KINDRED HEALTHCARE, INC
Form 10-Q
May 08, 2012
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# UNITED STATES

# SECURITIES AND EXCHANGE COMMISSION

**Washington, DC 20549**

# FORM 10-Q

þ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended March 31, 2012**

**OR**

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from_____ to_____.**

**Commission file number: 001-14057**

# KINDRED HEALTHCARE, INC.

**(Exact name of registrant as specified in its charter)**

| **Delaware** | **61-1323993** |
|---|---|
| **(State or other jurisdiction of incorporation or organization)** | **(I.R.S. Employer Identification No.)** |
| **680 South Fourth Street** | |
| **Louisville, KY** | **40202-2412** |
| **(Address of principal executive offices)** | **(Zip Code)** |

**(502) 596-7300**

**(Registrant s telephone number, including area code)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes þ No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

| | | | |
|---|---|---|---|
| Large accelerated filer | þ | Accelerated filer | ¨ |
| Non-accelerated filer | ¨ | Smaller reporting company | ¨ |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No þ

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date.

| **Class of Common Stock** | **Outstanding at April 30, 2012** |
|---|---|
| Common stock, $0.25 par value | 52,897,749 shares |

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**KINDRED HEALTHCARE, INC.**

**FORM 10-Q**

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**KINDRED HEALTHCARE, INC.**

**CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS**

**(Unaudited)**

**(In thousands, except per share amounts)**

| | Three months ended March 31, | |
|---|---|---|
| | **2012** | **2011** |
| Revenues | $ 1,579,970 | $ 1,192,421 |
| Salaries, wages and benefits | 945,302 | 678,695 |
| Supplies | 111,295 | 90,022 |
| Rent | 107,968 | 91,453 |
| Other operating expenses | 310,964 | 259,369 |
| Other income | (2,748) | (2,785) |
| Impairment charges | 867 | |
| Depreciation and amortization | 48,690 | 32,549 |
| Interest expense | 26,578 | 5,728 |
| Investment income | (292) | (495) |
| | 1,548,624 | 1,154,536 |
| Income from continuing operations before income taxes | 31,346 | 37,885 |
| Provision for income taxes | 12,814 | 15,609 |
| Income from continuing operations | 18,532 | 22,276 |
| Income (loss) from discontinued operations, net of income taxes | 110 | (179) |
| Net income | 18,642 | 22,097 |
| Earnings attributable to noncontrolling interests | (451) | |
| Income attributable to Kindred | $ 18,191 | $ 22,097 |
| Amounts attributable to Kindred stockholders: | | |
| Income from continuing operations | $ 18,081 | $ 22,276 |
| Income (loss) from discontinued operations | 110 | (179) |
| Net income | $ 18,191 | $ 22,097 |
| Earnings per common share: | | |
| Basic: | | |
| Income from continuing operations | $ 0.35 | $ 0.56 |
| Income (loss) from discontinued operations | | |
| Net income | $ 0.35 | $ 0.56 |
| Diluted: | | |
| Income from continuing operations | $ 0.35 | $ 0.55 |
| Income (loss) from discontinued operations | | |

| | | |
|---|---|---|
| Net income | $ 0.35 | $ 0.55 |
| | | |
| Shares used in computing earnings per common share: | | |
| Basic | 51,603 | 39,035 |
| Diluted | 51,638 | 39,543 |

See accompanying notes.

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**KINDRED HEALTHCARE, INC.**

**CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**

**(Unaudited)**

**(In thousands)**

| | Three months ended March 31, | |
|---|---|---|
| | **2012** | **2011** |
| Net income | $ 18,642 | $ 22,097 |
| Other comprehensive income: | | |
| Available-for-sale securities: | | |
| Change in net unrealized investment gains | 1,202 | 554 |
| Reclassification of net gains included in net income | (77) | (158) |
| Net change | 1,125 | 396 |
| Interest rate swaps: | | |
| Change in unrealized loss | (131) | |
| Reclassification of losses included in net income | 201 | |
| Net change | 70 | |
| Income tax expense related to items of other comprehensive income | (420) | (138) |
| Other comprehensive income | 775 | 258 |
| Comprehensive income | 19,417 | 22,355 |
| Earnings attributable to noncontrolling interests | (451) | |
| Comprehensive income attributable to Kindred | $ 18,966 | $ 22,355 |

See accompanying notes.

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**KINDRED HEALTHCARE, INC.**

