Corp		50,000	50,039	48,064
JP Morgan Chase & Company Due 01/15/2018		75,000	80,842	78,235
JP Morgan Chase & Company Due 09/23/2022		120,000	122,522	121,355
JP Morgan Chase & Company Due 10/15/2020		45,000	43,238	47,621
JPMBB Commercial Mortgage 4.240% Due 10/15/2048		100,000	100,153	89,003
Keycorp		90,000	99,525	98,418
Kinder Morgan Ener Part Sr Unsec 06.500% Due 09/01/2039		50,000	51,646	54,897
Lowes Companies Inc		65,000	67,386	66,074
Lowes Companies Inc		50,000	50,390	46,672
Lyondellbasell Ind 5.00% Due 4/15/2019		95,000	103,117	100,382
Markel Corporation		40,000	43,862	43,150
Mastercard Inc 3.375% Due 4/1/2024		95,000	95,245	97,716
Medtronic Inc		80,000	87,972	84,634
Merck & Co Inc		50,000	50,882	49,093
Metlife Inc		45,000	45,180	48,720
Microsoft Corp		80,000	84,639	80,894
MidAmerican Energy Co 3.50% Due 10/15/2024		85,000	87,280	87,860
Morgan Stanley BamI Trust		50,000	48,612	51,200
Morgan Stanley Capital Trust		100,000	102,994	97,681
Morgan Stanley Due 01/26/2020		90,000	92,782	97,572
NBCUniversal Media LLC 4.375% Due 4/1/2021		55,000	60,522	59,418
Nike		50,000	46,663	47,174
Oglethorpe Power Corp		90,000	101,073	97,780
Omnicom Group Inc 3.625% Due 5/1/2022		80,000	79,643	82,161
Oracle Corp		75,000	93,473	97,994
Pepsico Inc		85,000	100,316	90,532
Pfizer		50,000	50,301	51,227
PPL Capital Funding Inc		50,000	54,327	52,695
Private Export Funding Corp		95,000	94,353	104,551
RAYTHEON COMPANY SR UNSEC 04.700% DUE 12/15/2041		45,000	44,791	49,548
Santander Drive Auto Rec 2.80% Due 8/15/2022		70,000	69,978	69,086
Santander Drive Auto Rec 4.02% Due 4/15/2022		90,000	89,987	93,370
Shell International Fin		50,000	49,185	46,913
Shire Acq Ireland DA		50,000	50,062	48,299
SOUTHWESTERN PUBLIC SERV 1ST MTG CALL 2/15/41 @ 100 04.500% DUE 08/15/2041		75,000	82,151	79,299
Sprint Spectrum		100,000	101,062	100,187
Statoil USA 3.950% Due 5/15/2043		45,000	43,848	42,923
Statoilhydro ASA Due 04/15/2019		80,000	92,320	85,897
Stryker Corp		65,000	64,821	64,587
Sunoco Logistics Partner 4.650% Due 2/15/2022		95,000	101,633	100,480
TJX COS Inc		40,000	38,161	39,181
Toyota Motor Credit Corp Due 01/12/2022		75,000	74,722	77,479
Toyota MTR Credit Corp		30,000	30,497	31,204
Trans-Canada Pipelines		50,000	51,399	51,043
United Technologies Corp		75,000	74,452	71,377
UnitedHealth Group Inc		90,000	107,582	117,725
US Banco RP Due 03/15/2022		50,000	49,965	50,978
Valley National Bancorp		20,000	19,950	20,736
Visa Inc		45,000	45,015	45,197

Genesis Healthcare System Employees' Retirement Plan

Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4i EIN 31-1480941, Plan No. 001 December 31, 2016

