

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 2017 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2017 or fiscal plan year beginning <u>01/01/2017</u> and ending <u>12/31/2017</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 ☐ an amended return/report ☐ the final 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>									
	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">1b</td> <td>Three-digit plan number (PN) ▶</td> <td><u>001</u></td> </tr> <tr> <td>1c</td> <td>Effective date of plan</td> <td><u>09/04/1983</u></td> </tr> </table>	1b	Three-digit plan number (PN) ▶	<u>001</u>	1c	Effective date of plan	<u>09/04/1983</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>									
	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">2b</td> <td>Employer Identification Number (EIN)</td> <td><u>31-1480941</u></td> </tr> <tr> <td>2c</td> <td>Plan Sponsor's telephone number</td> <td><u>740-454-4710</u></td> </tr> <tr> <td>2d</td> <td>Business code (see instructions)</td> <td><u>622000</u></td> </tr> </table>	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>
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.	10/12/2018	TERRY WILSON
	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

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

Form 5500 (2017)
v. 170203

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 or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 2933
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	6a(1) 1082
a(2) Total number of active participants at the end of the plan year	6a(2) 1004
b Retired or separated participants receiving benefits	6b 892
c Other retired or separated participants entitled to future benefits	6c 884
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 2780
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 70
f Total. Add lines 6d and 6e	6f 2850
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	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
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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 2017 Form M-1 annual report. If the plan was not required to file the 2017 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 2017 This Form is Open to Public Inspection
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For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

▶ **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
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Part I Basic Information

1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2017</u>			
2 Assets:			
a Market value	2a	<u>66030004</u>	
b Actuarial value	2b	<u>67968529</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>959</u>	<u>35915776</u>	<u>35915776</u>
b For terminated vested participants	<u>916</u>	<u>16227611</u>	<u>16227611</u>
c For active participants	<u>1082</u>	<u>32585433</u>	<u>32585433</u>
d Total	<u>2957</u>	<u>84728820</u>	<u>84728820</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>5.93 %</u>	
6 Target normal cost	6	<u>601184</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>SUSAN J. FEIGHTNER</u>	Signature of actuary	<u>10/05/2018</u>
<u>BUCK GLOBAL, LLC</u>	Type or print name of actuary	Date
<u>11 STANWIX STREET SUITE 700 PITTSBURGH, PA 15222-1312</u>	Firm name	<u>17-08170</u>
	Address of the firm	Most recent enrollment number
		<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 ☐

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>5.52</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)		433253
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>6.13</u> %		26558
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		459811
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	80.21%
15 Adjusted funding target attainment percentage	15	80.21%
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	82.18%
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
04/14/2017	574945	0			
07/14/2017	574945	0			
10/13/2017	574945	0			
01/12/2018	574945	0			
09/14/2018	544361	0			
Totals ▶			18(b)	2844141	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	2708293

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: 4.16 %	2nd segment: 5.72 %	3rd segment: 6.48 %	☐ 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	601184	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....	16760291		2106852
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	2708036	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	2708036	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	2708293	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	257	
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		
43 Excess installment acceleration amount to be carried over to future plan years	43		

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
		2017
		This Form is Open to Public Inspection.

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017		
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)
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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

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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	46000	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?
21 51 28 50	NONE	30291	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	30265	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	26920	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	23848	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	18272	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
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(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:	
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Explanation:

a Name:	b EIN:
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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 2017 This Form is Open to Public Inspection.	
For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017					
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) 5247838	
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)	

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Schedule D (Form 5500) 2017 v.170203

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) Department of the Treasury 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 2017 This Form is Open to Public Inspection
For calendar plan year 2017 or fiscal plan year beginning <u>01/01/2017</u> and ending <u>12/31/2017</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	288306	117768
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1772117	1119306
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	91384	93430
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2216915	1244380
(2) U.S. Government securities.....	1c(2)	3141298	3275313
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)	8208558	9336430
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	5353200	7052240
(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)	3272681	5247838
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	24491940	30789929
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	17212867	14943832

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	66049266	73220466

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	66049266	73220466
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2844141	
(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)		2844141
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	16535	
(B) U.S. Government securities	2b(1)(B)	11732	
(C) Corporate debt instruments	2b(1)(C)	347557	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	1970	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		377794
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	1004554	
(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)		1004554
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	12561999	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	11033788	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		1528211
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	6679531	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		6679531

		(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		12434231

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	5112904	
(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)		5112904
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)	150127	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		150127
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		5263031

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		7171200
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.)		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.).....		X	
e Was this plan covered by a fidelity bond?	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?		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?		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?.....		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.).....	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.).....	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?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
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.			

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

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 4095214. (See instructions.)

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 2017 This Form is Open to Public Inspection.
For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017		
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	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 0
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): 25-1211909		
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 57
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) 2017 v. 170203		

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: 71.0% Investment-Grade Debt: 18.0% High-Yield Debt: 0.0% Real Estate: 0.0% Other: 11.0%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☒ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☒ Modified duration ☐ Other (specify):

Genesis HealthCare System Employees' Retirement Plan

**Financial Report
December 31, 2017**

Genesis HealthCare System Employees' Retirement Plan

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Independent Auditor's Report

To the Pension Committee
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, 2017 and 2016 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 audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (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, N.A. (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, 2017 and 2016 and for the years then ended that the information provided to the plan administrator is complete and accurate.

Disclaimer of Opinion

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

Emphasis of Matter

As explained in Note 7, the financial statements include investments valued at approximately \$20,192,000 (28 percent of net assets) at December 31, 2017 and \$20,486,000 (31 percent of net assets) at December 31, 2016, 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, 2017 and reportable transactions for the year ended December 31, 2017 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

To the Pension Committee
Genesis HealthCare System Employees' Retirement Plan

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 & Moreau, PLLC

Columbus, Ohio
October 5, 2018

Genesis HealthCare System Employees' Retirement Plan

Statement of Net Assets Available for Benefits

December 31, 2017 and 2016		
	2017	2016
Assets		
Investments at fair value:		
Money market fund	\$ 1,244,380	\$ 2,216,915
Mutual funds	30,789,929	24,491,940
U.S. government securities and agency obligations	3,275,313	3,141,298
Common stock	7,052,240	5,353,200
Corporate bonds and notes	9,336,430	8,208,558
Investments in limited partnerships	20,191,670	20,485,548
Total investments at fair value	71,889,962	63,897,459
Contributions receivable	1,119,306	1,772,117
Accrued income	93,430	91,384
Cash	117,768	288,306
Net Assets Available for Benefits	\$ 73,220,466	\$ 66,049,266

Genesis HealthCare System Employees' Retirement Plan

Statement of Changes in Net Assets Available for Benefits

Years Ended December 31, 2017 and 2016

	2017	2016
Additions to Net Assets		
Contributions	\$ 2,844,141	\$ 2,888,468
Investment income:		
Interest and dividends	1,382,348	943,615
Net realized and unrealized gains on investments	8,207,742	2,660,754
Total additions to net assets	12,434,231	6,492,837
Deductions from Net Assets		
Benefits paid directly to participants or beneficiaries	5,112,904	5,453,420
Administrative expenses	150,127	130,240
Total deductions from net assets	5,263,031	5,583,660
Net Increase	7,171,200	909,177
Net Assets Available for Benefits		
Beginning of year	66,049,266	65,140,089
End of year	<u><u>\$ 73,220,466</u></u>	<u><u>\$ 66,049,266</u></u>

Genesis HealthCare System Employees' Retirement Plan

Notes to Financial Statements

December 31, 2017 and 2016

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 that 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, that reports accrued benefits to participants in the form of hypothetical individual account balances. Account balances are increased each year by a percentage, based on service, of the employee's compensation plus an investment credit rate determined annually, based on the greater of average yield of the 30-year treasury bond for the five months immediately prior to the beginning of the plan year or 5 percent.

The Plan's board of trustees has amended the Plan to freeze benefit accruals for those participants who 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. 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 three years of service; however, as noted above, all became fully vested for normal retirement benefits as of June 30, 2011.

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 funding shortfall 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 the retirement, death, disability, or termination of employment. There are several forms of benefit payment available, including life annuity; 50 percent, 66 2/3 percent, 75 percent, or 100 percent joint and survivor annuity; 5, 10, or 15 year continuous and certain option; and lump-sum payment. If the present value of the total accrued benefit is less than \$1,000, the participant is automatically paid a lump sum.