**CONDENSED CONSOLIDATED BALANCE SHEET**

**(Unaudited)**

**(In thousands, except per share amounts)**

| | March 31, 2012 | December 31, 2011 |
|---|---|---|
| **ASSETS** | | |
| Current assets: | | |
| Cash and cash equivalents | $ 40,137 | $ 41,561 |
| Cash restricted | 5,327 | 5,551 |
| Insurance subsidiary investments | 74,462 | 70,425 |
| Accounts receivable less allowance for loss of $32,864 March 31, 2012 and $29,746 December 31, 2011 | 1,044,401 | 994,700 |
| Inventories | 31,155 | 31,060 |
| Deferred tax assets | 19,911 | 17,785 |
| Income taxes | 7,689 | 39,513 |
| Other | 40,186 | 32,687 |
| | 1,263,268 | 1,233,282 |
| Property and equipment | 2,053,326 | 1,975,063 |
| Accumulated depreciation | (956,871) | (916,022) |
| | 1,096,455 | 1,059,041 |
| Goodwill | 1,084,716 | 1,084,655 |
| Intangible assets less accumulated amortization of $21,964 March 31, 2012 and $16,581 December 31, 2011 | 441,824 | 447,207 |
| Assets held for sale | 4,671 | 5,612 |
| Insurance subsidiary investments | 120,184 | 110,227 |
| Other | 222,054 | 198,469 |
| Total assets | $ 4,233,172 | $ 4,138,493 |
| **LIABILITIES AND EQUITY** | | |
| Current liabilities: | | |
| Accounts payable | $ 205,835 | $ 216,801 |
| Salaries, wages and other compensation | 380,981 | 407,493 |
| Due to third party payors | 28,330 | 37,306 |
| Professional liability risks | 45,257 | 46,010 |
| Other accrued liabilities | 131,339 | 130,693 |
| Long-term debt due within one year | 10,415 | 10,620 |
| | 802,157 | 848,923 |
| Long-term debt | 1,648,071 | 1,531,882 |
| Professional liability risks | 223,344 | 217,717 |
| Deferred tax liabilities | 17,313 | 17,955 |
| Deferred credits and other liabilities | 196,089 | 191,771 |
| Noncontrolling interests-redeemable | 9,532 | 9,704 |
| Commitments and contingencies | | |

| | | |
|---|---|---|
| Equity: | | |
| Stockholders equity: | | |
| Common stock, $0.25 par value; authorized 175,000 shares; issued 52,900 shares March 31, 2012 and 52,116 shares December 31, 2011 | 13,225 | 13,029 |
| Capital in excess of par value | 1,135,917 | 1,138,189 |
| Accumulated other comprehensive loss | (694) | (1,469) |
| Retained earnings | 157,363 | 139,172 |
| | 1,305,811 | 1,288,921 |
| Noncontrolling interests-nonredeemable | 30,855 | 31,620 |
| Total equity | 1,336,666 | 1,320,541 |
| Total liabilities and equity | $ 4,233,172 | $ 4,138,493 |

See accompanying notes.

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**KINDRED HEALTHCARE, INC.**

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**

**(Unaudited)**

**(In thousands)**

| | Three months ended March 31, | |
|---|---|---|
| | **2012** | **2011** |
| Cash flows from operating activities: | | |
| Net income | $ 18,642 | $ 22,097 |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities: | | |
| Depreciation and amortization | 48,690 | 32,549 |
| Amortization of stock-based compensation costs | 1,802 | 2,644 |
| Amortization of deferred financing costs | 2,357 | 846 |
| Provision for doubtful accounts | 7,496 | 5,830 |
| Deferred income taxes | (3,662) | (730) |
| Impairment charges | 867 | |
| Other | 426 | (476) |
| Change in operating assets and liabilities: | | |
| Accounts receivable | (57,197) | (36,640) |
| Inventories and other assets | (15,905) | (3,525) |
| Accounts payable | (9,550) | (12,348) |
| Income taxes | 30,502 | 40,623 |
| Due to third party payors | (8,976) | (3,022) |
| Other accrued liabilities | (18,917) | (1,412) |
| Net cash provided by (used in) operating activities | (3,425) | 46,436 |
| Cash flows from investing activities: | | |
| Routine capital expenditures | (22,106) | (24,718) |
| Development capital expenditures | (10,622) | (11,109) |
| Acquisitions | (50,448) | (8,027) |
| Acquisition deposit | (16,866) | |
| Sale of assets | 1,110 | 1,714 |
| Purchase of insurance subsidiary investments | (13,773) | (7,817) |
| Sale of insurance subsidiary investments | 14,006 | 18,656 |
| Net change in insurance subsidiary cash and cash equivalents | (13,123) | (1,300) |
| Change in other investments | 269 | 1,000 |
| Other | (749) | 132 |
| Net cash used in investing activities | (112,302) | (31,469) |
| Cash flows from financing activities: | | |
| Proceeds from borrowings under revolving credit | 515,400 | 445,200 |
| Repayment of borrowings under revolving credit | (397,000) | (460,200) |
| Repayment of other long-term debt | (2,666) | (22) |
| Payment of deferred financing costs | (43) | (417) |
| Cash distributed to noncontrolling interests | (1,388) | |
| Issuance of common stock | | 1,415 |
| Other | | 389 |

| | | |
|---|---|---|
| Net cash provided by (used in) financing activities | 114,303 | (13,635) |
| Change in cash and cash equivalents | (1,424) | 1,332 |
| Cash and cash equivalents at beginning of period | 41,561 | 17,168 |
| Cash and cash equivalents at end of period | $ 40,137 | $ 18,500 |
| Supplemental information: | | |
| Interest payments | $ 12,108 | $ 2,888 |
| Income tax refunds | 13,956 | 24,786 |

See accompanying notes.

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**KINDRED HEALTHCARE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

**NOTE 1 BASIS OF PRESENTATION**

*Business*

Kindred Healthcare, Inc. is a healthcare services company that through its subsidiaries operates long-term acute care ( LTAC ) hospitals, inpatient rehabilitation hospitals ( IRFs ), nursing and rehabilitation centers, assisted living facilities, a contract rehabilitation services business and a home health and hospice business across the United States (collectively, the Company or Kindred ). At March 31, 2012, the Company s hospital division operated 120 LTAC hospitals and six IRFs in 26 states. The Company s nursing center division operated 224 nursing and rehabilitation centers and six assisted living facilities in 27 states. The Company s rehabilitation division provided rehabilitation services primarily in hospitals and long-term care settings. The Company s home health and hospice division provided home health, hospice and private duty services from 52 locations in eight states.