Description of Assets	Maturity Date	Shares/ Face Value	Cost	Market/ Current Value
Corporate bonds and notes (continued):				
Walt Disney Company		50,000	\$ 50,788	\$ 51,692
Wellpoint Inc		100,000	95,886	100,051
Wells Fargo Commercial Mortgage		35,000	35,669	35,185
Wells Fargo & Company		90,000	85,163	90,324
Wells Fargo & Company		120,000	127,486	123,428
Westpac Banking Corp		100,000	96,648	97,076
Wyeth Due 02/01/2024		70,000	92,700	85,235
Total corporate bonds and notes			8,220,283	8,208,558
Common stock:				
Acadia Health Care Co Inc		941	53,138	31,147
Acuity Brands		228	42,035	52,636
Affiliated Managers Group		315	62,414	45,769
Akamai Technologies		695	43,904	46,343
Alere Inc		250	9,692	9,742
Alliance Data Systems Corp		225	47,576	51,412
Alliance Data Systems Corp		267	73,241	61,009
Aramark		1,650	58,303	58,938
Ares Capital Corp		4,825	68,972	79,564
Avery Dennison Corp		525	26,303	36,865
Baker Hughes Inc		525	34,513	34,109
Blackbaud Inc		410	28,199	26,240
Broadridge Financial Sol		400	16,868	26,520
Broadridge Financial Sol		320	21,255	21,216
Burlington Stores Inc		564	32,220	47,799
Cable One Inc		100	51,737	62,173
Caci Intl Inc		400	29,293	49,720
Caesarstone		1,600	58,546	45,840
Casey's General Stores Inc		317	39,663	37,685
Catalent Inc		2,100	52,185	56,616
CDW Corp		1,198	50,002	62,404
Centene Corp		600	41,428	33,906
Check Point Software		550	36,656	46,453
Chemical Financial Corp		1,175	39,474	63,650
Church & Dwight Inc		880	43,077	38,887
Commscope Holding Co Inc		775	16,526	28,830
Constellium NV Class A		6,775	72,127	39,972
Continental Resources Inc		1,175	52,259	60,559
Cooper Cos Inc		274	46,043	47,931
Crown Holdings Inc		1,100	41,444	57,827
Diamond Back Energy Inc		500	40,452	50,530
Dollar General		745	50,632	55,182
Domino's Pizza Inc		229	27,309	36,466
Dr Pepper Snapple Group Inc		465	43,504	42,162
East West Bancorp Inc		1,275	51,484	64,808
Edwards Lifesciences Corp		578	51,584	54,159
Envision Healthcare Holdings		1,100	62,149	69,619
Euronet Worldwide Inc		825	58,619	59,755
Fastenal Co		955	41,622	44,866
Fidelity National Information		1,025	64,624	77,531
First American Financial		1,350	33,469	49,450
First Data Corp		3,000	48,050	42,570
First Republic Bank		390	28,422	35,935
Fiserv Inc		300	10,045	31,884
Fiserv Inc		525	42,612	55,797
Fortive Corp		910	47,712	48,803
Fortune Brands Home & Sec		819	38,334	43,784
Gallagher Arthur J & Co		1,525	69,275	79,239
Gartner Inc		515	43,226	52,051
Global Payments Inc		850	32,326	58,998
Graco Inc		460	35,111	38,221
Grand Canyon Education Inc		1,100	42,317	64,295
Hartford Financial Svs		875	34,636	41,694
Hasbro Inc		740	47,148	57,565
HD Supply Holdings Inc		1,275	33,501	54,200
Hertz Global Holdings		475	36,139	10,241
Hunt JB Transport Services Inc		445	38,351	43,196

Genesis Healthcare System Employees' Retirement Plan

Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4i EIN 31-1480941, Plan No. 001 December 31, 2016