Party-in-interest Transactions

Certain plan assets are in investment funds managed by PNC Bank, N.A. and Morgan Stanley Smith Barney LLC, or their affiliates. PNC Bank, N.A. 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.

December 31, 2017 and 2016

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 and/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 (NAV) (or its equivalent) of the funds 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. All other investments are valued based on quoted market prices reported in active markets. See Note 7 for additional information.

Benefit Payments

Benefits are recorded when paid.

Administrative Expenses

Various administrative costs are paid by the Hospital.

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 credited years of 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 Conduent HR Consulting, LLC 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, 2017 are summarized as follows:

Actuarial cost method	Projected Unit Credit
Assumed rate of return	7.50 percent - 2017
Mortality basis	RP-2000 Mortality Table, projected 10 years, scale BB
Retirement age	65

December 31, 2017 and 2016

Note 2 - Summary of Significant Accounting Policies (Continued)

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.

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 5, 2018, which is the date the financial statements were available to be issued.

Note 3 - Unaudited Information

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

The Plan's investments in limited partnerships totaling \$20,191,670 and \$20,485,548 at December 31, 2017 and 2016, respectively, and related investment activity of \$293,878 and \$4,848,241 for the years ended December 31, 2017 and 2016, respectively, were not certified by PNC Bank, N.A.

Note 4 - Accumulated Plan Benefits

The actuarial present value of accumulated plan benefits is determined by consulting the actuary, Conduent HR Consulting, LLC. The calculations of the estimated present value of accumulated plan benefits attributable to participants in the Plan at January 1, 2017 are as follows:

Actuarial present value of accumulated plan benefits:

Vested benefits:

For retired participants and beneficiaries receiving payments	\$ 32,509,742
For terminated vested participants and deferred disabled	12,932,153
For active participants	<u>26,529,621</u>

Total actuarial present value of accumulated plan benefits	<u><u>\$ 71,971,516</u></u>
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Genesis HealthCare System Employees' Retirement Plan

Notes to Financial Statements

December 31, 2017 and 2016

Note 4 - Accumulated Plan Benefits (Continued)

A summary of significant changes in the actuarial present value of accumulated plan benefits during the year ended is as follows:

Actuarial present value of accumulated plan benefits - Beginning of year	\$ 71,791,302
Increase (decrease) during the year attributable to:	
Benefits accumulated	317,461
Interest earnings	5,183,541
Benefits paid	(5,453,420)
Assumption changes	132,632
Net increase	180,214
Actuarial present value of accumulated plan benefits - End of year	\$ 71,971,516

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.

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 valuation techniques and inputs 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, 2017 and 2016.

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.

Genesis HealthCare System Employees' Retirement Plan

Notes to Financial Statements

December 31, 2017 and 2016

Note 7 - Fair Value Measurements (Continued)

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 of the 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.

Assets Measured at Fair Value on a Recurring Basis at December 31, 2017				
	Investments (at Fair Value)	Level 1	Level 2	Level 3
Mutual funds	\$ 30,789,929	\$ 30,789,929	\$ -	\$ -
Common stock	7,052,240	7,052,240	-	-
Money market fund	1,244,380	-	1,244,380	-
Debt securities	12,611,743	-	12,611,743	-
Total	51,698,292	<u>\$ 37,842,169</u>	<u>\$ 13,856,123</u>	<u>\$ -</u>
Investments measured at NAV - Investments in limited partnerships	<u>20,191,670</u>			
Total investments at fair value	<u>\$ 71,889,962</u>			

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 fund	2,216,915	-	2,216,915	-
Debt securities	11,349,856	-	11,349,856	-
Total	43,411,911	<u>\$ 29,845,140</u>	<u>\$ 13,566,771</u>	<u>\$ -</u>
Investments measured at NAV - Investments in limited partnerships	<u>20,485,548</u>			
Total investments at fair value	<u>\$ 63,897,459</u>			

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 2017 and 2016.

Genesis HealthCare System Employees' Retirement Plan

Notes to Financial Statements

December 31, 2017 and 2016

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 rules of those investments are as follows:

	Investments Held at December 31				
	2017	2016	2017		
	Fair Value	Fair Value	Unfunded Commitments	Redemption Frequency, if Eligible	Redemption Notice Period
RREEF America REIT II (3)	\$ 360,893	\$ -	\$ -		
Weatherlow Offshore Fund II LTD Class IA (1)	5,429,700	4,165,900	-	Quarterly	45 days
Hamilton Lane Private Equity Offshore Fund VI, LP (2)	451,240	678,087	131,132		
Stepstone Private Equity Partner Offshore II, LP (2)	170,757	253,995	137,913		
Citigroup Real Estate Partners II, LP (3)	448,430	508,211	105,000	Quarterly	65 days
Penn Square Global Real Estate Fund I, LP (3)	217,928	381,417	495,000		
SkyBridge Multi-Advisor Hedge Fund Portfolios, LLC (4)	-	4,595,693	-	Quarterly	65 days
Clifton Defensive Equity Fund (5)	5,247,838	3,272,682	-		
Acadian Global Managed Volatility Equity Fund, LLC (6)	7,864,884	6,629,563	-		
Total	<u>\$ 20,191,670</u>	<u>\$ 20,485,548</u>	<u>\$ 869,045</u>		

- (1) The Weatherlow Offshore Fund is a medium-volatility hedge fund of funds that invests primarily in general equities and credit markets.
- (2) 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.
- (3) 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.
- (4) The SkyBridge Multi-Advisor Hedge Fund Portfolios LLC are medium-volatility hedge funds of funds that invest primarily in short equities.
- (5) 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).
- (6) 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, 2017

Description of Assets	Maturity Date	Shares/ Face Value	Cost	Market/ Current Value
Money market funds:				
PNC Money Market Fund		1,244,380	\$ 1,244,380	\$ 1,244,380
Total Money Market Fund			1,244,380	1,244,380
U.S. government securities and agency obligations:				
United States Treas Sec Strips 00.000% Due 02/15/2040	2/15/2040	245,000	70,904	133,307
US Treasury Note 2.875% Due 11/15/2046	11/15/2046	50,000	48,758	51,291
US Treasury Note 3.000% Due 2/15/2047	2/15/2047	125,000	127,357	131,460
US Treasury Note 3.000% Due 5/15/2047	5/15/2047	60,000	62,488	63,083
US Treasury Note 1.625% Due 8/31/2022	8/31/2022	25,000	24,729	24,382
US Treasury Note 1.625% Due 10/15/2020	10/15/2020	80,000	79,716	79,291
US Treasury Note 2.250% Due 11/15/2027	11/15/2027	100,000	97,922	98,590
USA TREASURY STRIP 00.000% DUE 05/15/2039	5/15/2039	150,000	62,556	83,537
USA TREASURY STRIP 00.000% DUE 02/15/2045	2/15/2045	300,000	118,923	139,927
USA TREASURY STRIPS ZERO COUPON DUE 05/15/2041	5/15/2041	735,000	279,682	384,493
STRIPS 00.000% DUE 08/15/2040	8/15/2040	125,000	51,900	66,849
STRIPS USGN ZERO CPN DUE 05/15/2040	5/15/2040	325,000	98,421	175,536
United States Treas Sec Strips 00.000% Due 05/15/2036	5/15/2036	550,000	242,638	335,319
United States Treas Sec Strips 00.000% Due 08/15/2037	8/15/2037	350,000	155,047	205,447
United States Treas Sec Strips 00.000% Due 08/15/2035	8/15/2035	175,000	86,147	109,148
United States Treas Sec Strips 00.000% Due 8/15/2038	8/15/2038	175,000	74,965	99,507
US Treasury Bond Strip 0.00% Due 11/15/2038	11/15/2038	325,000	129,561	183,960
US Treasury Strips 0.00% Due 2/15/2042	2/15/2042	100,000	37,665	50,950
US Treasury Notes Strips 0.00% Due 8/15/2042	8/15/2042	325,000	123,013	162,468
US Treasury Bond Strip 0.00% Due 05/15/2044	5/15/2044	250,000	102,560	118,773
US Treasury Bond Strip 00.00% Due 11/15/2044	11/15/2044	200,000	80,186	93,884
Govt Natl Mtg Assn	12/16/2056	60,000	53,766	53,495
Govt Natl Mtg Assn	11/16/2047	90,000	75,038	75,019
Govt Natl Mtg Assn	2/16/2052	60,000	58,050	55,278
Govt Natl Mtg Assn	1/16/2057	120,000	118,155	115,300
Govt Natl Mtg Assn	11/16/2055	60,000	56,663	56,227
Govt Natl Mtg Assn	6/16/2057	100,000	92,969	92,074
Govt Natl Mtg Assn	4/17/2050	40,000	35,086	36,723
Total U.S. government securities and agency obligations			2,644,861	3,275,313
Corporate bonds and notes:				
Americredit Automobile Rec	4/18/2023	90,000	89,979	90,871
Americredit Automobile Rec	7/18/2023	100,000	100,438	100,194
AT&T Inc	6/15/2045	81,000	75,470	74,731
AT&T Inc	2/17/2023	95,000	97,770	97,182
Abbvie Inc	11/6/2022	45,000	45,756	45,695
Alibaba Group Holding	11/28/2019	60,000	60,589	60,175
Alibaba Group Holding	11/28/2024	60,000	62,659	62,242
Allstate Corp	12/15/2046	70,000	72,380	76,376
America Movil SAB DE CV	7/16/2022	100,000	104,453	101,191
Ameriprise Financial Inc	9/15/2026	50,000	50,334	48,620
Amgen Inc	5/15/2022	60,000	63,038	62,119
Anheuser-Busch	2/1/2036	90,000	89,089	100,634
Anheuser-Busch	2/1/2026	80,000	83,310	82,559
Apple Inc	5/13/2045	90,000	90,605	101,392
Apple Inc	2/9/2027	60,000	60,361	61,463
BP Capital Markets PLC	5/4/2026	80,000	82,029	80,858
Bank of America Corp	12/20/2023	163,000	158,483	163,419
Bank of NY Mellon Corp	5/3/2021	40,000	40,256	39,515
Bear Stearns Co Inc	2/1/2018	30,000	34,746	30,121