In recent years, the Company has completed several transactions related to the divestiture of unprofitable hospitals and nursing and rehabilitation centers to improve its future operating results. For accounting purposes, the operating results of these businesses have been classified as discontinued operations in the accompanying unaudited condensed consolidated statement of operations for all periods presented. Assets not sold at March 31, 2012 have been measured at the lower of carrying value or estimated fair value less costs of disposal and have been classified as held for sale in the accompanying unaudited condensed consolidated balance sheet. See Note 4 for a summary of discontinued operations.

*Recently issued accounting requirements*

In September 2011, the Financial Accounting Standards Board (the FASB ) issued authoritative guidance related to testing goodwill for impairment. The main provisions of the guidance state that an entity has the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If an entity determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step goodwill impairment test is unnecessary. However, if an entity concludes otherwise, then it is required to perform Step 1 of the goodwill impairment test. The guidance is effective for all interim and annual reporting periods beginning after December 15, 2011. The adoption of the guidance is not expected to have a material impact on the Company s business, financial position, results of operations or liquidity.

In July 2011, the FASB issued authoritative guidance related to the presentation and disclosure of patient service revenue, provision for bad debts, and the allowance for doubtful accounts for certain healthcare entities. The provisions of the guidance require healthcare entities that recognize significant amounts of patient service revenue at the time services are rendered, even though they do not assess a patient s ability to pay, to present the provision for bad debts related to those revenues as a deduction from patient service revenue (net of contractual allowances and discounts), as opposed to an operating expense. All other entities would continue to present the provision for bad debts as an operating expense. The guidance is effective for all interim and annual reporting periods beginning after December 15, 2011. The adoption of the guidance did not have an impact on the Company s business, financial position, results of operations or liquidity.

In June 2011, the FASB issued authoritative guidance related to the presentation of other comprehensive income. The provisions of the guidance state that an entity has the option to present the total of comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The statement(s) should be presented with equal prominence to the other primary financial

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**KINDRED HEALTHCARE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

**NOTE 1 BASIS OF PRESENTATION (Continued)**

*Recently issued accounting requirements (Continued)*

statements. The guidance is effective for all interim and annual reporting periods beginning after December 15, 2011. The adoption of the guidance did not have a material impact on the Company s business, financial position, results of operations or liquidity.

In December 2011, the FASB amended its authoritative guidance issued in June 2011 related to the presentation of other comprehensive income. The provisions indefinitely defer the requirement to present reclassification adjustments out of accumulated other comprehensive income by component in both the statement in which net income is presented and the statement in which other comprehensive income is presented, for both interim and annual financial statements. All other requirements of the June 2011 update were not impacted by the amendment which remains effective for all interim and annual reporting periods beginning after December 15, 2011. The adoption of the guidance did not have a material impact on the Company s business, financial position, results of operations or liquidity.

In May 2011, the FASB issued authoritative guidance related to fair value measurements. The provisions of the guidance result in applying common fair value measurement and disclosure requirements in both United States generally accepted accounting principles and International Financial Reporting Standards. The amendments primarily change the wording used to describe many of the requirements in generally accepted accounting principles for measuring and disclosing information about fair value measurements. The guidance is effective for all interim and annual reporting periods beginning after December 15, 2011. The adoption of the guidance did not have a material impact on the Company s business, financial position, results of operations or liquidity.

*Equity*

The following table sets forth a reconciliation of the carrying amount of equity attributable to redeemable noncontrolling interests, equity attributable to Kindred stockholders, equity attributable to nonredeemable noncontrolling interests and total equity (in thousands):

| | Redeemable noncontrolling interests | Amounts attributable to Kindred stockholders | Nonredeemable noncontrolling interests | Total equity |
|---|---|---|---|---|
| Balance at December 31, 2011 | $ 9,704 | $ 1,288,921 | $ 31,620 | $ 1,320,541 |
| Comprehensive income: | | | | |
| Net income | 155 | 18,191 | 296 | 18,487 |
| Other comprehensive income | | 775 | | 775 |
| | 155 | 18,966 | 296 | 19,262 |
| Shares tendered by employees for statutory tax withholdings upon issuance of common stock | | (1,796) | | (1,796) |
| Income tax benefit in connection with the issuance of common stock under employee benefit plans | | (2,082) | | (2,082) |
| Stock-based compensation amortization | | 1,802 | | 1,802 |

| | | | | |
|---|---|---|---|---|
| Distributions to noncontrolling interests | (327) | | (1,061) | (1,061) |
| Balance at March 31, 2012 | $ 9,532 | $ 1,305,811 | $ 30,855 | $ 1,336,666 |

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**KINDRED HEALTHCARE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

**NOTE 1 BASIS OF PRESENTATION (Continued)**

*Derivative financial instruments*

In December 2011, the Company entered into two interest rate swap agreements to hedge its floating interest rate on an aggregate of $225.0 million of outstanding Term Loan Facility (as defined in Note 2 below) debt. The interest rate swaps have an effective date of January 9, 2012, and expire on January 11, 2016. The Company is required to make payments based upon a fixed interest rate of 1.8925% calculated on the notional amount of $225.0 million. In exchange, the Company will receive interest on $225.0 million at a variable interest rate that is based upon the three-month London Interbank Offered Rate ( LIBOR ), subject to a minimum rate of 1.5%. The Company determined the interest rate swaps were effective cash flow hedges at March 31, 2012. The fair value change of the interest rate swaps was $0.9 million and was recorded in other accrued liabilities at March 31, 2012.

