

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 2018 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2018 or fiscal plan year beginning <u>01/01/2018</u> and ending <u>12/31/2018</u>	
A This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here. ▶ ☐	
D Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>GENESIS HEALTHCARE SYSTEM TDA THRIFT PLAN</u>	1b Three-digit plan number (PN) ▶	007	
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</u>		1c Effective date of plan <u>12/01/1983</u>	2b Employer Identification Number (EIN) <u>31-1480941</u>
		2c Plan Sponsor's telephone number <u>740-454-4710</u>	2d Business code (see instructions) <u>622000</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2019	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 (2018)
v. 171027

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 2516
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 2516 6a(2) 2516 6b 33 6c 650 6d 3199 6e 0 6f 3199 6g 3199 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: 2L 2T 2F 2S 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)** ☒ 7 **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 2018 Form M-1 annual report. If the plan was not required to file the 2018 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2018 This Form is Open to Public Inspection
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018		
A Name of plan GENESIS HEALTHCARE SYSTEM TDA THRIFT PLAN	B Three-digit plan number (PN) ▶	007
C Plan sponsor's name as shown on line 2a of Form 5500 GENESIS HEALTHCARE SYSTEM	D Employer Identification Number (EIN) 31-1480941	

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

(a) Name of insurance carrier UNITED OF OMAHA LIFE INSURANCE COMPANY
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(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
47-0322111	69868	G05580	124	01/01/2018	12/31/2018

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end **4** 2800627**5** Current value of plan's interest under this contract in separate accounts at year end **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **6d**
Specify nature of costs ▶**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ GENERAL INSURANCE ACCOUNTS**b** Balance at the end of the previous year **7b** 2950635**c** Additions: (1) Contributions deposited during the year **7c(1)**
(2) Dividends and credits **7c(2)**
(3) Interest credited during the year **7c(3)** 58378
(4) Transferred from separate account **7c(4)**
(5) Other (specify below) **7c(5)**
▶(6) Total additions **7c(6)** 58378**d** Total of balance and additions (add lines **7b** and **7c(6)**). **7d** 3009013**e** Deductions:
(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 208386
(2) Administration charge made by carrier **7e(2)**
(3) Transferred to separate account **7e(3)**
(4) Other (specify below) **7e(4)**
▶(5) Total deductions **7e(5)** 208386**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f** 2800627

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

a Premiums: (1) Amount received	9a(1)		
(2) Increase (decrease) in amount due but unpaid	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3))		9a(4)	0
b Benefit charges (1) Claims paid	9b(1)		
(2) Increase (decrease) in claim reserves	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	0
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

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

Specify nature of costs.

Part IV Provision of Information

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

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

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2018 This Form is Open to Public Inspection
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018	
A Name of plan GENESIS HEALTHCARE SYSTEM TDA THRIFT PLAN	B Three-digit plan number (PN) ▶ 007
C Plan sponsor's name as shown on line 2a of Form 5500 GENESIS HEALTHCARE SYSTEM	D Employer Identification Number (EIN) 31-1480941

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

(a) Name of insurance carrier BRIGHTHOUSE LIFE INSURANCE COMPANY
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(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-0566090	87726	919734	153	01/01/2018	12/31/2018

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

(a) Total amount of commissions paid 97	(b) Total amount of fees paid 0
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3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).
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(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid BRIGHTHOUSE SECURITIES, LLC 1095 AVENUES OF THE AMERICAS NEW YORK, NY 10036
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(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
97	0	ASSET ALLOCATION ADVICE REBALANCING SERVICES	3

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	1028083
5 Current value of plan's interest under this contract in separate accounts at year end	5	4087024

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

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

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

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

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

b Balance at the end of the previous year.....	7b	1092391
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c Additions: (1) Contributions deposited during the year	7c(1)	16677	
	7c(2)		
	7c(3)	35980	
	7c(4)	21735	
	7c(5)		

(6) Total additions.....	7c(6)	74392
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d Total of balance and additions (add lines 7b and 7c(6))	7d	1166783
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	117061	
	7e(2)		
	7e(3)	21639	
	7e(4)		

(5) Total deductions.....	7e(5)	138700
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	1028083
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	0
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	0
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

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

Specify nature of costs.

Part IV Provision of Information

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

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

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2018 This Form is Open to Public Inspection
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018	
A Name of plan GENESIS HEALTHCARE SYSTEM TDA THRIFT PLAN	B Three-digit plan number (PN) ▶ 007
C Plan sponsor's name as shown on line 2a of Form 5500 GENESIS HEALTHCARE SYSTEM	D Employer Identification Number (EIN) 31-1480941

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

(a) Name of insurance carrier NATIONWIDE LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
31-4156830	66869	COPE0101CC37	30	01/01/2018	12/31/2018

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	330007
5 Current value of plan's interest under this contract in separate accounts at year end	5	459950

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

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

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

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

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

b Balance at the end of the previous year.....	7b	362313
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c Additions: (1) Contributions deposited during the year	7c(1)		
	7c(2)		
	7c(3)		
	7c(4)		
	7c(5)	11886	

▶ **GAINS/LOSSES, DEPOSITS, EXCHANGE IN**

(6) Total additions.....	7c(6)	11886
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d Total of balance and additions (add lines 7b and 7c(6))	7d	374199
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e Deductions: (1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	33841	
	7e(2)	14	
	7e(3)		
	7e(4)	10337	

▶ **EXCHANGE OUT**

(5) Total deductions.....	7e(5)	44192
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	330007
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

a Premiums: (1) Amount received	9a(1)		
(2) Increase (decrease) in amount due but unpaid	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3))	9a(4)	0	
b Benefit charges (1) Claims paid	9b(1)		
(2) Increase (decrease) in claim reserves	9b(2)		
(3) Incurred claims (add (1) and (2))	9b(3)	0	
(4) Claims charged	9b(4)		
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention	9c(1)(H)	0	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)	9c(2)		
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement	9d(1)		
(2) Claim reserves	9d(2)		
(3) Other reserves	9d(3)		
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)	9e		

10 Nonexperience-rated contracts:

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

Specify nature of costs.

Part IV Provision of Information

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

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

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2018 This Form is Open to Public Inspection
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018	
A Name of plan GENESIS HEALTHCARE SYSTEM TDA THRIFT PLAN	B Three-digit plan number (PN) ▶ 007
C Plan sponsor's name as shown on line 2a of Form 5500 GENESIS HEALTHCARE SYSTEM	D Employer Identification Number (EIN) 31-1480941

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

(a) Name of insurance carrier THE PRUDENTIAL INSURANCE COMPANY OF AMERICA

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
22-1211670	68241	005389	3199	01/01/2018	12/31/2018

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	48896898
5 Current value of plan's interest under this contract in separate accounts at year end	5	2776260

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

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

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

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

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

b Balance at the end of the previous year.....	7b	47647730
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c Additions: (1) Contributions deposited during the year	7c(1)	3539572	
	7c(2)	0	
	7c(3)	1445390	
	7c(4)	194131	
	7c(5)	2585102	

▶ LOAN REPAYMENTS, TRANSFER IN, MISC IN, FORFEITURE CREDITS

(6) Total additions.....	7c(6)	7764195
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d Total of balance and additions (add lines 7b and 7c(6))	7d	55411925
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	3468338	
	7e(2)	9838	
	7e(3)	82430	
	7e(4)	2954421	

▶ LOAN INITIATIONS, TRANSFER OUT, MISC OUT, FORFEITURE DEBITS

(5) Total deductions.....	7e(5)	6515027
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	48896898
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

a Premiums: (1) Amount received	9a(1)		
(2) Increase (decrease) in amount due but unpaid	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3))		9a(4)	0
b Benefit charges (1) Claims paid	9b(1)		
(2) Increase (decrease) in claim reserves	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	0
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

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

Specify nature of costs.

Part IV Provision of Information

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

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

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2018 This Form is Open to Public Inspection
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018	
A Name of plan GENESIS HEALTHCARE SYSTEM TDA THRIFT PLAN	B Three-digit plan number (PN) ▶ 007
C Plan sponsor's name as shown on line 2a of Form 5500 GENESIS HEALTHCARE SYSTEM	D Employer Identification Number (EIN) 31-1480941

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

(a) Name of insurance carrier METROPOLITAN LIFE OF CT

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-0566090	87726	1014314-01	5	01/01/2018	12/31/2018

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end **4** 59698**5** Current value of plan's interest under this contract in separate accounts at year end **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **6d**
Specify nature of costs ▶**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ GENERAL INSURANCE ACCOUNT**b** Balance at the end of the previous year **7b** 41990**c** Additions: (1) Contributions deposited during the year **7c(1)**
(2) Dividends and credits **7c(2)**
(3) Interest credited during the year **7c(3)** 1292
(4) Transferred from separate account **7c(4)** 16416
(5) Other (specify below) **7c(5)**
▶(6) Total additions **7c(6)** 17708**d** Total of balance and additions (add lines **7b** and **7c(6)**). **7d** 59698**e** Deductions:
(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)**
(2) Administration charge made by carrier **7e(2)**
(3) Transferred to separate account **7e(3)**
(4) Other (specify below) **7e(4)**
▶(5) Total deductions **7e(5)** 0**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f** 59698

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

a Premiums: (1) Amount received	9a(1)		
(2) Increase (decrease) in amount due but unpaid	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3))		9a(4)	0
b Benefit charges (1) Claims paid	9b(1)		
(2) Increase (decrease) in claim reserves	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	0
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

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

Specify nature of costs.