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, 2017

Description of Assets	Maturity Date	Shares/ Face Value	Cost	Market/ Current Value
Becton Dickinson and Co	1/15/2021	75,000	76,685	75,000
Berkshire Hathaway Fin	1/15/2021	70,000	71,560	74,024
Burlington North Santa Fe	6/15/2047	60,000	59,213	65,743
CNOOC Finance LTD	5/9/2023	120,000	120,433	118,662
Capital Auto Receivable	8/21/2023	120,000	120,000	122,238
Capital One	9/13/2019	50,000	50,021	49,518
Chevron Corp 3.191% Due 6/24/2023	6/24/2023	50,000	48,087	51,382
Cisco Systems Inc	9/20/2026	85,000	84,152	82,221
Citigroup Inc Due	3/30/2021	45,000	45,540	45,137
Comcast Corp 4.250% Due 1/15/2033	1/15/2033	65,000	65,866	70,848
Common Mortgage Trust 4.501% Due 3/10/2046	3/10/2046	140,000	125,120	110,781
Commonwealth Edison 3.80% Due 10/01/2042	10/1/2042	45,000	44,658	46,639
Conoco Inc 6.950% Due 4/15/2029	4/15/2029	75,000	95,862	98,506
Cons Edison Co of NY	3/15/2044	50,000	55,523	56,965
Consolidated Edison Co	12/1/2045	50,000	56,268	57,505
Csail Commercial Mortgage Trust	8/15/2048	70,000	71,947	71,819
Credit Suisse New York	9/9/2024	60,000	61,951	62,084
John Deere Capital Corp	6/10/2026	50,000	50,040	48,972
Walt Disney Company	6/1/2044	50,000	50,789	54,000
Electricite De France Sa Sedol BYWM3z7 ISIN US268317AS33 03.625% Due 10/13/2045	10/13/2045	25,000	26,806	28,365
Energy Transfer Partners Sr Unsecured 07.500% Due 07/01/2038	7/1/2038	35,000	38,127	43,398
ERP Operating LP	5/1/2027	35,000	34,938	34,887
Florida Power & Light Co	2/1/2041	65,000	80,700	81,596
Florida Power & Light Co	6/1/2024	85,000	88,310	87,383
Fluor Corp 3.375% Due 9/15/2021	9/15/2021	50,000	50,975	51,115
Ford Motor Credit Co LLC	10/5/2018	100,000	101,835	100,291
Franklin Resources Inc Due 09/15/2022	9/15/2022	100,000	98,971	100,525
GE Capital Intl Funding	11/15/2035	140,000	155,821	151,516
General Electric Cap Corp 4.50% Due 03/11/2044	3/11/2044	55,000	62,369	60,927
General Motors Finl Co	1/14/2022	60,000	61,295	60,810
Georgia Power Company	3/15/2042	65,000	68,616	69,112
Gilead Sciences Inc	9/1/2036	65,000	65,500	68,765
Goldman Sachs Group Inc	2/15/2019	90,000	102,639	95,116
Goldman Sachs Group Inc	1/24/2022	75,000	87,725	83,162
Home Depot Inc 3.75% Due 2/15/2024	2/15/2024	95,000	98,705	100,161
Huntington Bancshares	8/2/2018	50,000	50,845	50,147
Hyundai Capital America	10/30/2020	45,000	45,046	44,928
Intel Corp 3.70% Due 07/29/2025	7/29/2025	100,000	101,975	105,574
Intel Corp	12/8/2047	100,000	92,881	101,767
JP Morgan Chase & Company Due 10/15/2020	10/15/2020	45,000	43,238	47,183
JP Morgan Chase & Company Due 09/23/2022	9/23/2022	235,000	240,986	240,605
JP Morgan Chase & Company Due 01/15/2018	1/15/2018	75,000	80,843	75,104
JPMBB Commercial Mortgage 4.240% Due 10/15/2048	10/15/2048	70,000	70,107	66,791
Johnson & Johnson	12/5/2033	45,000	49,172	51,305
Keycorp	3/24/2021	90,000	99,525	96,990
Kimberly-Clark Corp	5/4/2047	85,000	86,420	90,004
Kinder Morgan Ener Part Sr Unsec 06.500% Due 09/01/2039	9/1/2039	25,000	25,823	29,505
Lowes Companies Inc	4/1/2026	65,000	67,386	67,684
Lowes Companies Inc	4/15/2046	50,000	50,390	50,205
Lyondellbasell Ind 5.00% Due 4/15/2019	4/15/2019	50,000	54,272	51,337
Manuf & Traders Trust Co	8/17/2027	60,000	60,601	60,699
Markel Corporation	7/1/2022	40,000	43,862	43,181
Mastercard Inc 3.375% Due 4/1/2024	4/1/2024	95,000	95,245	98,655
Medtronic Inc	3/15/2035	80,000	87,972	90,185
Merck & Co Inc	2/10/2025	120,000	121,531	119,514