*Other information*

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions for Form 10-Q of Regulation S-X and do not include all of the disclosures normally required by generally accepted accounting principles or those normally required in annual reports on Form 10-K. Accordingly, these financial statements should be read in conjunction with the audited consolidated financial statements of the Company for the year ended December 31, 2011 filed with the Securities and Exchange Commission (the SEC ) on Form 10-K. The accompanying condensed consolidated balance sheet at December 31, 2011 was derived from audited consolidated financial statements, but does not include all disclosures required by generally accepted accounting principles.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the Company s customary accounting practices. Management believes that financial information included herein reflects all adjustments necessary for a fair presentation of interim results and, except as otherwise disclosed, all such adjustments are of a normal and recurring nature.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles and include amounts based upon the estimates and judgments of management. Actual amounts may differ from those estimates.

*Reclassifications*

Certain prior period amounts have been reclassified to conform with the current period presentation.

**NOTE 2 REHABCARE ACQUISITION**

On June 1, 2011, the Company completed the acquisition of RehabCare Group, Inc. and its subsidiaries ( RehabCare ) (the RehabCare Merger ). Upon consummation of the RehabCare Merger, each issued and outstanding share of RehabCare common stock was converted into the right to receive 0.471 of a share of Kindred common stock and $26 per share in cash, without interest (the Merger Consideration ). Kindred issued approximately 12 million shares of its common stock in connection with the RehabCare Merger. The purchase price totaled $962.8 million and was comprised of $662.4 million in cash and $300.4 million of Kindred common stock at fair value. The Company also assumed $355.7 million of long-term debt in the RehabCare Merger, of which $345.4 million was refinanced on June 1, 2011. The operating results of RehabCare have been included in the accompanying unaudited condensed consolidated financial statements of the Company since June 1, 2011.

At the RehabCare Merger date, the Company acquired 32 LTAC hospitals, five IRFs, approximately 1,200 rehabilitation therapy sites of service and 102 hospital-based inpatient rehabilitation units.

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**KINDRED HEALTHCARE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

**NOTE 2 REHABCARE ACQUISITION (Continued)**

Operating results in the first quarter of 2012 included transaction costs totaling $0.2 million related to the RehabCare Merger. Operating results in the first quarter of 2011 included transaction costs totaling $3.9 million and financing costs totaling $2.0 million related to the RehabCare Merger. In the accompanying unaudited condensed consolidated statement of operations, transaction costs were included in other operating expenses and financing costs were included in interest expense.

In connection with the RehabCare Merger, the Company entered into a new $650 million senior secured asset-based revolving credit facility (the ABL Facility ) and a new $700 million senior secured term loan facility (the Term Loan Facility ) (collectively, the New Credit Facilities ). The Company also successfully completed the private placement of $550 million of senior notes due 2019 (the Notes ). The Company used proceeds from the New Credit Facilities and the Notes to pay the Merger Consideration, repay all amounts outstanding under the Company s and RehabCare s previous credit facilities and to pay transaction costs. The amounts outstanding under the Company s and RehabCare s former credit facilities that were repaid at the RehabCare Merger closing were $390.0 million and $345.4 million, respectively. The New Credit Facilities have incremental facility capacity in an aggregate amount between the two facilities of $200 million, subject to meeting certain conditions, including a specified senior secured leverage ratio. In connection with these new credit arrangements, the Company paid $46.2 million of lender fees related to debt issuance that were capitalized as deferred financing costs and paid $13.1 million of other financing costs that were charged to interest expense during the year of 2011.

*Pro forma information*

The unaudited pro forma net effect of the RehabCare Merger assuming the acquisition occurred as of January 1, 2010 is as follows (in thousands, except per share amounts):

| | Three months ended March 31, 2011 |
|---|---|
| Revenues | $ 1,557,020 |
| Income from continuing operations attributable to Kindred | 36,526 |
| Income attributable to Kindred | 39,315 |
| Earnings per common share: | |
| Basic: | |
| Income from continuing operations | $ 0.71 |
| Net income | $ 0.76 |
| Diluted: | |
| Income from continuing operations | $ 0.70 |
| Net income | $ 0.75 |

The unaudited pro forma financial data has been derived by combining the historical financial results of the Company and the operations acquired in the RehabCare Merger for the period presented. The unaudited pro forma financial data includes transaction and financing costs totaling $10.7 million incurred by both the Company and RehabCare in connection with the RehabCare Merger. These costs have been eliminated from the results of operations for 2011 and have been reflected as expenses incurred as of January 1, 2010 for purposes of the pro forma financial presentation. Revenues and earnings before interest, income taxes and transaction-related costs associated with RehabCare aggregated $364.5 million and $31.6 million, respectively, for the three months ended March 31, 2012.

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**KINDRED HEALTHCARE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

**NOTE 3 OTHER ACQUISITIONS**

The following is a summary of the Company s other significant acquisition activities. The purchase price of the acquired leased facilities resulted from negotiations with each of the sellers that were based upon both the historical and expected future cash flows of the respective facilities and real estate values. Each of these acquisitions were financed through operating cash flows or borrowings under the Company s revolving credit facility.