Part IV Provision of Information

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

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

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2018 This Form is Open to Public Inspection
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018		
A Name of plan GENESIS HEALTHCARE SYSTEM TDA THRIFT PLAN	B Three-digit plan number (PN) ▶	007
C Plan sponsor's name as shown on line 2a of Form 5500 GENESIS HEALTHCARE SYSTEM	D Employer Identification Number (EIN) 31-1480941	

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

(a) Name of insurance carrier AMERICA UNITED LIFE INSURANCE CO
--

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
35-0145825	60895	B01413	4	01/01/2018	12/31/2018

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end **4** 62251**5** Current value of plan's interest under this contract in separate accounts at year end **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **6d**
Specify nature of costs ▶**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ GENERAL INSURANCE ACCOUNTS**b** Balance at the end of the previous year **7b** 62322**c** Additions: (1) Contributions deposited during the year **7c(1)**
(2) Dividends and credits **7c(2)**
(3) Interest credited during the year **7c(3)** 2298
(4) Transferred from separate account **7c(4)**
(5) Other (specify below) **7c(5)**
▶(6) Total additions **7c(6)** 2298**d** Total of balance and additions (add lines **7b** and **7c(6)**). **7d** 64620**e** Deductions:
(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 2369
(2) Administration charge made by carrier **7e(2)**
(3) Transferred to separate account **7e(3)**
(4) Other (specify below) **7e(4)**
▶(5) Total deductions **7e(5)** 2369**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f** 62251

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	0
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	0
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

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

Specify nature of costs.

Part IV Provision of Information

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

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

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2018 This Form is Open to Public Inspection
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018	
A Name of plan GENESIS HEALTHCARE SYSTEM TDA THRIFT PLAN	B Three-digit plan number (PN) ▶ 007
C Plan sponsor's name as shown on line 2a of Form 5500 GENESIS HEALTHCARE SYSTEM	D Employer Identification Number (EIN) 31-1480941

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

(a) Name of insurance carrier RIVERSOURCE LIFE INSURANCE COMPANY
--

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
41-0823832	65005	16033117	42	01/01/2018	12/31/2018

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

(a) Total amount of commissions paid 25347	(b) Total amount of fees paid 0
--	---

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

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid JOHN KURGAN 121 OUTERBELT ST COLUMBUS, OH 43213
--

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
12643			3

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

JEFF GIBERT 530 W SPRING ST STE 150 COLUMBUS, OH 43215
--

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
12168			3

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

JEFF CHADDOCK

81 MILL ST STE 100
GAHANNA, OH 43230

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
230			3

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

DAVID F WHITESMITH

1512 W CHURCH ST
NEWARK, OH 43055

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
156			3

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

FRANK MINDICINO

54 BUHL BLVD
SHARON, PA 16146

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
140			3

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

ANDREW BRATE

81 MILL ST STE 100
GAHANNA, OH 43230

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
10			3

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	213375
5 Current value of plan's interest under this contract in separate accounts at year end	5	2803309

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

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

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

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

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

b Balance at the end of the previous year.....	7b	208075
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c Additions: (1) Contributions deposited during the year	7c(1)		
	7c(2)		
	7c(3)	5300	
	7c(4)		
	7c(5)		

(6) Total additions.....	7c(6)	5300
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d Total of balance and additions (add lines 7b and 7c(6))	7d	213375
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)		
(2) Administration charge made by carrier	7e(2)		
(3) Transferred to separate account.....	7e(3)		
(4) Other (specify below)	7e(4)		

(5) Total deductions.....	7e(5)	0
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	213375
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

a Premiums: (1) Amount received	9a(1)		
(2) Increase (decrease) in amount due but unpaid	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3))		9a(4)	0
b Benefit charges (1) Claims paid	9b(1)		
(2) Increase (decrease) in claim reserves	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	0
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

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

Specify nature of costs.

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2018
		This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018		
A Name of plan GENESIS HEALTHCARE SYSTEM TDA THRIFT PLAN	B Three-digit plan number (PN) ▶	007
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
(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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

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

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

UBS FINANCIAL SERVICES

13-2638166

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	197410	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

RIVERSOURCE LIFE INSURANCE COMPANY

41-0823832

(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?
52	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	25990	Yes ☐ No ☒

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

PRUDENTIAL INSURANCE COMPANY OF AME

22-1211670

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37	NONE	11032	Yes ☒ No ☐	Yes ☒ No ☐	0	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)

MCCLAIN HILL RUGG & ASSOC

31-1038077

(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?
10 12	AUDITOR	5906	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

METLIFE INSURANCE COMPANY OF CT

06-0566090

(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?
64	RECORDKEEPER	3871	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

BRIGHTHOUSE LIFE INSURANCE COMPANY

06-0566090

(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?
13	NONE	2754	Yes ☒ No ☐	Yes ☒ No ☐	0	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)

PRUDENTIAL INVESTMENT MANAGEMENT

13-4122960

(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?
33	NONE	60	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name:	MCCLAIN, HILL, RUGG & ASSOC, INC.	b EIN:	31-1038077
c Position:	AUDITOR		
d Address:	601 UNDERWOOD ST ZANESVILLE, OH 43701	e Telephone:	740-453-0371

Explanation: PLAN SPONSOR HIRED REA & ASSOCIATES TO DO THE AUDIT WORK ONGOING.

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2018 This Form is Open to Public Inspection.
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan <u>GENESIS HEALTHCARE SYSTEM TDA THRIFT PLAN</u>	B Three-digit plan number (PN) ►	<u>007</u>
C Plan or DFE 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	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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MEDLEY PRU GOVT MM VCA - 11</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INSURANCE & ANNUITY COMPANY</u>				
c EIN-PN <u>22-1211670-025</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>58335</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRU IFX TARGET BAL FUND 2</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INSURANCE & ANNUITY COMPANY</u>				
c EIN-PN <u>06-1050034-697</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1028813</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MEDLEYPRU CAP GRO VCA - 10</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INSURANCE & ANNUITY COMPANY</u>				
c EIN-PN <u>22-1211670-005</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>890265</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MEDLEY PRU STK IDX VCA - 24</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INSURANCE & ANNUITY COMPANY</u>				
c EIN-PN <u>22-1211670-070</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>341773</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MEDLEY PRU EQ VCA - 24</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INSURANCE & ANNUITY COMPANY</u>				
c EIN-PN <u>22-1211670-069</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>117260</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MEDLEY PRU GLOBAL VCA - 24</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INSURANCE & ANNUITY COMPANY</u>				
c EIN-PN <u>22-1211670-071</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>101887</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MEDLEY PRU CON BAL VCA - 24</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INSURANCE & ANNUITY COMPANY</u>				
c EIN-PN <u>22-1211670-087</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>89691</u>		

a Name of MTIA, CCT, PSA, or 103-12 IE: MED PRU FLEX MGD VCA - 24		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INSURANCE & ANNUITY COMPANY		
c EIN-PN 22-1211670-086	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 136648
a Name of MTIA, CCT, PSA, or 103-12 IE: MEDLEY PRU DIVS BD VCA - 24		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INSURANCE & ANNUITY COMPANY		
c EIN-PN 22-1211670-083	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9885
a Name of MTIA, CCT, PSA, or 103-12 IE: MEDLEY PRU GOV INC VCA - 24		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INSURANCE & ANNUITY COMPANY		
c EIN-PN 22-1211670-084	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1703
a Name of MTIA, CCT, PSA, or 103-12 IE: CLEARBRIDGE VARIANCE LARGE CAP GROW		
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY		
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12250
a Name of MTIA, CCT, PSA, or 103-12 IE: CLEARBRIDGE VARIANCE LARGE CAP VALU		
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY		
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2015
a Name of MTIA, CCT, PSA, or 103-12 IE: FRONTIER MID CAP GRW PORT		
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY		
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10079
a Name of MTIA, CCT, PSA, or 103-12 IE: FID VIP MID CAP PORT SC 2		
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY		
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 40669
a Name of MTIA, CCT, PSA, or 103-12 IE: BH/WELLINGTON BALANCED		
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY		
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5179
a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY HIGH INC PORT IC		
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY		
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11467
a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY VIP EQTY INCOME		
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY		
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 341740