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, 2017

Description of Assets	Maturity Date	Shares/ Face Value	Cost	Market/ Current Value
Medtronic Inc	3/15/2035	80,000	87,972	90,185
Merck & Co Inc	2/10/2025	120,000	121,531	119,514
Microsoft Corp	2/6/2047	50,000	50,429	57,164
Microsoft Corp	11/3/2025	80,000	84,639	81,675
MidAmerican Energy Co 3.50% Due 10/15/2024	10/15/2024	85,000	87,280	88,693
MidAmerican Energy Co	9/15/2043	50,000	59,042	60,057
Morgan Stanley Capital Trust	11/15/2049	100,000	102,994	99,939
Morgan Stanley Due 01/26/2020	1/26/2020	90,000	92,782	95,374
National Rural Util Corp	4/25/2027	125,000	124,684	124,081
Nike	11/1/2026	50,000	46,664	47,636
Novartis Capital Corp	11/20/2045	50,000	50,771	54,315
Oglethorpe Power Corp	3/15/2019	90,000	101,073	93,897
Omnicom Group Inc 3.625% Due 5/1/2022	5/1/2022	80,000	79,643	82,589
Oracle Corp	4/15/2038	75,000	93,473	105,608
Pacific Gas & Electric	3/1/2034	45,000	58,234	56,720
PPL Capital Funding Inc	6/15/2022	50,000	54,327	52,897
Pepsico Inc	4/14/2046	85,000	100,316	96,589
Pepsico Inc	10/15/2027	60,000	59,938	59,788
Pfizer	12/15/2036	50,000	50,302	54,774
Qualcomm Inc	5/20/2027	90,000	90,271	87,875
RAYTHEON COMPANY SR UNSEC 04.700% DUE 12/15/2041	12/15/2041	45,000	44,791	53,341
Santander Drive Auto Rec 2.80% Due 8/15/2022	8/15/2022	70,000	69,978	69,693
Shell International Fin	9/12/2026	50,000	49,185	48,432
Shire Acq Ireland DA	9/23/2021	65,000	64,849	63,977
Siemens Financieringsmat	3/16/2027	60,000	61,723	61,139
Simon Property Group	6/15/2027	65,000	65,673	65,493
SOUTHWESTERN PUBLIC SERV 04.500% DUE 08/15/2041	8/15/2041	75,000	82,151	85,617
Southern Cal Edison	4/1/2047	60,000	60,300	64,444
Sprint Spectrum	3/20/2023	93,750	94,746	94,336
Statoil USA 3.950% Due 5/15/2043	5/15/2043	45,000	43,848	47,072
State Street Corp	5/19/2026	60,000	58,844	58,369
Stryker Corp	11/1/2025	55,000	54,848	56,313
Sunoco Logistics Partner 4.650% Due 2/15/2022	2/15/2022	95,000	101,633	99,740
Toyota Motor Credit Corp Due 01/12/2022	1/12/2022	75,000	74,722	77,333
TJX COS Inc	5/15/2023	40,000	38,161	39,625
Trans-Canada Pipelines	1/15/2019	50,000	51,399	50,457
US Bancorp	4/27/2027	50,000	51,094	50,092
Union Pacific Corp	4/15/2047	65,000	64,504	70,322
United Parcel Service	11/15/2027	60,000	60,215	60,004
United Technologies Corp	11/1/2046	75,000	74,452	75,119
United Technologies Corp	5/4/2027	60,000	60,948	60,037
UnitedHealth Group Inc	11/15/2037	90,000	107,582	127,846
Valley National Bancorp	9/27/2023	20,000	19,950	21,410
Ventas Realty LP	5/1/2024	60,000	60,314	61,604
Verizon Communications	3/15/2024	85,000	88,557	89,402
Visa Inc	12/14/2025	45,000	45,015	46,004
Wellpoint Inc	5/15/2022	100,000	95,886	100,883
Wells Farge Commercial Mortgage	12/15/2059	35,000	35,669	36,385
Wells Fargo & Company	2/13/2023	90,000	85,163	91,715
Wells Fargo & Company	7/22/2027	120,000	127,486	127,777
Westpac Banking Corp	8/19/2021	100,000	96,648	98,151
Westar Energy Inc	4/1/2027	60,000	61,426	60,334
Wyeth Due 02/01/2024	2/1/2024	70,000	92,700	84,408
Total corporate bonds and notes			9,238,226	9,336,430

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, 2017

Description of Assets	Maturity Date	Shares/ Face Value	Cost	Market/ Current Value
Common stock:				
Acadia Health Care Co Inc		941	53,138	30,705
Affiliated Managers Group		359	70,309	73,685
Albemarle Corp		440	46,708	56,272
Alliance Data Systems Corp		250	54,493	63,370
Alliance Data Systems Corp		214	56,469	54,245
Analog Devices Inc		625	48,997	55,644
Aramark		1,775	64,014	75,864
Ares Capital Corp		5,650	90,156	88,818
Athene Holding LTD		1,175	60,444	60,759
Atlantic Yield PLC		4,000	83,522	84,840
Avery Dennison Corp		600	34,809	68,916
Baker Hughes Inc		900	50,491	28,476
The Bank of N T Butterfield		2,550	92,233	92,540
Beacon Roofing Supply Inc		895	48,669	57,065
Blackbaud Inc		410	29,391	38,741
Broadridge Financial Sol		830	57,636	75,181
Brunswick Corp		825	47,658	45,557
Burlington Stores Inc		829	56,130	101,992
Cable One Inc		100	51,738	70,336
Caci Intl Inc		475	38,717	62,866
Casey's General Stores Inc		478	58,717	53,507
CDW Corp		893	40,457	62,055
Centene Corp		750	54,120	75,660
Check Point Software		550	39,789	56,991
Chemical Financial Corp		1,125	41,077	60,154
Commscope Holding Co Inc		1,625	48,105	61,474
Constellation NV Class A		5,625	58,574	62,719
Continental Resources Inc		1,625	68,691	86,077
Cooper Cos Inc		141	26,703	30,721
Crown Holdings Inc		1,275	51,452	71,719
Cyrusone Inc		825	44,562	49,112
Diamond Back Energy Inc		550	47,142	69,438
Dr Pepper Snapple Group Inc		695	64,850	67,457
Dollar General		455	32,102	42,320
Domino's Pizza Inc		250	33,473	47,240
East West Bancorp Inc		1,080	43,610	65,696
Edwards Lifesciences Corp		642	59,210	72,360
Envision Healthcare Holdings		950	52,863	32,833
Epam Systems Inc		680	52,293	73,052
Essent Group LTD		425	19,461	18,454
Euronet Worldwide Inc		700	49,737	58,989
Extended Stay America Inc		4,375	82,878	83,125
Fastenal Co		1,080	47,767	59,065
Fidelity National Information		950	63,901	89,386
First American Financial		1,200	33,875	67,248
First Republic Bank		415	32,392	35,956
Fiserv Inc		250	12,845	32,783
Fiserv Inc		525	42,612	68,844
Fortive Corp		910	47,712	65,839
Forum Energy Technologies Inc		3,525	62,002	54,814
Gallagher Arthur J & Co		850	40,169	53,788
Gartner Inc		415	36,002	51,107
Global Payments Inc		675	32,503	67,662
Graco Inc		1,380	35,111	62,404

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, 2017

Description of Assets	Maturity Date	Shares/ Face Value	Cost	Market/ Current Value
Grand Canyon Education Inc		400	17,376	35,812
Grubhub Inc		860	49,285	61,748
HD Supply Holdings Inc		1,300	35,117	52,039
Hartford Financial Svs Group Inc		825	34,460	46,431
Hubbell Inc		425	49,717	57,520
Hunt JB Transport Services Inc		630	59,377	72,438
Huntington Bancshares		3,275	45,256	47,684
Icon Plc		550	45,494	61,683
IDEXX Labs Inc		185	12,618	28,930
Illumina Inc		159	26,248	34,740
IQVIA Holdings		347	24,761	33,971
Henry Schein Inc		954	80,614	66,666
Jazz Pharmaceuticals Plc		203	31,518	27,334
Kar Auction Services Inc		1,300	37,864	65,663
LKQ Corp		1,760	51,708	71,579
Laureate Education Inc		3,125	48,244	42,375
Lululemon Athletica Inc		775	51,772	60,907
Marketaxess Hldgs Inc		165	27,194	33,289
Masonite International Corp		525	37,929	38,929
Mercury Systems Inc		675	29,332	34,661
Mgic Inv't Corp Wis		1,300	19,596	18,343
Microchip Technology Inc		730	57,196	64,153
Middleby Corp		550	65,846	74,223
Middleby Corp		475	51,000	64,101
Milacron Holdings Corp		3,750	64,930	71,775
Mohawk Inc		375	77,571	103,463
Monolithic Power Systems Inc		520	32,398	58,428
NASDAQ Inc		650	27,932	49,940
NCR Corp		2,125	70,282	72,229
New Residential Investment		5,600	71,079	100,128
Nexstar Media Group Inc		1,050	63,377	82,110
Ollie's Bargain Outlet Hold		1,065	29,355	56,712
Oshkosh Corporation		475	43,510	43,173
Oshkosh Corporation		565	37,099	51,353
PVH Corp		350	37,931	48,024
Packging Corp Pkg		250	14,721	30,138
Pacwest Bancorp		1,150	51,085	57,961
Pentair PLC		950	56,518	67,089
Polyone Corporation		1,725	65,492	75,038
Pool Corp		545	57,814	70,659
QEP Resources Inc		5,375	72,736	51,439
Radian Group Inc		875	19,138	18,034
Redhat Inc		330	31,925	39,634
Reinsurance Group of America		450	31,910	70,169
Reliance Stl & Alum Co		725	48,590	62,198
Ringcentral Inc		775	18,025	37,510
Rockwell Automation Inc		163	18,783	32,005
Servicemaster Global Holding		775	24,083	39,734
Service Now Inc		520	39,765	67,803
SEI Investment Co		950	34,060	68,267
Signet Jewelers		450	34,899	25,448
Six Flags Entertainment Corp		1,100	67,115	73,228
Smith A O Corp		1,310	43,636	80,277
Snap On Inc		475	54,890	82,793
Synchrony Financial		1,775	55,856	68,533