In March 2012, the Company acquired the real estate of a previously leased hospital for $50.4 million. Annual rent associated with the hospital aggregated $4.1 million.

In March 2011, the Company acquired the real estate of a previously leased hospital for $8.0 million. Annual rent associated with the hospital aggregated $0.9 million.

The fair value of each of the assets acquired were measured using discounted cash flow methodologies which are considered Level 3 inputs (as described in Note 11).

**NOTE 4 DISCONTINUED OPERATIONS**

In accordance with the authoritative guidance for the impairment or disposal of long-lived assets, the divestitures of unprofitable businesses discussed in Note 1 have been accounted for as discontinued operations. Accordingly, the results of operations of these businesses for all periods presented have been classified as discontinued operations, net of income taxes, in the accompanying unaudited condensed consolidated statement of operations. At March 31, 2012, the Company held for sale two hospitals reported as discontinued operations.

A summary of discontinued operations follows (in thousands):

| | Three months ended March 31, | |
|---|---|---|
| | 2012 | 2011 |
| Revenues | $ 80 | $ (31) |
| Salaries, wages and benefits | (98) | (156) |
| Supplies | | (2) |
| Rent | 30 | 29 |
| Other operating expenses (income) | (32) | 390 |
| Depreciation | | |
| Interest expense | | |
| Investment income | | |
| | (100) | 261 |
| Income (loss) from operations before income taxes | 180 | (292) |
| Provision (benefit) for income taxes | 70 | (113) |
| Income (loss) from operations | $ 110 | $ (179) |

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**KINDRED HEALTHCARE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

**NOTE 4 DISCONTINUED OPERATIONS (Continued)**

The following table sets forth certain discontinued operating data by business segment (in thousands):

| | Three months ended March 31, | |
|---|---|---|
| | 2012 | 2011 |
| **Revenues:** | | |
| Hospital division | $ 18 | $ (35) |
| Nursing center division | 62 | 4 |
| | $ 80 | $ (31) |
| **Operating income (loss):** | | |
| Hospital division | $ (303) | $ (416) |
| Nursing center division | 513 | 153 |
| | $ 210 | $ (263) |
| **Rent:** | | |
| Hospital division | $ 29 | $ 29 |
| Nursing center division | 1 | |
| | $ 30 | $ 29 |

A summary of the net assets held for sale follows (in thousands):

| | March 31, 2012 | December 31, 2011 |
|---|---|---|
| Long-term assets: | | |
| Property and equipment, net | $ 4,659 | $ 5,607 |
| Other | 12 | 5 |
| | 4,671 | 5,612 |
| Current liabilities (included in other accrued liabilities) | | (118) |
| | $ 4,671 | $ 5,494 |

**NOTE 5 REVENUES**

Revenues are recorded based upon estimated amounts due from patients and third party payors for healthcare services provided, including anticipated settlements under reimbursement agreements with Medicare, Medicaid, Medicare Advantage and other third party payors.

A summary of revenues by payor type follows (in thousands):

| | Three months ended March 31, | |
|---|---|---|
| | **2012** | **2011** |
| Medicare | $ 678,924 | $ 555,790 |
| Medicaid | 264,238 | 259,679 |
| Medicare Advantage | 118,413 | 95,381 |
| Other | 606,819 | 360,742 |
| | 1,668,394 | 1,271,592 |
| Eliminations | (88,424) | (79,171) |
| | $ 1,579,970 | $ 1,192,421 |

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**KINDRED HEALTHCARE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

**NOTE 6 EARNINGS PER SHARE**

Earnings per common share are based upon the weighted average number of common shares outstanding during the respective periods. The diluted calculation of earnings per common share includes the dilutive effect of stock options. The Company follows the provisions of the authoritative guidance for determining whether instruments granted in share-based payment transactions are participating securities, which requires that unvested restricted stock that entitles the holder to receive nonforfeitable dividends before vesting be included as a participating security in the basic and diluted earnings per common share calculation pursuant to the two-class method.

A computation of earnings per common share follows (in thousands, except per share amounts):

| | Three months ended March 31, | | | |
|---|---|---|---|---|
| | 2012 | | 2011 | |
| | Basic | Diluted | Basic | Diluted |
| Earnings: | | | | |
| Income from continuing operations: | | | | |
| As reported in Statement of Operations | $ 18,081 | $ 18,081 | $ 22,276 | $ 22,276 |
| Allocation to participating unvested restricted stockholders | (247) | (247) | (428) | (423) |
| Available to common stockholders | $ 17,834 | $ 17,834 | $ 21,848 | $ 21,853 |
| Income (loss) from discontinued operations, net of income taxes: | | | | |
| As reported in Statement of Operations | $ 110 | $ 110 | $ (179) | $ (179) |
| Allocation to participating unvested restricted stockholders | (1) | (1) | 3 | 3 |
| Available to common stockholders | $ 109 | $ 109 | $ (176) | $ (176) |
| Net income: | | | | |
| As reported in Statement of Operations | $ 18,191 | $ 18,191 | $ 22,097 | $ 22,097 |
| Allocation to participating unvested restricted stockholders | (248) | (248) | (425) | (420) |
| Available to common stockholders | $ 17,943 | $ 17,943 | $ 21,672 | $ 21,677 |
| Shares used in the computation: | | | | |
| Weighted average shares outstanding basic computation | 51,603 | 51,603 | 39,035 | 39,035 |
| Dilutive effect of employee stock options | | 35 | | 508 |
| Adjusted weighted average shares outstanding diluted computation | | 51,638 | | 39,543 |
| Earnings per common share: | | | | |
| Income from continuing operations | $ 0.35 | $ 0.35 | $ 0.56 | $ 0.55 |
| Income (loss) from discontinued operations | | | | |
| Net income | $ 0.35 | $ 0.35 | $ 0.56 | $ 0.55 |

| | | |
|---|---|---|
| Number of antidilutive stock options excluded from shares used in the diluted earnings per common share computation | 2,562 | 1,164 |