a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY CONTRAFUND - SC2			
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY			
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	122964
a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER GLOBAL EQUITY			
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY			
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	38889
a Name of MTIA, CCT, PSA, or 103-12 IE: WEST AS MGT U.S. GOVT POR			
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY			
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	5159
a Name of MTIA, CCT, PSA, or 103-12 IE: WEST AS MGT STRAT BND OPP			
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY			
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	18486
a Name of MTIA, CCT, PSA, or 103-12 IE: MFS TOTAL RETURN POR-CL F			
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY			
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	27577
a Name of MTIA, CCT, PSA, or 103-12 IE: MFS RESEARCHINTERNATIONAL			
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY			
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	1892
a Name of MTIA, CCT, PSA, or 103-12 IE: BH ASSET ALL 60			
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY			
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	657238
a Name of MTIA, CCT, PSA, or 103-12 IE: BH ASSET ALL 80			
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY			
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	1403567
a Name of MTIA, CCT, PSA, or 103-12 IE: BH SMALL CAP VAL			
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY			
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	40739
a Name of MTIA, CCT, PSA, or 103-12 IE: METLIFE MSCI EAFE INDEX			
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY			
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	29067

a Name of MTIA, CCT, PSA, or 103-12 IE: METLIFE STOCK INDEX PORT		
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY		
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 304724
a Name of MTIA, CCT, PSA, or 103-12 IE: CLARION GLBL REAL ESTATE		
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY		
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8660
a Name of MTIA, CCT, PSA, or 103-12 IE: MET AGGREGATE BOND INDEX		
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY		
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 115930
a Name of MTIA, CCT, PSA, or 103-12 IE: JANHENDRSON OVERSEAS PORT		
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY		
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 39367
a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SMALL CAPGR		
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY		
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 85901
a Name of MTIA, CCT, PSA, or 103-12 IE: JENNISON GROWTH PORTFOLIO		
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY		
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 134827
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK CAPITAL APP		
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY		
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 156174
a Name of MTIA, CCT, PSA, or 103-12 IE: BH ASSET ALL 100		
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY		
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 130913
a Name of MTIA, CCT, PSA, or 103-12 IE: CLEARBRIDGE AGG GR PORT		
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY		
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 243049
a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO INFLATION PROT BOND		
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY		
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5348

a Name of MTIA, CCT, PSA, or 103-12 IE: CLEARBRIDGE VARAGGGRW PRT			
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY			
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10036	
a Name of MTIA, CCT, PSA, or 103-12 IE: MET RUSSELL 2000 INDEX			
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY			
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 81919	
a Name of MTIA, CCT, PSA, or 103-12 IE: TEMPLETON FOREIGN VIP			
b Name of sponsor of entity listed in (a): BRIGHTHOUSE LIFE INSURANCE COMPANY			
c EIN-PN 06-0566090-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1199	
a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY VIP BALANCED PORTFOLIO - S			
b Name of sponsor of entity listed in (a): NATIONWIDE LIFE INSURANCE COMPANY			
c EIN-PN 31-4156830-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5067	
a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY VIP ENERGY PORTFOLIO - SER			
b Name of sponsor of entity listed in (a): NATIONWIDE LIFE INSURANCE COMPANY			
c EIN-PN 31-4156830-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15883	
a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY VIP EUIY-INCOME PORTFOLIO			
b Name of sponsor of entity listed in (a): NATIONWIDE LIFE INSURANCE COMPANY			
c EIN-PN 31-4156830-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15874	
a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY VIP GROWTH INCOME PORTFOLI			
b Name of sponsor of entity listed in (a): NATIONWIDE LIFE INSURANCE COMPANY			
c EIN-PN 31-4156830-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15322	
a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY VIP GROWTH INCOME PORTFOLI			
b Name of sponsor of entity listed in (a): NATIONWIDE LIFE INSURANCE COMPANY			
c EIN-PN 31-4156830-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 185935	
a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEMIER CONSERVATIVE BALANCED F			
b Name of sponsor of entity listed in (a): NATIONWIDE LIFE INSURANCE COMPANY			
c EIN-PN 31-4156830-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19889	
a Name of MTIA, CCT, PSA, or 103-12 IE: JANUS HENDERSON VIT OVERSEAS PORTFO			
b Name of sponsor of entity listed in (a): NATIONWIDE LIFE INSURANCE COMPANY			
c EIN-PN 31-4156830-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9014	

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY NVIT MUTI CAP VALU			
b Name of sponsor of entity listed in (a): NATIONWIDE LIFE INSURANCE COMPANY			
c EIN-PN 31-4156830-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	10740
a Name of MTIA, CCT, PSA, or 103-12 IE: NVIT LARGE CAP GROWTH FUND - CLASS			
b Name of sponsor of entity listed in (a): NATIONWIDE LIFE INSURANCE COMPANY			
c EIN-PN 31-4156830-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	27018
a Name of MTIA, CCT, PSA, or 103-12 IE: NVIT GOVERNMENT BOND FUND - CLASS 1			
b Name of sponsor of entity listed in (a): NATIONWIDE LIFE INSURANCE COMPANY			
c EIN-PN 31-4156830-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	3537
a Name of MTIA, CCT, PSA, or 103-12 IE: NVIT INVESTOR DESTINATIONS MODERATE			
b Name of sponsor of entity listed in (a): NATIONWIDE LIFE INSURANCE COMPANY			
c EIN-PN 31-4156830-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	9704
a Name of MTIA, CCT, PSA, or 103-12 IE: NVIT MULTI- MANAGER MID CAP			
b Name of sponsor of entity listed in (a): NATIONWIDE LIFE INSURANCE COMPANY			
c EIN-PN 31-4156830-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	49993
a Name of MTIA, CCT, PSA, or 103-12 IE: NVIT REAL ESTATE FUND - CLASS 1			
b Name of sponsor of entity listed in (a): NATIONWIDE LIFE INSURANCE COMPANY			
c EIN-PN 31-4156830-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	6587
a Name of MTIA, CCT, PSA, or 103-12 IE: NVIT S P 500 INDEX - CLASS 2			
b Name of sponsor of entity listed in (a): NATIONWIDE LIFE INSURANCE COMPANY			
c EIN-PN 31-4156830-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	72042
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS NVIT GROWTH FUND - C			
b Name of sponsor of entity listed in (a): NATIONWIDE LIFE INSURANCE COMPANY			
c EIN-PN 31-4156830-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	11957
a Name of MTIA, CCT, PSA, or 103-12 IE: NEUBERGER BERMAN NVIT MUTIL-CAP OPP			
b Name of sponsor of entity listed in (a): NATIONWIDE LIFE INSURANCE COMPANY			
c EIN-PN 31-4156830-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	1388
a Name of MTIA, CCT, PSA, or 103-12 IE: RAVA5 ACCESS VARIABLE ANNUITY			
b Name of sponsor of entity listed in (a): RIVERSOURCE LIFE INSURANCE COMPANY			
c EIN-PN 41-0823832-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	133476

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT ADVISOR 4 ACCESS VAR ANN

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

c EIN-PN 41-0823832-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 170965
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a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT ADVISOR 4 ADVANTAGE VAR

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

c EIN-PN 41-0823832-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1427575
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a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT ADVISOR 4 SELECT VAR ANN

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

c EIN-PN 41-0823832-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 822157
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a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT ADVISOR ADVANTAGE PLUS V

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

c EIN-PN 41-0823832-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 176160
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a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT ADVISOR VARIABLE ANNUITY

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

c EIN-PN 41-0823832-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 72976
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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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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
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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 2018 This Form is Open to Public Inspection
For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018		
A Name of plan GENESIS HEALTHCARE SYSTEM TDA THRIFT PLAN	B Three-digit plan number (PN) ►	007
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 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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	64140	63652
(2) Participant contributions	1b(2)	246812	267073
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	1395466	1303288
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	12219708	10126543
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	54720206	51821230
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	52365456	53390939
(15) Other	1c(15)	300132	94468

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	121311920	117067193

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	121311920	117067193
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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)	1686344	
(B) Participants	2a(1)(B)	6856053	
(C) Others (including rollovers)	2a(1)(C)	448561	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		8990958
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	65519	
(F) Other	2b(1)(F)	2037761	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2103280
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-732381	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-732381

		(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)		-5353447
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		5008410

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	9201751	
(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)		9201751
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)		
(4) Other	2i(4)	51386	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		51386
j Total expenses. Add all expense amounts in column (b) and enter total	2j		9253137

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-4244727
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: REA & ASSOCIATES

(2) EIN: 34-1310124

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c		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	
4d		X	
e Was this plan covered by a fidelity bond?	X		2000000
4e	X		2000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m		X	
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.		X	
4n		X	

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 _____. (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 2018 This Form is Open to Public Inspection.
For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018		
A Name of plan GENESIS HEALTHCARE SYSTEM TDA THRIFT PLAN		B Three-digit plan number (PN) ▶ 007
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): 22-1211670		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year		3
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)	
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) 2018 v. 171027		

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

b The plan year immediately preceding the current plan year

c The second preceding plan year

14a**14b****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

b The corresponding number for the second preceding plan year

15a**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

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

16a**16b**

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

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

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

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

- a** Enter the percentage of plan assets held as:

Stock: _____ % Investment-Grade Debt: _____ % High-Yield Debt: _____ % Real Estate: _____ % Other: _____ %

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

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

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

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

Genesis HealthCare System TDA Thrift Plan

*Audited Financial Statements
December 31, 2018 and 2017*



Rea & associates

www.reacpa.com

Genesis HealthCare System TDA Thrift Plan

**Financial Statements
December 31, 2018 and 2017**

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October 14, 2019

To the Retirement Committee and Participants of
Genesis HealthCare System TDA Thrift Plan
Zanesville, Ohio

INDEPENDENT AUDITOR'S REPORT

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Genesis HealthCare System TDA Thrift Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2018, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, 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 or provided by Prudential Trust Company, The Prudential Insurance Company of America, United of Omaha Life Insurance Company, Brighthouse Life Insurance Company, MetLife Life Insurance Company, American United Life Insurance Company, Nationwide Life Insurance Company, Ameriprise Trust Company and RiverSource Life Insurance Company, the custodians of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodians hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the custodians as of and for the year ended December 31, 2018, that the information provided to the plan administrator by the custodians is complete and accurate.