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, 2017

Description of Assets	Maturity Date	Shares/ Face Value	Cost	Market/ Current Value
Synopsys Inc		690	33,440	58,816
Trimble Incorporated		1,632	45,839	66,325
Tyler Technologies Inc		358	53,319	63,384
Ultimate Software Group Inc		322	57,600	70,271
Universal Inc		1,945	57,051	60,218
Vail Resorts Inc		244	46,823	51,843
Veeva Systems Inc		725	28,926	40,078
Verisk Analytics		780	65,268	74,881
WPX Energy Inc		7,100	81,972	99,897
WABCO Holdings Inc		459	53,481	65,867
Watsco Inc		319	38,364	54,243
Total common stock			5,640,588	7,052,240
Mutual funds:				
ISHARES Russell Mid-Cap Value		525	41,064	46,804
Lazard Emerging Markets Equity		181,816	3,420,064	3,639,951
Templeton Global Bond Fund AD		376,468	4,662,589	4,461,143
VanGuard Total International		61,428	6,727,580	7,496,098
VanGuard Value Index-ADM		90,103	2,931,918	3,731,145
Vanguard Index TR		113,186	6,021,626	7,552,903
Hartford International Small Co FD-Y		227,303	3,345,917	3,861,885
Total mutual funds			27,150,758	30,789,929
Investment in limited partnerships:				
Private equity funds:				
The Evanston Weatherlow Offshore Fund II Ltd Class IA			5,011,845	5,429,700
Hamilton Lane Private Equity Offshore Fund VI LP Class A			867,597	451,240
Stepstone Private Equity Partner Offshore II LP			562,087	170,757
C-REP Equity II Offshore			-	448,430
Total private equity funds			6,441,529	6,500,127
Private real estate:				
Penn Square Global Real Estate Fund I LP			554,789	217,928
Clifton (Parametric) Defensive Equity Fund			4,500,000	5,247,838
Acadian Global Managed Volatility Equity Fund			5,946,028	7,864,884
RREEF America REIT II			352,074	360,893
Total private real estate			11,352,891	13,691,543
Total investments in limited partnerships			17,794,420	20,191,670
Total investments			\$ 63,713,233	\$ 71,889,962

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, 2017

(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 Loss
Category (i) - A single transaction that amounts to more than 5 percent of the beginning value of total plan assets:						
PNC	SkyBridge Multi-Advisor Hedge Fund Portfolios, LLC	\$ -	\$ 4,831,883	\$ 5,145,703	\$ 4,831,883	\$ (313,820)
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	SkyBridge Multi-Advisor Hedge Fund Portfolios, LLC:					
	Purchases - 1	68,244	-	68,244	68,244	-
	Sales - 1	-	4,831,883	5,145,703	4,831,883	(313,820)
PNC	PNC Govt. Money Market Fund:					
	Purchases - 56	3,997,665	-	3,997,665	3,997,665	-
	Sales - 37	-	4,970,200	4,970,200	4,970,200	-

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 Age		Years of Credited Service									
		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	1	12	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
30 to 34	<i>Number</i>	0	5	33	47	4	0	0	0	0	0
	<i>Avg. Comp.</i>	N/A	N/A	\$44,827	\$53,507	N/A	N/A	N/A	N/A	N/A	N/A
	<i>Avg. Cash Bal.</i>	N/A	N/A	\$3,779	\$7,861	N/A	N/A	N/A	N/A	N/A	N/A
35 to 39	<i>Number</i>	0	2	28	40	51	3	0	0	0	0
	<i>Avg. Comp.</i>	N/A	N/A	\$43,294	\$53,082	\$52,995	N/A	N/A	N/A	N/A	N/A
	<i>Avg. Cash Bal.</i>	N/A	N/A	\$3,646	\$8,734	\$17,540	N/A	N/A	N/A	N/A	N/A
40 to 44	<i>Number</i>	0	4	33	39	41	15	2	0	0	0
	<i>Avg. Comp.</i>	N/A	N/A	\$42,450	\$44,697	\$59,483	N/A	N/A	N/A	N/A	N/A
	<i>Avg. Cash Bal.</i>	N/A	N/A	\$3,686	\$7,989	\$21,415	N/A	N/A	N/A	N/A	N/A
45 to 49	<i>Number</i>	0	4	22	33	38	23	18	3	0	0
	<i>Avg. Comp.</i>	N/A	N/A	\$46,520	\$48,995	\$59,309	\$50,023	N/A	N/A	N/A	N/A
	<i>Avg. Cash Bal.</i>	N/A	N/A	\$3,890	\$9,126	\$23,109	\$25,201	N/A	N/A	N/A	N/A
50 to 54	<i>Number</i>	0	0	24	30	27	19	32	34	7	0
	<i>Avg. Comp.</i>	N/A	N/A	\$47,031	\$46,434	\$44,674	N/A	\$67,700	\$57,127	N/A	N/A
	<i>Avg. Cash Bal.</i>	N/A	N/A	\$4,189	\$8,965	\$16,943	N/A	\$43,526	\$42,477	N/A	N/A
55 to 59	<i>Number</i>	0	0	18	26	37	24	42	29	40	6
	<i>Avg. Comp.</i>	N/A	N/A	N/A	\$38,056	\$38,406	\$46,233	\$69,607	\$59,436	\$59,684	N/A
	<i>Avg. Cash Bal.</i>	N/A	N/A	N/A	\$12,526	\$20,246	\$34,501	\$55,083	\$49,405	\$55,823	N/A
60 to 64	<i>Number</i>	0	0	14	11	24	11	21	15	21	31
	<i>Avg. Comp.</i>	N/A	N/A	N/A	N/A	\$44,982	N/A	\$57,187	N/A	\$65,169	\$53,197
	<i>Avg. Cash Bal.</i>	N/A	N/A	N/A	N/A	\$26,682	N/A	\$51,077	N/A	\$58,525	\$51,535
65 to 69	<i>Number</i>	0	1	2	4	8	2	3	1	4	3
	<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	1	3	1	1	0	1	0	1
	<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	19	187	233	231	98	118	83	72	41

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 2017 Plan Year: Segment Rates with four-month lookback, constrained in accordance with relevant legislation as follows:

	Unconstrained Rates*	Rates Reflecting Corridor**
First Segment Rate	1.52%	4.16%
Second Segment Rate	3.80%	5.72%
Third Segment Rate	4.79%	6.48%
Effective Interest Rate Based on constrained rates		5.93%

*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 2017 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 \$132,845 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 non-annuitant 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
2017 Expected Return	7.50%	6.48%	6.48%
2016 Expected Return	7.50%	6.65%	6.65%
2015 Expected Return	7.50%	6.81%	6.81%

Summary of Changes from the January 1, 2016 Valuation

The interest rates and mortality tables were updated to those applicable to the current plan year in accordance with relevant legislation. These changes increased the plan's Funding Target by approximately \$1.1 million.

The expected plan administrative and investment expenses to be added to the Target Normal Cost were changed from \$116,378 to \$132,845.

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, 2017

(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 Loss
Category (i) - A single transaction that amounts to more than 5 percent of the beginning value of total plan assets:						
PNC	SkyBridge Multi-Advisor Hedge Fund Portfolios, LLC	\$ -	\$ 4,831,883	\$ 5,145,703	\$ 4,831,883	\$ (313,820)
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	SkyBridge Multi-Advisor Hedge Fund Portfolios, LLC:					
	Purchases - 1	68,244	-	68,244	68,244	-
	Sales - 1	-	4,831,883	5,145,703	4,831,883	(313,820)
PNC	PNC Govt. Money Market Fund:					
	Purchases - 56	3,997,665	-	3,997,665	3,997,665	-
	Sales - 37	-	4,970,200	4,970,200	4,970,200	-

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 2017 This Form Is Open to Public Inspection
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For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

► 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>2017</u>			
2 Assets:			
a Market value.....	2a	66,030,004	
b Actuarial value.....	2b	67,968,529	
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	959	35,915,776	35,915,776
b For terminated vested participants	916	16,227,611	16,227,611
c For active participants	1,082	32,585,433	32,585,433
d Total.....	2,957	84,728,820	84,728,820
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	5.93%	
6 Target normal cost	6	601,184	

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 5, 2018</u> Date 1708170
SUSAN J. FEIGHTNER Type or print name of actuary		Most recent enrollment number 412-281-2506
BUCK GLOBAL, LLC Firm name		Telephone number (including area code)
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) 2017