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**KINDRED HEALTHCARE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

**NOTE 7 BUSINESS SEGMENT DATA**

The Company is organized into four operating divisions: the hospital division, the nursing center division, the rehabilitation division and the home health and hospice division. The expansion of the Company s home health and hospice operations and changes to the Company s organizational structure have led the Company to segregate its home health and hospice business into a separate division. The Company s home health and hospice division was previously included in the rehabilitation division. Based upon the authoritative guidance for business segments and after giving consideration to the Company s business segments after the RehabCare Merger, the operating divisions represent five reportable operating segments, including (i) hospitals, (ii) skilled nursing and rehabilitation centers, (iii) skilled nursing-based rehabilitation contract therapy services, (iv) hospital-based rehabilitation contract therapy services and (v) home health and hospice services. These reportable operating segments are consistent with information used by the Company s Chief Executive Officer and Chief Operating Officer to assess performance and allocate resources. The accounting policies of the operating segments are the same as those described in the summary of significant accounting policies. Prior period segment information has been restated to conform with the current period presentation.

For segment purposes, the Company defines operating income as earnings before interest, income taxes, depreciation, amortization and rent. Operating income reported for each of the Company s operating segments excludes impairment charges, transaction costs and the allocation of corporate overhead.

Operating income for the hospital division for the three months ended March 31, 2012 included severance ($2.0 million) and other miscellaneous costs ($0.3 million) incurred in connection with the closing of a regional office and a LTAC hospital.

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**KINDRED HEALTHCARE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

**NOTE 7 BUSINESS SEGMENT DATA (Continued)**

The following table sets forth certain data by business segment (in thousands):

| | Three months ended March 31, | |
|---|---|---|
| | **2012** | **2011** |
| **Revenues:** | | |
| Hospital division | $ 765,823 | $ 558,974 |
| Nursing center division | 544,319 | 567,472 |
| Rehabilitation division: | | |
| Skilled nursing rehabilitation services | 255,451 | 114,618 |
| Hospital rehabilitation services | 74,369 | 22,490 |
| | 329,820 | 137,108 |
| Home health and hospice division | 28,432 | 8,038 |
| | 1,668,394 | 1,271,592 |
| Eliminations: | | |
| Skilled nursing rehabilitation services | (58,433) | (57,081) |
| Hospital rehabilitation services | (28,317) | (21,225) |
| Nursing and rehabilitation centers | (1,674) | (865) |
| | (88,424) | (79,171) |
| | $ 1,579,970 | $ 1,192,421 |
| **Income from continuing operations:** | | |
| Operating income (loss): | | |
| Hospital division | $ 160,669 | $ 108,385 |
| Nursing center division | 65,533 | 87,350 |
| Rehabilitation division: | | |
| Skilled nursing rehabilitation services | 14,193 | 9,159 |
| Hospital rehabilitation services | 16,116 | 5,332 |
| | 30,309 | 14,491 |
| Home health and hospice division | 2,341 | (10) |
| Corporate: | | |
| Overhead | (42,728) | (38,315) |
| Insurance subsidiary | (482) | (602) |
| | (43,210) | (38,917) |
| Impairment charges | (867) | |

| | | |
|---|---|---|
| Transaction costs | (485) | (4,179) |
| Operating income | 214,290 | 167,120 |
| Rent | (107,968) | (91,453) |
| Depreciation and amortization | (48,690) | (32,549) |
| Interest, net | (26,286) | (5,233) |
| Income from continuing operations before income taxes | 31,346 | 37,885 |
| Provision for income taxes | 12,814 | 15,609 |
| | $ 18,532 | $ 22,276 |

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**KINDRED HEALTHCARE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

**NOTE 7 BUSINESS SEGMENT DATA (Continued)**

| | Three months ended March 31, | |
|---|---|---|
| | **2012** | **2011** |
| **Rent:** | | |
| Hospital division | $ 55,367 | $ 40,299 |
| Nursing center division | 49,938 | 49,384 |
| Rehabilitation division: | | |
| Skilled nursing rehabilitation services | 1,392 | 1,509 |
| Hospital rehabilitation services | 78 | 28 |
| | 1,470 | 1,537 |
| Home health and hospice division | 615 | 189 |
| Corporate | 578 | 44 |
| | $ 107,968 | $ 91,453 |
| **Depreciation and amortization:** | | |
| Hospital division | $ 22,603 | $ 14,278 |
| Nursing center division | 12,741 | 11,793 |
| Rehabilitation division: | | |
| Skilled nursing rehabilitation services | 2,628 | 654 |
| Hospital rehabilitation services | 2,324 | 97 |
| | 4,952 | 751 |
| Home health and hospice division | 898 | 105 |
| Corporate | 7,496 | 5,622 |
| | $ 48,690 | $ 32,549 |
| **Capital expenditures, excluding acquisitions (including discontinued operations):** | | |
| Hospital division: | | |
| Routine | $ 10,345 | $ 12,144 |
| Development | 9,949 | 7,777 |
| | 20,294 | 19,921 |
| Nursing center division: | | |
| Routine | 4,229 | 8,155 |
| Development | 673 | 3,322 |
| | 4,902 | 11,477 |
| Rehabilitation division: | | |
| Skilled nursing rehabilitation services: | | |
| Routine | 326 | 235 |
| Development | | |