Basis for Disclaimer of Opinion (Continued)

Further, as described in Note 10, the Plan has excluded from investments in the accompanying statements of net assets available for benefits certain annuity and custodial accounts issued to current or former employees prior to January 1, 2009, as permitted by the Department of Labor's Field Assistance Bulletin No. 2009-02, *Annual Reporting Requirements for 403b Plans*. The investment income and distributions related to such accounts have also been excluded in the accompanying statements of changes in net assets available for benefits. Under accounting principles generally accepted in the United States of America, these accounts and the related income and distributions should have been included in the accompanying financial statements. The amounts of these excluded annuity and custodial accounts and the related income and distributions are not determinable.

Disclaimer of Opinion

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

Other Matter- Supplemental Schedule

The supplemental schedule as outlined on the Table of Contents, is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Other Matter – 2017 Financial Statements

The financial statements of the Plan as of and for the year ended December 31, 2017, were audited by other auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by the custodians of the Plan. Their report, dated October 12, 2018, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements, and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the custodians, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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

The form and content of the information included in the 2018 financial statements and supplemental schedule, other than that derived from the information certified or provided by the custodians, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Rea & Associates, Inc.

Zanesville, Ohio

GENESIS HEALTHCARE SYSTEM TDA THRIFT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2018 AND 2017

	<u>2018</u>	<u>2017</u>
ASSETS:		
Investments, at fair value (see Note 4)	\$ 64,905,119	\$ 70,253,003
Investments, at contract value (see Note 5)	50,528,061	49,352,499
Receivables:		
Employer contributions	63,652	64,140
Participant contributions	267,073	246,812
Notes receivable from participants	<u>1,303,288</u>	<u>1,395,466</u>
Total receivables	<u>1,634,013</u>	<u>1,706,418</u>
Net assets available for benefits	<u><u>\$ 117,067,193</u></u>	<u><u>\$ 121,311,920</u></u>

The accompanying notes are an integral part of these financial statements.

GENESIS HEALTHCARE SYSTEM TDA THRIFT PLAN

STATEMENTS OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

	<u>2018</u>	<u>2017</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Contributions:		
Participants	\$ 6,856,053	\$ 6,298,695
Employer	1,686,344	1,462,043
Rollovers	<u>448,561</u>	<u>602,419</u>
Total contributions	8,990,958	8,363,157
Investment (loss) income:		
Interest and dividends	2,037,761	1,902,075
Net (depreciation) appreciation in fair value of investments	<u>(6,085,828)</u>	<u>11,123,789</u>
Total investment (loss) income	(4,048,067)	13,025,864
Interest earned on notes receivable from participants	<u>65,519</u>	<u>54,975</u>
Total additions	5,008,410	21,443,996
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	9,201,751	7,960,552
Administrative expenses	<u>51,386</u>	<u>46,517</u>
Total deductions	<u>9,253,137</u>	<u>8,007,069</u>
Net (decrease) increase in net assets:	(4,244,727)	13,436,927
NET ASSETS AVAILABLE FOR BENEFITS, beginning of year	<u>121,311,920</u>	<u>107,874,993</u>
NET ASSETS AVAILABLE FOR BENEFITS, end of year	<u><u>\$ 117,067,193</u></u>	<u><u>\$ 121,311,920</u></u>

The accompanying notes are an integral part of these financial statements.

GENESIS HEALTHCARE SYSTEM TDA THRIFT PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1: DESCRIPTION OF PLAN

The following description of the Genesis HealthCare System TDA Thrift 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 defined contribution plan with a deferral provision subject to Section 403(b) of the Internal Revenue Code. The Plan is sponsored by Genesis HealthCare System (the Company), an exempt organization under Section 501(c)(3) and has been adopted by the following related non-profit organizations: Genesis HealthCare System, Genesis CareGivers, CareServe, Inc., and CAS-Tech, LLC. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Board of Trustees is responsible for oversight of the Plan. The Retirement Committee determines the appropriateness of the Plan's investment offerings and monitors the Plan's investment performance and reports to the Plan's Board of Trustees.

Contributions

Employees are permitted to make elective deferrals under the universal availability requirements, except those employees who work less than 16 hours per week or those who are considered a non-residential alien, a bona fide resident of Puerto Rico, or an individual who performs services in Puerto Rico. Participants may contribute pretax annual compensation, or Roth contributions, as defined by the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants also may contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover contributions). The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set for 2% of eligible compensation and their contributions invested in a designated balance fund until changed by the participant. The Plan includes a provision to increase the participant's contribution 1% annually until the contribution percentage reaches 10%, unless the participant elects to stop the automatic increases. The Company makes matching contributions for participating employees with at least one year of service and with over 800 hours of compensated time in the completed year. Matching contributions are based on years of service and limited to 5% of compensation that a participant contributes to the Plan. For the years ended December 31, 2018 and 2017, the Company's match percentages are as follows: 1 but less than 5 years of service, 20% match; 5 but less than 10 years of service, 40% match; 10 or more years of service, 60% match. Contributions are subject to certain Internal Revenue Service (IRS) limitations.

GENESIS HEALTHCARE SYSTEM TDA THRIFT PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1: DESCRIPTION OF PLAN (Continued)

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contributions and (b) Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transaction, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participant-Directed Investment Options

Upon enrollment in the Plan, a participant may direct the investment of their contributions into any of several investment options with varying degrees of risk and volatility, allowing participants to allocate their investments in accordance with their own risk tolerances and time horizons. Participants may change their investment option allocations daily. In addition, participants have the option of a self-directed brokerage account that allows participants to invest in any publicly traded security.

Vesting

Participants are immediately vested in all contributions, plus actual earnings thereon.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account. The loan interest rate, determined at inception, is set at 1% above the Prime interest rate, as defined. Principle and interest is paid ratably through payroll deductions.

Plan Loans

Participants may borrow directly from Omaha Life Insurance Company and Brighthouse Life Insurance Company, custodians of the Plan, a minimum of \$1,000 up to maximum of the \$50,000 or 50 percent of their vested interest in their account, whichever is less. Loan transactions are recorded outside the Plan since they are not borrowing from their own accounts. Loan terms shall be no greater than 5 years except in the case of a loan to acquire a personal residence of the participant. The participant must pledge 100 percent on the loan's value as collateral; using their investment accounts. The loan bears interest at the rates comparable to local prevailing rates for loans made under similar circumstances. Principle and interest are paid ratably by the participants. As of December 31, 2018 and 2017, the participants have Plan loans totaling \$190,239 and \$221,383, respectively.

GENESIS HEALTHCARE SYSTEM TDA THRIFT PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1: DESCRIPTION OF PLAN (Continued)

Payment of Benefits

Upon termination of service due to death, disability, attainment of age 55 ½, or retirement, a participant may elect to receive either a lump sum amount equal to the value of the participant's interest in his or her account, or installments over a future period. A participant may also withdraw all or part of his or her account once they reach age 59 ½ or due to hardship. Upon termination or retirement, if a participant's account balance is \$1,000 or less, it will be automatically paid as a lump-sum.

Forfeited accounts

Forfeited nonvested accounts are used to pay administrative expenses or to reduce future employer contributions. At December 31, 2018 and 2017, forfeited nonvested accounts totaled \$2,862 and \$5,215, respectively. During 2018, \$8,032 was used to reduce employer contributions or administrative expenses.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (GAAP).

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

Use of Estimates

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that may affect the reported amounts of net assets available for benefits and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Retirement Committee determines the Plan's valuation policies utilizing information provided by the investment advisor, custodians, and insurance companies. See Note 4 for discussion of fair value measurements.

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

GENESIS HEALTHCARE SYSTEM TDA THRIFT PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31 2018 and 2017.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Expenses of maintaining the Plan, including participant recordkeeping, are paid by the Company and are excluded from these financial statements. Certain fees related to distributions and the administration of notes receivable from participants are charged directly to the participants account and are included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) in fair value of investments.

Subsequent Events

Subsequent events have been evaluated by Plan management through October 14, 2019, which is the date the financial statements were available to be issued.

NOTE 3: INFORMATION PREPARED AND CERTIFIED BY THE CUSTODIANS

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2018 and 2017, and net appreciation (depreciation) in fair value of investments, interest and dividends for the years ended December 31, 2018 and 2017, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Prudential Trust Company, The Prudential Insurance Company of America, United of Omaha Life Insurance Company, Brighthouse Life Insurance Company, MetLife Life Insurance Company, American United Life Insurance Company, Nationwide Life Insurance Company, Ameriprise Trust Company, and RiverSource Life Insurance Company, the custodians of the Plan.