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>5.52%</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)		433,253
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>6.13%</u>		26,558
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		459,811
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	80.21%
15 Adjusted funding target attainment percentage.....	15	80.21%
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	82.18%
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
04/14/2017	574,945	0			
07/14/2017	574,945	0			
10/13/2017	574,945	0			
01/12/2018	574,945	0			
09/14/2018	544,361	0			
Totals ▶			18(b)	2,844,141	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	2,708,293

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: 4.16 %	2nd segment: 5.72 %	3rd segment: 6.48 %
			☐ 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	601,184	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment	16,760,291		2,106,852
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	2,708,036	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	2,708,036	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	2,708,293	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	257	
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		
43 Excess installment acceleration amount to be carried over to future plan years	43		

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	359.0973	0.0264	9.4674	520.7076
56	393.0605	0.0300	11.7918	660.3417
57	423.4008	0.0300	12.7020	724.0155
58	452.6429	0.0300	13.5793	787.5986
59	486.8221	0.0300	14.6047	861.6752
60	510.7543	0.0300	15.3226	919.3578
61	533.7531	0.0300	16.0126	976.7682
62	541.8168	0.2000	108.3634	6,718.5280
63	466.3281	0.1000	46.6328	2,937.8669
64	443.7045	0.1000	44.3705	2,839.7088
65	409.2912	1.0000	409.2912	26,603.9259
66	6.0000	1.0000	6.0000	396.0000
67	4.0000	1.0000	4.0000	268.0000
68	4.0000	1.0000	4.0000	272.0000
69	6.0000	1.0000	6.0000	414.0000
70	1.0000	1.0000	1.0000	70.0000
71	2.0000	1.0000	2.0000	142.0000
72	2.0000	1.0000	2.0000	144.0000
73	2.0000	1.0000	2.0000	146.0000
74	0.0000	1.0000	0.0000	0.0000
75	0.0000	1.0000	0.0000	0.0000
76	0.0000	1.0000	0.0000	0.0000
77	2.0000	1.0000	2.0000	154.0000
78	1.0000	1.0000	1.0000	78.0000
Total			732.1382	46,634.4941
Average				63.70

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, Buck 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, 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. Prior to January 1, 2017, the Applicable Interest Rate (AIR) for any Plan year is equal to the average yield on 30-Year Treasury bonds for the twelve months prior to the beginning of the Plan year. After January 1, 2017, the AIR for any Plan year is equal to the average yield on 30-Year Treasury bonds for the five months immediately 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, 2016 Valuation

The definition of Applicable Interest Rate was changed as described in the Accrued Benefits section above.

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, 2017

Description of Assets	Maturity Date	Shares/ Face Value	Cost	Market/ Current Value
Money market funds:				
PNC Money Market Fund		1,244,380	\$ 1,244,380	\$ 1,244,380
Total Money Market Fund			1,244,380	1,244,380
U.S. government securities and agency obligations:				
United States Treas Sec Strips 00.000% Due 02/15/2040	2/15/2040	245,000	70,904	133,307
US Treasury Note 2.875% Due 11/15/2046	11/15/2046	50,000	48,758	51,291
US Treasury Note 3.000% Due 2/15/2047	2/15/2047	125,000	127,357	131,460
US Treasury Note 3.000% Due 5/15/2047	5/15/2047	60,000	62,488	63,083
US Treasury Note 1.625% Due 8/31/2022	8/31/2022	25,000	24,729	24,382
US Treasury Note 1.625% Due 10/15/2020	10/15/2020	80,000	79,716	79,291
US Treasury Note 2.250% Due 11/15/2027	11/15/2027	100,000	97,922	98,590
USA TREASURY STRIP 00.000% DUE 05/15/2039	5/15/2039	150,000	62,556	83,537
USA TREASURY STRIP 00.000% DUE 02/15/2045	2/15/2045	300,000	118,923	139,927
USA TREASURY STRIPS ZERO COUPON DUE 05/15/2041	5/15/2041	735,000	279,682	384,493
STRIPS 00.000% DUE 08/15/2040	8/15/2040	125,000	51,900	66,849
STRIPS USGN ZERO CPN DUE 05/15/2040	5/15/2040	325,000	98,421	175,536
United States Treas Sec Strips 00.000% Due 05/15/2036	5/15/2036	550,000	242,638	335,319
United States Treas Sec Strips 00.000% Due 08/15/2037	8/15/2037	350,000	155,047	205,447
United States Treas Sec Strips 00.000% Due 08/15/2035	8/15/2035	175,000	86,147	109,148
United States Treas Sec Strips 00.000% Due 8/15/2038	8/15/2038	175,000	74,965	99,507
US Treasury Bond Strip 0.00% Due 11/15/2038	11/15/2038	325,000	129,561	183,960
US Treasury Strips 0.00% Due 2/15/2042	2/15/2042	100,000	37,665	50,950
US Treasury Notes Strips 0.00% Due 8/15/2042	8/15/2042	325,000	123,013	162,468
US Treasury Bond Strip 0.00% Due 05/15/2044	5/15/2044	250,000	102,560	118,773
US Treasury Bond Strip 00.00% Due 11/15/2044	11/15/2044	200,000	80,186	93,884
Govt Natl Mtg Assn	12/16/2056	60,000	53,766	53,495
Govt Natl Mtg Assn	11/16/2047	90,000	75,038	75,019
Govt Natl Mtg Assn	2/16/2052	60,000	58,050	55,278
Govt Natl Mtg Assn	1/16/2057	120,000	118,155	115,300
Govt Natl Mtg Assn	11/16/2055	60,000	56,663	56,227
Govt Natl Mtg Assn	6/16/2057	100,000	92,969	92,074
Govt Natl Mtg Assn	4/17/2050	40,000	35,086	36,723
Total U.S. government securities and agency obligations			2,644,861	3,275,313
Corporate bonds and notes:				
Americredit Automobile Rec	4/18/2023	90,000	89,979	90,871
Americredit Automobile Rec	7/18/2023	100,000	100,438	100,194
AT&T Inc	6/15/2045	81,000	75,470	74,731
AT&T Inc	2/17/2023	95,000	97,770	97,182
Abbvie Inc	11/6/2022	45,000	45,756	45,695
Alibaba Group Holding	11/28/2019	60,000	60,589	60,175
Alibaba Group Holding	11/28/2024	60,000	62,659	62,242
Allstate Corp	12/15/2046	70,000	72,380	76,376
America Movil SAB DE CV	7/16/2022	100,000	104,453	101,191
Ameriprise Financial Inc	9/15/2026	50,000	50,334	48,620
Amgen Inc	5/15/2022	60,000	63,038	62,119
Anheuser-Busch	2/1/2036	90,000	89,089	100,634
Anheuser-Busch	2/1/2026	80,000	83,310	82,559
Apple Inc	5/13/2045	90,000	90,605	101,392
Apple Inc	2/9/2027	60,000	60,361	61,463
BP Capital Markets PLC	5/4/2026	80,000	82,029	80,858
Bank of America Corp	12/20/2023	163,000	158,483	163,419
Bank of NY Mellon Corp	5/3/2021	40,000	40,256	39,515
Bear Stearns Co Inc	2/1/2018	30,000	34,746	30,121