| | | |
|---|---|---|
| | 326 | 235 |
| Hospital rehabilitation services: | | |
| Routine | 46 | 25 |
| Development | | |
| | 46 | 25 |
| Home health and hospice division: | | |
| Routine | 751 | 20 |
| Development | | 10 |
| | 751 | 30 |
| Corporate: | | |
| Information systems | 6,237 | 3,932 |
| Other | 172 | 207 |
| | $ 32,728 | $ 35,827 |

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**KINDRED HEALTHCARE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

**NOTE 7 BUSINESS SEGMENT DATA (Continued)**

| | March 31, 2012 | December 31, 2011 |
|---|---|---|
| **Assets at end of period:** | | |
| Hospital division | $ 2,121,862 | $ 2,056,103 |
| Nursing center division | 641,637 | 638,078 |
| Rehabilitation division: | | |
| Skilled nursing rehabilitation services | 441,294 | 425,499 |
| Hospital rehabilitation services | 342,795 | 347,491 |
| | 784,089 | 772,990 |
| Home health and hospice division | 107,340 | 104,374 |
| Corporate | 578,244 | 566,948 |
| | $ 4,233,172 | $ 4,138,493 |
| **Goodwill:** | | |
| Hospital division | $ 745,450 | $ 745,411 |
| Rehabilitation division: | | |
| Skilled nursing rehabilitation services | 107,036 | 107,026 |
| Hospital rehabilitation services | 167,765 | 167,753 |
| | 274,801 | 274,779 |
| Home health and hospice division | 64,465 | 64,465 |
| | $ 1,084,716 | $ 1,084,655 |

**NOTE 8 INSURANCE RISKS**

The Company insures a substantial portion of its professional liability risks and workers compensation risks through its wholly owned limited purpose insurance subsidiary. Provisions for loss for these risks are based upon management s best available information including actuarially determined estimates.

The allowance for professional liability risks includes an estimate of the expected cost to settle reported claims and an amount, based upon past experiences, for losses incurred but not reported. These liabilities are necessarily based upon estimates and, while management believes that the provision for loss is adequate, the ultimate liability may be in excess of, or less than, the amounts recorded. To the extent that expected ultimate claims costs vary from historical provisions for loss, future earnings will be charged or credited.

The provision for loss for insurance risks, including the cost of coverage maintained with unaffiliated commercial insurance carriers, follows (in thousands):

| | Three months ended March 31, | |
|---|---|---|
| | 2012 | 2011 |
| Professional liability: | | |
| Continuing operations | $ 19,066 | $ 17,760 |
| Discontinued operations | (317) | 121 |
| Workers compensation: | | |
| Continuing operations | $ 15,118 | $ 13,068 |
| Discontinued operations | (147) | (301) |

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**KINDRED HEALTHCARE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

**NOTE 8 INSURANCE RISKS (Continued)**

A summary of the assets and liabilities related to insurance risks included in the accompanying unaudited condensed consolidated balance sheet follows (in thousands):

| | March 31, 2012 | | | December 31, 2011 | | |
|---|---|---|---|---|---|---|
| | Professional liability | Workers compensation | Total | Professional liability | Workers compensation | Total |
| **Assets:** | | | | | | |
| Current: | | | | | | |
| Insurance subsidiary investments | $ 44,096 | $ 30,366 | $ 74,462 | $ 44,678 | $ 25,747 | $ 70,425 |
| Reinsurance recoverables | 60 | | 60 | 323 | | 323 |
| Other | | 150 | 150 | | 150 | 150 |
| | 44,156 | 30,516 | 74,672 | 45,001 | 25,897 | 70,898 |
| Non-current: | | | | | | |
| Insurance subsidiary investments | 55,853 | 64,331 | 120,184 | 39,048 | 71,179 | 110,227 |
| Reinsurance and other recoverables | 47,916 | 69,546 | 117,462 | 44,356 | 64,704 | 109,060 |
| Deposits | 3,977 | 1,574 | 5,551 | 3,643 | 1,623 | 5,266 |
| Other | | 42 | 42 | | 42 | 42 |
| | 107,746 | 135,493 | 243,239 | 87,047 | 137,548 | 224,595 |
| | $ 151,902 | $ 166,009 | $ 317,911 | $ 132,048 | $ 163,445 | $ 295,493 |
| **Liabilities:** | | | | | | |
| Allowance for insurance risks: | | | | | | |
| Current | $ 45,257 | $ 35,043 | $ 80,300 | $ 46,010 | $ 32,198 | $ 78,208 |
| Non-current | 223,344 | 142,635 | 365,979 | 217,717 | 138,489 | 356,206 |
| | $ 268,601 | $ 177,678 | $ 446,279 | $ 263,727 | $ 170,687 | $ 434,414 |

Provisions for loss for professional liability risks retained by the Company s limited purpose insurance subsidiary have been discounted based upon actuarial estimates of claim payment patterns using a discount rate of 1% to 5% depending upon the policy year. The discount rate was 1% for the 2012 and 2011 policy years. The discount rates are based upon the risk free interest rate for the respective year. Amounts equal to the discounted loss provision are funded annually. The Company does not fund the portion of professional liability risks related to estimated claims that have been incurred but not reported. Accordingly, these liabilities are not discounted. If the Company did not discount any of the allowances for professional liability risks, these balances would have approximated $271.3 million at March 31, 2012 and $266.5 million at December 31, 2011.