	2018	2017
The Prudential Insurance Company of America and Prudential Trust Company		
Mutual funds	\$44,613,642	\$46,733,251
Variable annuities	2,776,260	3,282,955
General insurance account: fully-benefit responsive	48,896,898	47,647,730
Self-directed brokerage accounts	94,468	300,132
Notes receivable from participants	1,236,422	1,290,691
United of Omaha Life Insurance Company		
General insurance account: non-benefit responsive	2,800,627	2,950,635
Metlife Life Insurance Company		
Mutual funds	493,121	561,918
General insurance account: fully-benefit responsive	59,698	41,990
Notes receivable from participants	1,369	2,007

GENESIS HEALTHCARE SYSTEM TDA THRIFT PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 3: INFORMATION PREPARED AND CERTIFIED BY THE CUSTODIANS (CONTINUED)

Ameriprise Trust Company and RiverSource Life Insurance Company		
Mutual funds	6,714,467	-
General insurance account: fully-benefit responsive	213,375	-
Variable annuities	2,803,309	-
Notes receivable from participants	37,937	-
Nationwide Life Insurance Company		
Variable annuities	459,950	494,246
General insurance account: fully-benefit responsive	330,007	362,313
Notes receivable from participants	27,560	27,561
Brighthouse Life Insurance Company		
Variable annuities	4,087,024	4,912,646
General insurance account: fully-benefit responsive	1,028,083	1,092,391
American United Life Insurance Company		
General insurance account: non-benefit responsive	62,251	62,322
Total investments	<u>\$116,736,468</u>	<u>\$109,762,788</u>

The plan administrator determined that Ameriprise Trust and RiverSource Life Insurance Company would not be considered appropriately certified as of and for the year ended December 31, 2017.

NOTE 4: FAIR VALUE MEASUREMENTS

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

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 Inputs to the valuation methodology include:
- Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;
 - Inputs other than quoted prices that are observable for the asset or liability; or
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

GENESIS HEALTHCARE SYSTEM TDA THRIFT PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 4: FAIR VALUE MEASUREMENTS (Continued)

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the valuation methodologies used at December 31, 2018 and 2017.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the U.S. Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Self-directed brokerage accounts: Valued at the appraised values of the underlying individual assets within the brokerage accounts. The brokerage accounts primarily include mutual funds and individual equities which are traded on an active market.

General insurance accounts: Valued at fair value by the insurance companies by discounting the related cash flows on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer. Because the participants transact at contract value, fair value is determined annually for financial statement purposes only.

Variable annuities: Valued at unit price as determined daily by the annuity provider according to the methods described in the annuity contract. A unit value is determined based on the value of the subaccount units in each investment option at the close of the New York Stock Exchange on each business day. This unit value is then adjusted for any contract-based charges, fees, or deductions to arrive at the unit price.

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

GENESIS HEALTHCARE SYSTEM TDA THRIFT PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 4: FAIR VALUE MEASUREMENTS (Continued)

Assets measured at fair value by level, within the fair value hierarchy, are comprised of the following as of December 31, 2018 and 2017:

	Assets at Fair Value at December 31, 2018			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 51,821,230	\$ -	\$ -	\$ 51,821,230
Self-directed brokerage accounts	94,468	-	-	94,468
General insurance accounts:				
non-benefit responsive	-	-	2,862,878	2,862,878
Variable annuities (a)	-	10,126,543	-	10,126,543
Investments at fair value	<u>\$ 51,915,698</u>	<u>\$ 10,126,543</u>	<u>\$2,862,878</u>	<u>\$ 64,905,119</u>

	Assets at Fair Value at December 31, 2017			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 54,720,206	\$ -	\$ -	\$ 54,720,206
Self-directed brokerage accounts	300,132	-	-	300,132
General insurance accounts:				
non-benefit responsive	-	-	3,012,957	3,012,957
Variable annuities (a)	-	12,219,708	-	12,219,708
Investments at fair value	<u>\$ 55,020,338</u>	<u>\$ 12,219,708</u>	<u>\$3,012,957</u>	<u>\$ 70,253,003</u>

(a) This category includes individual variable annuities issued by insurance companies. Individual participants can elect to contribute to various investment options within the subaccount of the variable annuities. Variable annuities, by their nature, are exposed to market risk and offer no guaranteed rate of return or preservation of principal. The investment options aim to provide high total return (including income and capital gains) consistent with preservation of capital over the long term. There are no unfunded commitments or redemption restrictions associated with these investments.

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances the transfer is reported at the beginning of the reporting period.

The significance of transfers between levels is evaluated based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2018, there were no transfers in or out of Level 3.

GENESIS HEALTHCARE SYSTEM TDA THRIFT PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 4: FAIR VALUE MEASUREMENTS (Continued)

Following is a reconciliation of activity for the fair value of the Plan's Level 3 assets for the year ended December 31, 2018:

Balance, beginning of year	\$ 3,012,957
Realized gains/(losses)	60,675
Sales	(210,754)
Balance, end of year	<u>\$ 2,862,878</u>

The amount of total gains or losses for the year included in changes in net assets available for benefits attributable to the changes in unrealized gains or losses relating to assets still held at the end of the reporting period: \$0.

There were no transfers between levels during 2018.

Quantitative information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements

The following tables represent the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the ranges of values for those inputs at December 31, 2018 and 2017.

December 31, 2018

Instrument	Fair Value	Principal Valuation Technique	Unobservable Inputs	Range of Significant Input Values
General insurance account with United of Omaha Life Insurance Company	\$ 2,800,627	Stated Interest Rate in Contract	Interest at Guaranteed Crediting Rate	Interest grows at a rate that is greater than or equal to contractual minimum crediting rate
General insurance account with American United Life Insurance Company	\$ 62,251	Stated Interest Rate in Contract	Interest at Guaranteed Crediting Rate	Interest grows at a rate that is greater than or equal to contractual minimum crediting rate

December 31, 2017

Instrument	Fair Value	Principal Valuation Technique	Unobservable Inputs	Range of Significant Input Values
General insurance account with United of Omaha Life Insurance Company	\$ 2,950,635	Stated Interest Rate in Contract	Interest at Guaranteed Crediting Rate	Interest grows at a rate that is greater than or equal to contractual minimum crediting rate
General insurance account with American United Life Insurance Company	\$ 62,322	Stated Interest Rate in Contract	Interest at Guaranteed Crediting Rate	Interest grows at a rate that is greater than or equal to contractual minimum crediting rate

GENESIS HEALTHCARE SYSTEM TDA THRIFT PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 5: GUARANTEED INVESTMENT CONTRACTS WITH INSURANCE COMPANIES

The Plan has entered into fully benefit-responsive investment contracts with The Prudential Insurance Company of America, Brighthouse Life Insurance Company, MetLife Life Insurance Company, Nationwide Life Insurance Company, and RiverSource Life Insurance Company totaling \$50,528,061 and \$49,352,499 as of December 31, 2018 and 2017, respectively. The contracts maintain the contributions in a general account. The account are credited with earnings and losses on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuers are contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

The guaranteed investment contracts meet the fully benefit-responsive investment contract criteria and therefore are reported at contract value. Contract value is the relevant measure for fully benefit-responsive investment contracts because this is the amount received by participants if they were to initiate permitted transactions under terms of the Plan. Contract value, as reported to the Plan by The Prudential Insurance Company of America, Brighthouse Life Insurance Company, MetLife Life Insurance Company, Nationwide Life Insurance Company, and RiverSource Life Insurance Company, represents contributions made under the contracts, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

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

There are no reserves against contract value for credit risk of the contract issuer or otherwise. There are no limitations of the ability of the Plan to transact at contract value with the issuer as the guaranteed investment contract is a general account backed by group annuity products with no maturity date.

NOTE 6: PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by Prudential Trust Company, The Prudential Insurance Company of America, United of Omaha Life Insurance Company, Brighthouse Life Insurance Company, MetLife Life Insurance Company, American United Life Insurance Company, Nationwide Life Insurance Company, Ameriprise Trust Company, and RiverSource Life Insurance Company, the custodians of the Plan, and, therefore, these transactions qualify as party-in-interest transactions. UBS Financial Services, Inc. provides investment management and consulting services based on commission and is paid by the Plan.

NOTE 7: PLAN TERMINATION

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

GENESIS HEALTHCARE SYSTEM TDA THRIFT PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 8: TAX STATUS

The Plan has adopted a prototype plan sponsored by The Prudential Insurance Company of America. The IRS has begun the process for the formal review and approval of prototype plan documents for 403(b) plans; however, an opinion letter is currently not available for the prototype plan. The plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

In accordance with GAAP, Plan management is required to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2018, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 9: RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the 2018 statements of net assets available for benefits.