Description of Assets	Maturity Date	Shares/ Face Value	Cost	Market/ Current Value
Common stock (continued):				
IDEXX Labs Inc		455	\$ 31,033	\$ 53,358
Intuitive Surgical Inc		91	54,847	57,709
Investors Bankcorp Inc		4,225	45,130	58,939
Kar Auction Services Inc		875	18,620	37,292
Laboratory Corp of America Holding		207	25,548	26,575
LKQ Corp		1,530	37,684	46,894
Lululemon Athletica Inc		710	50,969	46,143
Markettaxess Hldgs Inc		130	20,480	19,100
McCormick & Co Inc		515	38,935	48,065
Mednax Inc		900	61,291	59,994
Micron Technology Inc		1,875	38,659	41,100
Middleby Corp		475	51,000	61,185
Milacron Holdings Corp		2,575	45,408	47,972
Mobileye NV		680	29,998	25,922
Mohawk Inc		300	58,339	59,904
Monolithic Power Systems Inc		520	32,397	42,604
NASDAQ Inc		575	22,286	38,594
NCR Corp		950	23,732	38,532
New Residential Investment		4,775	57,500	75,063
Ollie's Bargain Outlet Hold		1,555	42,860	44,240
O'Reilly Automotive Inc		209	47,061	58,188
Oshkosh Corporation		570	36,765	36,828
Packing Corp		600	27,899	50,892
Pacwest Bancorp		1,050	44,779	57,162
Panera Bread Company		196	41,649	40,198
Pentair PLC		975	57,794	54,668
Pool Corp		285	27,200	29,737
Premier Inc		1,700	55,038	51,612
PVH Corp		325	34,535	29,328
QEP Resources Inc		2,825	49,709	52,008
Quintiles Transnational Hold		497	33,761	37,797
Reinsurance Group of America		500	29,896	62,915
Reliance Stl & Alum Co		700	46,420	55,678
Ringcentral Inc		1,350	27,332	27,810
Rockwell Automation Inc		286	32,957	38,438
SEI Investment Co		900	29,080	44,424
Service Now Inc		545	40,800	40,515
Servicemaster Global Holding		1,150	32,801	43,320
Signet Jewelers		400	31,771	37,704
Smith A O Corp		1,310	43,636	62,028
Snap On Inc		300	27,674	51,381
Snap On Inc		238	38,290	40,762
Synchrony Financial		1,950	61,856	70,727
Synopsys Inc		690	33,440	40,613
Tailored Brands Inc		800	38,088	20,440
Trimble Incorporated		1,362	34,516	41,064
Tyler Technologies Inc		317	46,295	45,258
Ultra Salon Cosmetics & Fragrance		189	49,109	48,184
Ultimate Software Group Inc		264	45,682	48,140
United Rentals		350	31,716	36,953
Veeva Systems Inc		1,230	38,269	50,061
Verisk Analytics		480	39,217	38,962
VWR Corp		2,375	62,299	59,446
WABCO Holdings Inc		459	53,481	48,723
Watsco Inc		437	52,555	64,728
Westrock Co		550	32,659	27,923
WPX Energy Inc		3,750	44,681	54,637
Total common stock			4,729,172	5,353,200
Mutual funds:				
Hartford International		195,380	2,812,117	2,659,126
ISHARES TR RUSSELL MIDCAP		1,000	74,506	80,430
Lazard Emerging Markets Equity		153,215	2,870,064	2,445,305
Templeton Global Bond Fund		338,932	4,210,899	4,053,627
VANGUARD TOTAL INTL STOCK ETF		59,236	6,475,573	5,834,703
VanGuard TTL		111,130	5,893,707	6,233,305
VanGuard Value		87,923	2,847,578	3,185,444
Total mutual funds			25,184,444	24,491,940

Genesis Healthcare System Employees' Retirement Plan

Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4i EIN 31-1480941, Plan No. 001 December 31, 2016

Description of Assets	Maturity Date	Shares/ Face Value	Cost	Market/ Current Value
Investments in limited partnerships:				
Long and short equities hedge funds - SkyBridge Multi-Advisor Hedge Fund Portfolios LLC			\$ 5,077,459	\$ 4,595,693
Equity and credit market hedge fund - Weatherlow Offshore Fund II LTD Class IA			4,011,845	4,165,900
Private equity funds:				
Hamilton Lane Private Equity Offshore Fund VI LP Class A			940,479	678,087
Stepstone Private Equity Partner Offshore II LP			562,087	253,995
Total private equity funds			1,502,566	932,082
Private real estate:				
Penn Square Global Real Estate Fund I LP			732,158	381,417
Citigroup Real Estate Partners II, L.P.			555,000	508,211
Clifton Defensive Equity Fund			3,000,000	3,272,682
Acadian Global Managed Volatility Equity Fund, LLC			5,966,680	6,629,563
Total private real estate			10,253,838	10,791,873
Total investments in limited partnerships			20,845,708	20,485,548
Total investments			\$ 63,939,546	\$ 63,897,459

GENESIS HEALTHCARE SYSTEM EMPLOYEE'S RETIREMENT PLAN
EIN: 31-1480941 PN: 001

Schedule SB, line 32 – Schedule of Amortization Bases

Type of Base	Present Value of Any Remaining Installments	Date Established	Years Remaining	Amortization Installment
Shortfall	9,136,242	1/1/2010	9	1,242,498
Shortfall	5,759,507	1/1/2011	10	724,506
Shortfall	(2,356,457)	1/1/2012	3	(819,769)
Shortfall	1,319,289	1/1/2013	4	351,567
Shortfall	266,330	1/1/2014	5	57,981
Shortfall	(573,186)	1/1/2015	6	(107,261)
Shortfall	1,247,197	1/1/2016	7	206,066

An election has been made under PRA 2010 to use the alternative 15-year amortization period for bases established in 2010 and 2011. No installment acceleration amounts have been added to any shortfall amortization installments.

GENESIS HEALTHCARE SYSTEM EMPLOYEE'S RETIREMENT PLAN
EIN: 31-1480941 PN: 001

Schedule SB, line 24 – Change in Actuarial Assumptions

The expected plan administrative and investment expenses to be added to the Target Normal Cost were changed from \$164,361 to \$116,378. Expected expenses for 2016 are assumed equal to the amount paid from Plan assets for the prior year and increased 2% per year for inflation.