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, 2017

Description of Assets	Maturity Date	Shares/ Face Value	Cost	Market/ Current Value
Becton Dickinson and Co	1/15/2021	75,000	76,685	75,000
Berkshire Hathaway Fin	1/15/2021	70,000	71,560	74,024
Burlington North Santa Fe	6/15/2047	60,000	59,213	65,743
CNOOC Finance LTD	5/9/2023	120,000	120,433	118,662
Capital Auto Receivable	8/21/2023	120,000	120,000	122,238
Capital One	9/13/2019	50,000	50,021	49,518
Chevron Corp 3.191% Due 6/24/2023	6/24/2023	50,000	48,087	51,382
Cisco Systems Inc	9/20/2026	85,000	84,152	82,221
Citigroup Inc Due	3/30/2021	45,000	45,540	45,137
Comcast Corp 4.250% Due 1/15/2033	1/15/2033	65,000	65,866	70,848
Common Mortgage Trust 4.501% Due 3/10/2046	3/10/2046	140,000	125,120	110,781
Commonwealth Edison 3.80% Due 10/01/2042	10/1/2042	45,000	44,658	46,639
Conoco Inc 6.950% Due 4/15/2029	4/15/2029	75,000	95,862	98,506
Cons Edison Co of NY	3/15/2044	50,000	55,523	56,965
Consolidated Edison Co	12/1/2045	50,000	56,268	57,505
Csail Commercial Mortgage Trust	8/15/2048	70,000	71,947	71,819
Credit Suisse New York	9/9/2024	60,000	61,951	62,084
John Deere Capital Corp	6/10/2026	50,000	50,040	48,972
Walt Disney Company	6/1/2044	50,000	50,789	54,000
Electricite De France Sa Sedol BYWM3z7 ISIN US268317AS33 03.625% Due 10/13/2045	10/13/2045	25,000	26,806	28,365
Energy Transfer Partners Sr Unsecured 07.500% Due 07/01/2038	7/1/2038	35,000	38,127	43,398
ERP Operating LP	5/1/2027	35,000	34,938	34,887
Florida Power & Light Co	2/1/2041	65,000	80,700	81,596
Florida Power & Light Co	6/1/2024	85,000	88,310	87,383
Fluor Corp 3.375% Due 9/15/2021	9/15/2021	50,000	50,975	51,115
Ford Motor Credit Co LLC	10/5/2018	100,000	101,835	100,291
Franklin Resources Inc Due 09/15/2022	9/15/2022	100,000	98,971	100,525
GE Capital Intl Funding	11/15/2035	140,000	155,821	151,516
General Electric Cap Corp 4.50% Due 03/11/2044	3/11/2044	55,000	62,369	60,927
General Motors Finl Co	1/14/2022	60,000	61,295	60,810
Georgia Power Company	3/15/2042	65,000	68,616	69,112
Gilead Sciences Inc	9/1/2036	65,000	65,500	68,765
Goldman Sachs Group Inc	2/15/2019	90,000	102,639	95,116
Goldman Sachs Group Inc	1/24/2022	75,000	87,725	83,162
Home Depot Inc 3.75% Due 2/15/2024	2/15/2024	95,000	98,705	100,161
Huntington Bancshares	8/2/2018	50,000	50,845	50,147
Hyundai Capital America	10/30/2020	45,000	45,046	44,928
Intel Corp 3.70% Due 07/29/2025	7/29/2025	100,000	101,975	105,574
Intel Corp	12/8/2047	100,000	92,881	101,767
JP Morgan Chase & Company Due 10/15/2020	10/15/2020	45,000	43,238	47,183
JP Morgan Chase & Company Due 09/23/2022	9/23/2022	235,000	240,986	240,605
JP Morgan Chase & Company Due 01/15/2018	1/15/2018	75,000	80,843	75,104
JPMBB Commercial Mortgage 4.240% Due 10/15/2048	10/15/2048	70,000	70,107	66,791
Johnson & Johnson	12/5/2033	45,000	49,172	51,305
Keycorp	3/24/2021	90,000	99,525	96,990
Kimberly-Clark Corp	5/4/2047	85,000	86,420	90,004
Kinder Morgan Ener Part Sr Unsec 06.500% Due 09/01/2039	9/1/2039	25,000	25,823	29,505
Lowes Companies Inc	4/1/2026	65,000	67,386	67,684
Lowes Companies Inc	4/15/2046	50,000	50,390	50,205
Lyondellbasell Ind 5.00% Due 4/15/2019	4/15/2019	50,000	54,272	51,337
Manuf & Traders Trust Co	8/17/2027	60,000	60,601	60,699
Markel Corporation	7/1/2022	40,000	43,862	43,181
Mastercard Inc 3.375% Due 4/1/2024	4/1/2024	95,000	95,245	98,655
Medtronic Inc	3/15/2035	80,000	87,972	90,185
Merck & Co Inc	2/10/2025	120,000	121,531	119,514

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, 2017

Description of Assets	Maturity Date	Shares/ Face Value	Cost	Market/ Current Value
Medtronic Inc	3/15/2035	80,000	87,972	90,185
Merck & Co Inc	2/10/2025	120,000	121,531	119,514
Microsoft Corp	2/6/2047	50,000	50,429	57,164
Microsoft Corp	11/3/2025	80,000	84,639	81,675
MidAmerican Energy Co 3.50% Due 10/15/2024	10/15/2024	85,000	87,280	88,693
MidAmerican Energy Co	9/15/2043	50,000	59,042	60,057
Morgan Stanley Capital Trust	11/15/2049	100,000	102,994	99,939
Morgan Stanley Due 01/26/2020	1/26/2020	90,000	92,782	95,374
National Rural Util Corp	4/25/2027	125,000	124,684	124,081
Nike	11/1/2026	50,000	46,664	47,636
Novartis Capital Corp	11/20/2045	50,000	50,771	54,315
Oglethorpe Power Corp	3/15/2019	90,000	101,073	93,897
Omnicom Group Inc 3.625% Due 5/1/2022	5/1/2022	80,000	79,643	82,589
Oracle Corp	4/15/2038	75,000	93,473	105,608
Pacific Gas & Electric	3/1/2034	45,000	58,234	56,720
PPL Capital Funding Inc	6/15/2022	50,000	54,327	52,897
Pepsico Inc	4/14/2046	85,000	100,316	96,589
Pepsico Inc	10/15/2027	60,000	59,938	59,788
Pfizer	12/15/2036	50,000	50,302	54,774
Qualcomm Inc	5/20/2027	90,000	90,271	87,875
RAYTHEON COMPANY SR UNSEC 04.700% DUE 12/15/2041	12/15/2041	45,000	44,791	53,341
Santander Drive Auto Rec 2.80% Due 8/15/2022	8/15/2022	70,000	69,978	69,693
Shell International Fin	9/12/2026	50,000	49,185	48,432
Shire Acq Ireland DA	9/23/2021	65,000	64,849	63,977
Siemens Financieringsmat	3/16/2027	60,000	61,723	61,139
Simon Property Group	6/15/2027	65,000	65,673	65,493
SOUTHWESTERN PUBLIC SERV 04.500% DUE 08/15/2041	8/15/2041	75,000	82,151	85,617
Southern Cal Edison	4/1/2047	60,000	60,300	64,444
Sprint Spectrum	3/20/2023	93,750	94,746	94,336
Statoil USA 3.950% Due 5/15/2043	5/15/2043	45,000	43,848	47,072
State Street Corp	5/19/2026	60,000	58,844	58,369
Stryker Corp	11/1/2025	55,000	54,848	56,313
Sunoco Logistics Partner 4.650% Due 2/15/2022	2/15/2022	95,000	101,633	99,740
Toyota Motor Credit Corp Due 01/12/2022	1/12/2022	75,000	74,722	77,333
TJX COS Inc	5/15/2023	40,000	38,161	39,625
Trans-Canada Pipelines	1/15/2019	50,000	51,399	50,457
US Bancorp	4/27/2027	50,000	51,094	50,092
Union Pacific Corp	4/15/2047	65,000	64,504	70,322
United Parcel Service	11/15/2027	60,000	60,215	60,004
United Technologies Corp	11/1/2046	75,000	74,452	75,119
United Technologies Corp	5/4/2027	60,000	60,948	60,037
UnitedHealth Group Inc	11/15/2037	90,000	107,582	127,846
Valley National Bancorp	9/27/2023	20,000	19,950	21,410
Ventas Realty LP	5/1/2024	60,000	60,314	61,604
Verizon Communications	3/15/2024	85,000	88,557	89,402
Visa Inc	12/14/2025	45,000	45,015	46,004
Wellpoint Inc	5/15/2022	100,000	95,886	100,883
Wells Farge Commercial Mortgage	12/15/2059	35,000	35,669	36,385
Wells Fargo & Company	2/13/2023	90,000	85,163	91,715
Wells Fargo & Company	7/22/2027	120,000	127,486	127,777
Westpac Banking Corp	8/19/2021	100,000	96,648	98,151
Westar Energy Inc	4/1/2027	60,000	61,426	60,334
Wyeth Due 02/01/2024	2/1/2024	70,000	92,700	84,408
Total corporate bonds and notes			9,238,226	9,336,430