NOTE 10: EXCLUDED INVESTMENT ACCOUNTS

It has been determined by management that investments may be understated by those participants not identified as part of the Plan. As a result, the Plan has excluded from investments in the accompanying statements of net assets available for benefits certain annuity and custodial accounts issued to current or former employees prior to January 1, 2009, as permitted by the Department of Labor's Field Assistance Bulletin No. 2009-02, *Annual Reporting Requirements for 403b Plans*. The investment income and distributions related to such accounts have also been excluded in the accompanying statements of changes in net assets available for benefits. Management instructed us not to perform, and we did not perform, any auditing procedures with respect to these assets. Under accounting principles generally accepted in the United States of America, these accounts and the related income and distributions should have been included in the accompanying financial statements. The amounts of these excluded annuity and custodial accounts and the related income and distributions are not determinable.

NOTE 11: RECLASSIFICATION OF 2017 FINANCIAL STATEMENTS

Certain prior year investments have been reclassified to conform to current year presentation.

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment 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**2018****This Form is Open to Public Inspection****Part I Annual Report Identification Information**For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

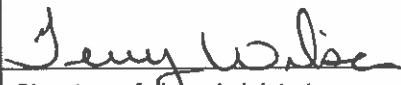
- A** This return/report is for: ☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
☒ a single-employer plan ☐ a DFE (specify) _____
- B** This return/report is: ☐ the first return/report ☐ the final return/report
☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
- C** If the plan is a collectively-bargained plan, check here: ☐
- D** Check box if filing under: ☒ Form 5558 ☐ automatic extension ☐ the DFVC program
☐ special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan Genesis Healthcare System TDA Thrift Plan	1b Three-digit plan number (PN) ▶ 007
	1c Effective date of plan 12/01/1983
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) Genesis Healthcare System 2951 Maple Avenue Zanesville OH 43701	2b Employer Identification Number (EIN) 31-1480941 2c Plan Sponsor's telephone number +740454471 2d Business code (see instructions) 622000

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		<u>10-15-19</u>	TERRY WILSON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		<u>10-15-19</u>	TERRY WILSON
	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 (2018)
v. 171027

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 2,516
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) 2,516
a(2) Total number of active participants at the end of the plan year	6a(2) 2,516
b Retired or separated participants receiving benefits.....	6b 33
c Other retired or separated participants entitled to future benefits	6c 650
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 3,199
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 0
f Total. Add lines 6d and 6e	6f 3,199
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 3,199
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:
 2L 2T 2F 2S

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
--	--

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)
- (2)** ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3)** ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☒ 7 **A** (Insurance Information)
- (4)** ☒ **C** (Service Provider Information)
- (5)** ☐ **D** (DFE/Participating Plan Information)
- (6)** ☐ **G** (Financial Transaction Schedules)

GENESIS HEALTHCARE SYSTEM TDA THRIFT PLAN

SCHEDULE OF ASSETS HELD AT END OF YEAR - SCHEDULE H, LINE 4 (i)
AS OF DECEMBER 31, 2018

EIN: 31-1480941

Plan: 007

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of Investment	(d) Cost	(e) Current Value
*	The Prudential Insurance Company of America	Guaranteed Interest Account	General Insurance Account	** \$ 48,896,898
*	The Prudential Insurance Company of America	Government MM Account	Pooled Separate Account	** 58,335
*	The Prudential Insurance Company of America	Diversified Bond Account	Pooled Separate Account	** 9,885
*	The Prudential Insurance Company of America	Government Income Account	Pooled Separate Account	** 1,703
*	The Prudential Insurance Company of America	Conservative Balance Account	Pooled Separate Account	** 89,691
*	The Prudential Insurance Company of America	Flexible Managed Account	Pooled Separate Account	** 136,648
*	The Prudential Insurance Company of America	Stock Index Account	Pooled Separate Account	** 341,773
*	The Prudential Insurance Company of America	Capital Growth Account	Pooled Separate Account	** 890,265
*	The Prudential Insurance Company of America	Equity Account	Pooled Separate Account	** 117,260
*	The Prudential Insurance Company of America	Global Account	Pooled Separate Account	** 101,887
*	The Prudential Insurance Company of America	IFX Target Balance Account	Pooled Separate Account	** 1,028,813
	Self-Directed Brokerage Accounts	Self-Directed Brokerage Accounts	Self-Directed Brokerage Accounts	** 94,468
	Massachusetts Financial Services	MFS International Value	Mutual Funds	** 12,660,587
	PGIM Investments LLC	PGIM Total Return BD R6	Mutual Funds	** 1,254,291
	Invesco	Invesco Growth & Income	Mutual Funds	** 8,336,420
	Vanguard Group, Inc.	Vanguard Total Bond Index	Mutual Funds	** 18,838
	Vanguard Group, Inc.	Vanguard Total Stock Admiral	Mutual Funds	** 689,899
	Vanguard Group, Inc.	Vanguard Ext Market Index	Mutual Funds	** 801,732
	Janus Capital Management LLC	Janus Henderson Vanture	Mutual Funds	** 4,629,960
	Victory Sycamore Sml Com Opp	Victory Sycamore Sml Com Opp	Mutual Funds	** 4,508,989
	PGIM Investments LLC	PGIM Jennison Growth R6	Mutual Funds	** 8,408,393
	Vanguard Group, Inc.	Vanguard 500 Index Admiral	Mutual Funds	** 3,304,533
*	United of Omaha Life Insurance Company	Fixed Annuity Contract	General Insurance Account	** 2,800,627
*	American United Life Insurance Company	AUL Fixed Account	General Insurance Account	** 62,251
*	Brighthouse Life Insurance Company	Group Choice EG	General Insurance Account	** 496,392
*	Brighthouse Life Insurance Company	Fixed Rider	General Insurance Account	** 531,691
*	Brighthouse Investment Advisors, LLC	ClearBridge Variance Large Cap Growth	Pooled Separate Account	** 12,250
*	Brighthouse Investment Advisors, LLC	ClearBridge Variance Large Cap Value	Pooled Separate Account	** 2,015
*	Brighthouse Investment Advisors, LLC	Frontier Mid Cap Grw Port	Pooled Separate Account	** 10,079
*	Brighthouse Investment Advisors, LLC	Fid VIP Mid Cap Port SC 2	Pooled Separate Account	** 40,669
*	Brighthouse Investment Advisors, LLC	BH/Wellington Balanced	Pooled Separate Account	** 5,179
*	Brighthouse Investment Advisors, LLC	Fidelity High Inc Port IC	Pooled Separate Account	** 11,467
*	Brighthouse Investment Advisors, LLC	Fidelity VIP Eqty Income	Pooled Separate Account	** 341,740
*	Brighthouse Investment Advisors, LLC	Fidelity ContraFund - SC2	Pooled Separate Account	** 122,964
*	Brighthouse Investment Advisors, LLC	Oppenheimer Global Equity	Pooled Separate Account	** 38,889
*	Brighthouse Investment Advisors, LLC	West As Mgt U.S. Govt Por	Pooled Separate Account	** 5,159
*	Brighthouse Investment Advisors, LLC	West As Mgt Strat Bnd Opp	Pooled Separate Account	** 18,486
*	Brighthouse Investment Advisors, LLC	MFS Total Return Por-CI F	Pooled Separate Account	** 27,577
*	Brighthouse Investment Advisors, LLC	MFS ResearchInternational	Pooled Separate Account	** 1,892
*	Brighthouse Investment Advisors, LLC	BH Asset All 60	Pooled Separate Account	** 657,238
*	Brighthouse Investment Advisors, LLC	BH Asset All 80	Pooled Separate Account	** 1,403,567
*	Brighthouse Investment Advisors, LLC	BH Small Cap Val	Pooled Separate Account	** 40,739
*	Brighthouse Investment Advisors, LLC	MetLife MSCI EAFE Index	Pooled Separate Account	** 29,067
*	Brighthouse Investment Advisors, LLC	MetLife Stock Index Port	Pooled Separate Account	** 304,724
*	Brighthouse Investment Advisors, LLC	Clarion Gbl Real Estate	Pooled Separate Account	** 8,660
*	Brighthouse Investment Advisors, LLC	Met Aggregate Bond Index	Pooled Separate Account	** 115,930
*	Brighthouse Investment Advisors, LLC	JanHendrson Overseas Port	Pooled Separate Account	** 39,367
*	Brighthouse Investment Advisors, LLC	T. Rowe Price Small CapGr	Pooled Separate Account	** 85,901
*	Brighthouse Investment Advisors, LLC	Jennison Growth Portfolio	Pooled Separate Account	** 134,827
*	Brighthouse Investment Advisors, LLC	BlackRock Capital App	Pooled Separate Account	** 156,174
*	Brighthouse Investment Advisors, LLC	BH Asset All 100	Pooled Separate Account	** 130,913
*	Brighthouse Investment Advisors, LLC	ClearBridge Agg Gr Port	Pooled Separate Account	** 243,049
*	Brighthouse Investment Advisors, LLC	PIMCO Inflation Prot Bond	Pooled Separate Account	** 5,348
*	Brighthouse Investment Advisors, LLC	ClearBridge VarAggGrw Prt	Pooled Separate Account	** 10,036
*	Brighthouse Investment Advisors, LLC	Met Russell 2000 Index	Pooled Separate Account	** 81,919
*	Brighthouse Investment Advisors, LLC	Templeton Foreign VIP	Pooled Separate Account	** 1,199
*	MetLife Life Insurance Company	Fixed Group Annuity	General Insurance Account	** 59,698
	American Century Investments	American Century Income & Growth Fund	Mutual Funds	** 39,413
	BlackRock Advisors LLC	Blackrock International Inv	Mutual Funds	** 3,274
	Legg Mason Partners Fund Advisors, LLC	ClearBridge All Cap Value	Mutual Funds	** 9,384
	Legg Mason Partners Fund Advisors, LLC	Clearbridge International Inv	Mutual Funds	** 1,232
	Dreyfus Corporation	Dreyfus Active Midcap Fund	Mutual Funds	** 1,632
	Dreyfus Corporation	Dreyfus Appreciation Fund	Mutual Funds	** 3,313

See accompanying independent auditor's report

GENESIS HEALTHCARE SYSTEM TDA THRIFT PLAN

SCHEDULE OF ASSETS HELD AT END OF YEAR - SCHEDULE H, LINE 4 (i)
AS OF DECEMBER 31, 2018

EIN: 31-1480941

Plan: 007

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of Investment	(d) Cost	(e) Current Value
	DWS Distributors, Inc.	DWS International Growth	Mutual Funds	** 9,606
	Fidelity Management & Research Company	Fidelity Advisor Equity Income	Mutual Funds	** 11,285
	Fidelity Management & Research Company	Fidelity Advisor High Income Advantage	Mutual Funds	** 17,104
	Invesco Advisors, Inc.	Invesco High Yield Investor	Mutual Funds	** 3,837
	Invesco Advisors, Inc.	Invesco International Growth Fund	Mutual Funds	** 1,919
	Janus Capital Management LLC	Janus Forty T	Mutual Funds	** 58,767
	Janus Capital Management LLC	Janus Henderson Balanced T	Mutual Funds	** 119,954
	Lommis Sayles & Company LP	Loomis Sayles Small Cap Value Admin	Mutual Funds	** 27,788
	Lord, Abnett & Co LLC	Lord Abnett Developing Growth	Mutual Funds	** 20,105
	Neuberger Berman Investment Advisors, LLC	Neuberger Berman Guardian Trust	Mutual Funds	** 19,070
	OFI Global Asset Management, LLC	Oppenheimer Capital Appreciation	Mutual Funds	** 25,506
	Vanguard Group, Inc.	Vanguard 500 Index Admiral	Mutual Funds	** 75,357
	Vanguard Group, Inc.	Vanguard Federal Money Market	Mutual Funds	** 9,879
	Vanguard Group, Inc.	Vanguard Total Bond Market Index	Mutual Funds	** 17,943
	Wells Fargo Funds Management LLC	Wells Fargo Core Plus Bond A	Mutual Funds	** 9
	Wells Fargo Funds Management LLC	Wells Fargo Discovery	Mutual Funds	** 10,846
	Wells Fargo Funds Management LLC	Wells Fargo Small Cap Value	Mutual Funds	** 5,898
*	RiverSource Life Insurance Company	Protected Advantage Fixed Annuity 10 Yr	General Insurance Account	** 87,843
*	RiverSource Life Insurance Company	Protected Advantage Fixed Annuity 6 Yr	General Insurance Account	** 118,164
*	RiverSource Life Insurance Company	Protected Advantage Fixed Annuity 8 Yr	General Insurance Account	** 7,368
*	RiverSource Life Insurance Company	RAVA5 Access Variable Annuity	Pooled Separate Account	** 133,476
*	RiverSource Life Insurance Company	Retirement Advisor 4 Access Var Annuity Q	Pooled Separate Account	** 170,965
*	RiverSource Life Insurance Company	Retirement Advisor 4 Advantage Var Annuity Q	Pooled Separate Account	** 1,427,575
*	RiverSource Life Insurance Company	Retirement Advisor 4 Select Var Annuity Q	Pooled Separate Account	** 822,157
*	RiverSource Life Insurance Company	Retirement Advisor Advantage Plus Var Annuity Q	Pooled Separate Account	** 176,160
*	RiverSource Life Insurance Company	Retirement Advisor Variable Annuity Qualified	Pooled Separate Account	** 72,976
*	Columbia Mgmt Investment Advisors, LLC	Columbia Acorn International Fund Class A	Mutual Funds	** 484
*	Columbia Mgmt Investment Advisors, LLC	Columbia Adaptive Risk Allocation Fund	Mutual Funds	** 302,397
*	Columbia Mgmt Investment Advisors, LLC	Columbia Alternative Beta Fund Class I	Mutual Funds	** 73,640
	American Century Investment Management, Inc.	American Century Mid Cap Value A	Mutual Funds	** 15,174
	Artisan Partners Limited Partnership	Artisan Mid Cap Value Investor	Mutual Funds	** 64,280
*	Columbia Mgmt Investment Advisors, LLC	Columbia Balanced Fund Class A	Mutual Funds	** 119,226
	BlackRock Advisors LLC	BlackRock High Yield Bond I	Mutual Funds	** 19,454
	BlackRock Advisors LLC	BlackRock Strategic Income Opps	Mutual Funds	** 24,985
	BlackRock Advisors LLC	Barclay Bloomberg Commodity ETN	Mutual Funds	** 7,087
	Cohen and Sheers Capital Management, Inc.	Cohen and Steers realty Shares	Mutual Funds	** 28,232
	Calvert Research and Management	Calvert Short Duration Income	Mutual Funds	** 29,320
*	Columbia Mgmt Investment Advisors, LLC	Columbia Capital Alloc. Moderate Conservative	Mutual Funds	** 12,653
*	Columbia Mgmt Investment Advisors, LLC	Columbia Capital Alloc. Moderate Agressive	Mutual Funds	** 341,195
*	Columbia Mgmt Investment Advisors, LLC	Columbia Capital Alloc. Aggressive Portfolio	Mutual Funds	** 118,021
*	Columbia Mgmt Investment Advisors, LLC	Columbia Capital Alloc. Moderate Portfolio	Mutual Funds	** 141,681
	Deleware Funds by Macquarie	Deleware US Growth Instl	Mutual Funds	** 20,186
*	Columbia Mgmt Investment Advisors, LLC	Columbia Disciplined Core Fund Class A	Mutual Funds	** 1,222,867
*	Columbia Mgmt Investment Advisors, LLC	Columbia Large Cap Value Fund Class A	Mutual Funds	** 414,869
*	Columbia Mgmt Investment Advisors, LLC	Columbia Dividend Opportunity Fund Class A	Mutual Funds	** 185,507
*	Columbia Mgmt Investment Advisors, LLC	Columbia Dividend Opportunity Fund Class I	Mutual Funds	** 16,671
	Dreyfus Corporation	Dreyfus Global Emerging Markets I	Mutual Funds	** 56,694
	Dreyfus Corporation	Dreyfus Global Emerging Markets I	Mutual Funds	** 24,033
	Boston Management and Research	Eaton Vance Floating Rate Advantage Fund I	Mutual Funds	** 148,313
	Boston Management and Research	Eaton Vance VT Floating Rate Income Fund	Mutual Funds	** 10,479
	Eventide Asset Management, LLC	Eventide Gilead Class I	Mutual Funds	** 21,013
	Fidelity Select Co, LLC	Fidelity Advisor Small Cap A	Mutual Funds	** 12,658
*	Columbia Mgmt Investment Advisors, LLC	Columbia Global Energy & Natural Resources	Mutual Funds	** 3,606
*	Columbia Mgmt Investment Advisors, LLC	Columbia Global Equity Value A	Mutual Funds	** 7,514
*	Columbia Mgmt Investment Advisors, LLC	Columbia Strategic Equity Value A	Mutual Funds	** 18,498
*	Columbia Mgmt Investment Advisors, LLC	Columbia Global Opportunities A	Mutual Funds	** 231,429
*	Columbia Mgmt Investment Advisors, LLC	Columbia Income Builder A	Mutual Funds	** 173,633
	Invesco Advisors, Inc.	Invesco Floating Rate Y	Mutual Funds	** 42,757
	BlackRock Advisors LLC	iShares 1-3 Treasury Bond ETF	Mutual Funds	** 21,741
	BlackRock Advisors LLC	iShares 20+ Treasury Bond ETF	Mutual Funds	** 14,095
	BlackRock Advisors LLC	iShares 3-7 Treasury Bond ETF	Mutual Funds	** 10,319
	BlackRock Advisors LLC	iShares 7-10 Treasury Bond ETF	Mutual Funds	** 98,365
	BlackRock Advisors LLC	iShares Core MSCI Emerging Market ETF	Mutual Funds	** 16,833
	BlackRock Advisors LLC	iShares iBoxx \$ High Yield Corporate Bond ETF	Mutual Funds	** 15,004