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, 2017

Description of Assets	Maturity Date	Shares/ Face Value	Cost	Market/ Current Value
Common stock:				
Acadia Health Care Co Inc		941	53,138	30,705
Affiliated Managers Group		359	70,309	73,685
Albemarle Corp		440	46,708	56,272
Alliance Data Systems Corp		250	54,493	63,370
Alliance Data Systems Corp		214	56,469	54,245
Analog Devices Inc		625	48,997	55,644
Aramark		1,775	64,014	75,864
Ares Capital Corp		5,650	90,156	88,818
Athene Holding LTD		1,175	60,444	60,759
Atlantic Yield PLC		4,000	83,522	84,840
Avery Dennison Corp		600	34,809	68,916
Baker Hughes Inc		900	50,491	28,476
The Bank of N T Butterfield		2,550	92,233	92,540
Beacon Roofing Supply Inc		895	48,669	57,065
Blackbaud Inc		410	29,391	38,741
Broadridge Financial Sol		830	57,636	75,181
Brunswick Corp		825	47,658	45,557
Burlington Stores Inc		829	56,130	101,992
Cable One Inc		100	51,738	70,336
Caci Intl Inc		475	38,717	62,866
Casey's General Stores Inc		478	58,717	53,507
CDW Corp		893	40,457	62,055
Centene Corp		750	54,120	75,660
Check Point Software		550	39,789	56,991
Chemical Financial Corp		1,125	41,077	60,154
Commscope Holding Co Inc		1,625	48,105	61,474
Constellium NV Class A		5,625	58,574	62,719
Continental Resources Inc		1,625	68,691	86,077
Cooper Cos Inc		141	26,703	30,721
Crown Holdings Inc		1,275	51,452	71,719
Cyrusone Inc		825	44,562	49,112
Diamond Back Energy Inc		550	47,142	69,438
Dr Pepper Snapple Group Inc		695	64,850	67,457
Dollar General		455	32,102	42,320
Domino's Pizza Inc		250	33,473	47,240
East West Bancorp Inc		1,080	43,610	65,696
Edwards Lifesciences Corp		642	59,210	72,360
Envision Healthcare Holdings		950	52,863	32,833
Epam Systems Inc		680	52,293	73,052
Essent Group LTD		425	19,461	18,454
Euronet Worldwide Inc		700	49,737	58,989
Extended Stay America Inc		4,375	82,878	83,125
Fastenal Co		1,080	47,767	59,065
Fidelity National Information		950	63,901	89,386
First American Financial		1,200	33,875	67,248
First Republic Bank		415	32,392	35,956
Fiserv Inc		250	12,845	32,783
Fiserv Inc		525	42,612	68,844
Fortive Corp		910	47,712	65,839
Forum Energy Technologies Inc		3,525	62,002	54,814
Gallagher Arthur J & Co		850	40,169	53,788
Gartner Inc		415	36,002	51,107
Global Payments Inc		675	32,503	67,662
Graco Inc		1,380	35,111	62,404

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, 2017

Description of Assets	Maturity Date	Shares/ Face Value	Cost	Market/ Current Value
Grand Canyon Education Inc		400	17,376	35,812
Grubhub Inc		860	49,285	61,748
HD Supply Holdings Inc		1,300	35,117	52,039
Hartford Financial Svs Group Inc		825	34,460	46,431
Hubbell Inc		425	49,717	57,520
Hunt JB Transport Services Inc		630	59,377	72,438
Huntington Bancshares		3,275	45,256	47,684
Icon Plc		550	45,494	61,683
IDEXX Labs Inc		185	12,618	28,930
Illumina Inc		159	26,248	34,740
IQVIA Holdings		347	24,761	33,971
Henry Schein Inc		954	80,614	66,666
Jazz Pharmaceuticals Plc		203	31,518	27,334
Kar Auction Services Inc		1,300	37,864	65,663
LKQ Corp		1,760	51,708	71,579
Laureate Education Inc		3,125	48,244	42,375
Lululemon Athletica Inc		775	51,772	60,907
Marketaxess Hldgs Inc		165	27,194	33,289
Masonite International Corp		525	37,929	38,929
Mercury Systems Inc		675	29,332	34,661
Mgic Inv't Corp Wis		1,300	19,596	18,343
Microchip Technology Inc		730	57,196	64,153
Middleby Corp		550	65,846	74,223
Middleby Corp		475	51,000	64,101
Milacron Holdings Corp		3,750	64,930	71,775
Mohawk Inc		375	77,571	103,463
Monolithic Power Systems Inc		520	32,398	58,428
NASDAQ Inc		650	27,932	49,940
NCR Corp		2,125	70,282	72,229
New Residential Investment		5,600	71,079	100,128
Nexstar Media Group Inc		1,050	63,377	82,110
Ollie's Bargain Outlet Hold		1,065	29,355	56,712
Oshkosh Corporation		475	43,510	43,173
Oshkosh Corporation		565	37,099	51,353
PVH Corp		350	37,931	48,024
Packging Corp Pkg		250	14,721	30,138
Pacwest Bancorp		1,150	51,085	57,961
Pentair PLC		950	56,518	67,089
Polyone Corporation		1,725	65,492	75,038
Pool Corp		545	57,814	70,659
QEP Resources Inc		5,375	72,736	51,439
Radian Group Inc		875	19,138	18,034
Redhat Inc		330	31,925	39,634
Reinsurance Group of America		450	31,910	70,169
Reliance Stl & Alum Co		725	48,590	62,198
Ringcentral Inc		775	18,025	37,510
Rockwell Automation Inc		163	18,783	32,005
Servicemaster Global Holding		775	24,083	39,734
Service Now Inc		520	39,765	67,803
SEI Investment Co		950	34,060	68,267
Signet Jewelers		450	34,899	25,448
Six Flags Entertainment Corp		1,100	67,115	73,228
Smith A O Corp		1,310	43,636	80,277
Snap On Inc		475	54,890	82,793
Synchrony Financial		1,775	55,856	68,533

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, 2017**

Description of Assets	Maturity Date	Shares/ Face Value	Cost	Market/ Current Value
Synopsys Inc		690	33,440	58,816
Trimble Incorporated		1,632	45,839	66,325
Tyler Technologies Inc		358	53,319	63,384
Ultimate Software Group Inc		322	57,600	70,271
Universal Inc		1,945	57,051	60,218
Vail Resorts Inc		244	46,823	51,843
Veeva Systems Inc		725	28,926	40,078
Verisk Analytics		780	65,268	74,881
WPX Energy Inc		7,100	81,972	99,897
WABCO Holdings Inc		459	53,481	65,867
Watsco Inc		319	38,364	54,243
Total common stock			5,640,588	7,052,240
Mutual funds:				
ISHARES Russell Mid-Cap Value		525	41,064	46,804
Lazard Emerging Markets Equity		181,816	3,420,064	3,639,951
Templeton Global Bond Fund AD		376,468	4,662,589	4,461,143
VanGuard Total International		61,428	6,727,580	7,496,098
VanGuard Value Index-ADM		90,103	2,931,918	3,731,145
Vanguard Index TR		113,186	6,021,626	7,552,903
Hartford International Small Co FD-Y		227,303	3,345,917	3,861,885
Total mutual funds			27,150,758	30,789,929
Investment in limited partnerships:				
Private equity funds:				
The Evanston Weatherlow Offshore Fund II Ltd Class IA			5,011,845	5,429,700
Hamilton Lane Private Equity Offshore Fund VI LP Class A			867,597	451,240
Stepstone Private Equity Partner Offshore II LP			562,087	170,757
C-REP Equity II Offshore			-	448,430
Total private equity funds			6,441,529	6,500,127
Private real estate:				
Penn Square Global Real Estate Fund I LP			554,789	217,928
Clifton (Parametric) Defensive Equity Fund			4,500,000	5,247,838
Acadian Global Managed Volatility Equity Fund			5,946,028	7,864,884
RREEF America REIT II			352,074	360,893
Total private real estate			11,352,891	13,691,543
Total investments in limited partnerships			17,794,420	20,191,670
Total investments			\$ 63,713,233	\$ 71,889,962

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	8,408,206	1/1/2010	8	1,242,498
Shortfall	5,367,147	1/1/2011	9	724,506
Shortfall	(1,606,798)	1/1/2012	2	(819,769)
Shortfall	1,013,139	1/1/2013	3	351,567
Shortfall	218,396	1/1/2014	4	57,981
Shortfall	(495,144)	1/1/2015	5	(107,261)
Shortfall	1,107,287	1/1/2016	6	206,066
Shortfall	2,748,058	1/1/2017	7	451,264

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 \$116,378 to \$132,845. Expected expenses for 2017 are assumed equal to the amount paid from Plan assets for the prior year and increased 2% per year for inflation.