See accompanying independent auditor's report

GENESIS HEALTHCARE SYSTEM TDA THRIFT PLAN

SCHEDULE OF ASSETS HELD AT END OF YEAR - SCHEDULE H, LINE 4 (i)
AS OF DECEMBER 31, 2018

EIN: 31-1480941

Plan: 007

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of Investment	(d) Cost	(e) Current Value
	BlackRock Advisors LLC	iShares iBoxx \$ Investment Grade Corporate ETF	Mutual Funds	** 7,785
	BlackRock Advisors LLC	iShares JPMorgan USD Emerging Markets ETF	Mutual Funds	** 7,793
	BlackRock Advisors LLC	iShares MSCI EAFE Index ETF	Mutual Funds	** 51,139
	BlackRock Advisors LLC	iShares Russel 2000 Index ETF	Mutual Funds	** 13,926
	BlackRock Advisors LLC	iShares TIPS Bond ETF	Mutual Funds	** 23,326
	John Hancock Advisors, LLC	John Hancock High Yield A	Mutual Funds	** 17,633
*	Columbia Mgmt Investment Advisors, LLC	Columbia Large Capital Growth A	Mutual Funds	** 325,564
*	Columbia Mgmt Investment Advisors, LLC	Columbia Large Capital Growth I	Mutual Funds	** 18,043
*	Columbia Mgmt Investment Advisors, LLC	Columbia Limited Duration Credit Fund Class A	Mutual Funds	** 1,070
	Massachusetts Financial Service Company	MFS International Growth I	Mutual Funds	** 20,230
	Massachusetts Financial Service Company	MFS International Value I	Mutual Funds	** 39,800
	Massachusetts Financial Service Company	MFS Value I	Mutual Funds	** 22,850
*	Columbia Mgmt Investment Advisors, LLC	Columbia Mid Cap Growth A	Mutual Funds	** 52,197
*	Columbia Mgmt Investment Advisors, LLC	Mutli-Manager Growth Strategies Fund I	Mutual Funds	** 65,002
*	Columbia Mgmt Investment Advisors, LLC	Mutli-Manager Small Cap Equity I	Mutual Funds	** 52,627
*	Columbia Mgmt Investment Advisors, LLC	Mutli-Manager Total Return Bond Strategies CI A	Mutual Funds	** 255,523
*	Columbia Mgmt Investment Advisors, LLC	Mutli-Manager Value Strategies I	Mutual Funds	** 92,956
*	Columbia Mgmt Investment Advisors, LLC	Money Market Directional Alternative Strategies I	Mutual Funds	** 3,799
*	Columbia Mgmt Investment Advisors, LLC	Money Market	Mutual Funds	** 98,983
*	Columbia Mgmt Investment Advisors, LLC	Mutli-Manager International Equity Strategies I	Mutual Funds	** 61,468
*	Columbia Mgmt Investment Advisors, LLC	Mutli-Manager Alternative Strategies Fund I	Mutual Funds	** 8,450
	Nuveen Fund Advisors, LLC	Nuveen Santa Barbara Dividend Growth Fund	Mutual Funds	** 46,093
	Nuveen Fund Advisors, LLC	Nuveen Strategic Income I	Mutual Funds	** 2,666
	Nuveen Fund Advisors, LLC	Nuveen Symphony Floating Rate I	Mutual Funds	** 12,271
	OFI Global Asset Management, LLC	Oppenheimer Developing Markets	Mutual Funds	** 41,259
	OFI Global Asset Management, LLC	Oppenheimer International Bond Y	Mutual Funds	** 19,454
*	Columbia Mgmt Investment Advisors, LLC	Columbia Overseas Value A	Mutual Funds	** 11,415
	Parnassus Investments	Parnassus Core Equity Investor	Mutual Funds	** 611,192
	PGIM Investments LLC	Prudential Jennison Mid-Cap Growth Z	Mutual Funds	** 26,640
*	Columbia Mgmt Investment Advisors, LLC	Columbia Select Smaller Cap Value A	Mutual Funds	** 13,830
*	Columbia Mgmt Investment Advisors, LLC	Columbia Select Global Equity A	Mutual Funds	** 65,364
*	Columbia Mgmt Investment Advisors, LLC	Columbia International Equity A	Mutual Funds	** 4,387
*	Columbia Mgmt Investment Advisors, LLC	Columbia Short Term Bond A	Mutual Funds	** 12,019
*	Columbia Mgmt Investment Advisors, LLC	Columbia Small Cap Growth I A	Mutual Funds	** 14,476
*	Columbia Mgmt Investment Advisors, LLC	Columbia Small Cap Index A	Mutual Funds	** 22,040
*	Columbia Mgmt Investment Advisors, LLC	Columbia Small/Mid Cap Value A	Mutual Funds	** 18,915
	SSGA Funds Management, Inc	SPDR S&P 500 ETF	Mutual Funds	** 63,980
*	Columbia Mgmt Investment Advisors, LLC	Columbia Strategic Income A	Mutual Funds	** 42,621
*	Columbia Mgmt Investment Advisors, LLC	Columbia Strategic Income I	Mutual Funds	** 158,578
*	Columbia Mgmt Investment Advisors, LLC	Columbia Total Return Bond A	Mutual Funds	** 58,785
*	Columbia Mgmt Investment Advisors, LLC	Columbia U.S. Government Mortgage I	Mutual Funds	** 62,919
	Virtus Investment Advisors, Inc.	Virtus Duff & Phelps Real Estate Secs I	Mutual Funds	** 14,038
	Vanguard Group, Inc.	Vanguard FTSE Emerging Markets ETF	Mutual Funds	** 14,897
	Vanguard Group, Inc.	Vangaurd Mortgage Backed Securities ETF	Mutual Funds	** 8,084
	Vanguard Group, Inc.	Vangaurd Real Estate Index ETF	Mutual Funds	** 7,457
	Wells Fargo Funds Management LLC	Wells Fargo Emerging Markets Equity I	Mutual Funds	** 24,248
	Wells Fargo Funds Management LLC	Wells Fargo Special Mid-Cap Value I	Mutual Funds	** 13,762
*	Nationwide Life Insurance Company	Group Fixed/Er	General Insurance Account	** 103,716
*	Nationwide Life Insurance Company	Fixed Account	General Insurance Account	** 36,761
*	Nationwide Life Insurance Company	Group Fixed/Basic	General Insurance Account	** 186,791
*	Nationwide Life Insurance Company	Group Fixed/1035 Volun	General Insurance Account	** 2,431
*	Nationwide Life Insurance Company	Group Fixed/Volun	General Insurance Account	** 308
*	Nationwide Fund Advisors	Fidelity VIP Balanced Portfolio - Service Class 2	Pooled Separate Account	** 5,067
*	Nationwide Fund Advisors	Fidelity VIP Energy Portfolio - Service Class 2	Pooled Separate Account	** 15,883
*	Nationwide Fund Advisors	Fidelity VIP Euity-Income Portfolio - Intial Class	Pooled Separate Account	** 15,874
*	Nationwide Fund Advisors	Fidelity VIP Growth Income Portfolio - Class 2	Pooled Separate Account	** 15,322
*	Nationwide Fund Advisors	Fidelity VIP Growth Income Portfolio - Inital Class	Pooled Separate Account	** 185,935
*	Nationwide Fund Advisors	Oppenhemier Conservative Balanced Fund VA	Pooled Separate Account	** 19,889
*	Nationwide Fund Advisors	Janus Henderson VIT Overseas Portfolio	Pooled Separate Account	** 9,014
*	Nationwide Fund Advisors	American Century NVIT Muti Cap Value Fund	Pooled Separate Account	** 10,740
*	Nationwide Fund Advisors	NVIT Large Cap Growth Fund - Class 1	Pooled Separate Account	** 27,018
*	Nationwide Fund Advisors	NVIT Government Bond Fund - Class 1	Pooled Separate Account	** 3,537
*	Nationwide Fund Advisors	NVIT Investor Destinations Moderate Aggressive	Pooled Separate Account	** 9,704
*	Nationwide Fund Advisors	NVIT Multi- Manager Mid Cap	Pooled Separate Account	** 49,993

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GENESIS HEALTHCARE SYSTEM TDA THRIFT PLAN

SCHEDULE OF ASSETS HELD AT END OF YEAR - SCHEDULE H, LINE 4 (i)
AS OF DECEMBER 31, 2018

EIN: 31-1480941

Plan: 007

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of Investment	(d) Cost	(e) Current Value
*	Nationwide Fund Advisors	NVIT Real Estate Fund - Class 1	Pooled Separate Account	** 6,587
*	Nationwide Fund Advisors	NVIT S P 500 Index - Class 2	Pooled Separate Account	** 72,042
*	Nationwide Fund Advisors	American Funds NVIT Growth Fund - Class 2	Pooled Separate Account	** 11,957
*	Nationwide Fund Advisors	Neuberger Berman NVIT Mutil-Cap Opportunities	Pooled Separate Account	** 1,388
		Subtotal		115,433,180
		Maturing at various dates through 2023, Interest rates: 4.25% -6.25%		1,303,288
		TOTAL PLAN ASSETS		<u>\$ 116,736,468</u>

* A party-in-interest as defined by ERISA.

** Cost information has been excluded in accordance with Form 5500 instructions

Note:

This schedule is based on information which has been certified as complete and accurate by Prudential Trust Company, The Prudential Insurance Company of America, United of Omaha Life Insurance Company, Brighthouse Life Insurance Company, MetLife Life Insurance Company, American United Life Insurance Company, Nationwide Life Insurance Company, Ameriprise Trust Company, and RiverSource Life Insurance Company, the custodians of the Plan.