Provisions for loss for workers compensation risks retained by the Company s limited purpose insurance subsidiary are not discounted and amounts equal to the loss provision are funded annually.

**NOTE 9 INSURANCE SUBSIDIARY INVESTMENTS**

The Company maintains investments, consisting principally of cash and cash equivalents, debt securities, equities and certificates of deposit for the payment of claims and expenses related to professional liability and workers compensation risks. These investments have been categorized as available-for-sale and are reported at fair value.

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**KINDRED HEALTHCARE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

**NOTE 9 INSURANCE SUBSIDIARY INVESTMENTS (Continued)**

The amortized cost and estimated fair value of the Company s insurance subsidiary investments follows (in thousands):

| | March 31, 2012 | | | | December 31, 2011 | | | |
|---|---|---|---|---|---|---|---|---|
| | Amortized cost | Unrealized gains | Unrealized losses | Fair value | Amortized cost | Unrealized gains | Unrealized losses | Fair value |
| Cash and cash equivalents (a) | $ 132,000 | $ | $ | $ 132,000 | $ 118,877 | $ | $ | $ 118,877 |
| Debt securities: | | | | | | | | |
| Corporate bonds | 21,841 | 156 | (19) | 21,978 | 23,134 | 163 | (48) | 23,249 |
| Debt securities issued by U.S. government agencies | 19,021 | 119 | (4) | 19,136 | 18,173 | 120 | (5) | 18,288 |
| U.S. Treasury notes | 3,111 | 6 | (1) | 3,116 | 3,867 | 10 | | 3,877 |
| Debt securities issued by foreign governments | 625 | 6 | | 631 | 625 | 8 | | 633 |
| Commercial mortgage-backed securities | 134 | 5 | | 139 | 137 | 6 | | 143 |
| | 44,732 | 292 | (24) | 45,000 | 45,936 | 307 | (53) | 46,190 |
| Equities by industry: | | | | | | | | |
| Healthcare | 1,474 | 83 | (56) | 1,501 | 1,474 | 77 | (72) | 1,479 |
| Financial services | 1,150 | 246 | (45) | 1,351 | 1,150 | 89 | (120) | 1,119 |
| Oil and gas | 921 | 202 | (110) | 1,013 | 921 | 131 | (117) | 935 |
| Other | 7,594 | 1,561 | (232) | 8,923 | 7,594 | 1,006 | (454) | 8,146 |
| | 11,139 | 2,092 | (443) | 12,788 | 11,139 | 1,303 | (763) | 11,679 |
| Certificates of deposit | 4,855 | 3 | | 4,858 | 3,905 | 3 | (2) | 3,906 |
| | $ 192,726 | $ 2,387 | $ (467) | $ 194,646 | $ 179,857 | $ 1,613 | $ (818) | $ 180,652 |

(a) Includes $2.7 million and $2.2 million of money market funds at March 31, 2012 and December 31, 2011, respectively.

The Company s investment policy governing insurance subsidiary investments precludes the investment portfolio managers from selling any security at a loss without prior authorization from the Company. The investment managers also limit the exposure to any one issue, issuer or type of investment. The Company intends, and has the ability, to hold insurance subsidiary investments for a long duration without the necessity of selling securities to fund the underwriting needs of its insurance subsidiary. This ability to hold securities allows sufficient time for recovery of temporary declines in the market value of equity securities and the par value of debt securities as of their stated maturity date.

The Company considered the severity and duration of its unrealized losses at March 31, 2012 and 2011 for various investments held in its insurance subsidiary investment portfolio and determined that these unrealized losses were temporary and did not record any impairment losses related to these investments.

As a result of deterioration in professional liability and workers compensation underwriting results of the Company s limited purpose insurance subsidiary in 2011, the Company made a capital contribution of $8.6 million during the first quarter of 2012 to its limited purpose insurance subsidiary. Conversely, as a result of improved professional liability underwriting results of the Company s limited purpose insurance subsidiary in 2010, the Company received a distribution of $3.5 million during the first quarter of 2011 from its limited purpose insurance subsidiary. Both were completed in accordance with applicable regulations. The contribution and distribution had no impact on earnings.

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**KINDRED HEALTHCARE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

**NOTE 10 CONTINGENCIES**

Management continually evaluates contingencies based upon the best available information. In addition, allowances for losses are provided currently for disputed items that have continuing significance, such as certain third party reimbursements and deductions that continue to be claimed in current cost reports and tax returns.

Management believes that allowances for losses have been provided to the extent necessary and that its assessment of contingencies is reasonable.

Principal contingencies are described below:

*Revenues* Certain third party payments are subject to examination by agencies administering the various reimbursement programs. The Company is contesting certain issues raised in audits of prior year cost reports.

*Professional liability risks* The Company has provided for losses for professional liability risks based upon management s best available information including actuarially determined estimates. Ultimate claims costs may differ from the provisions for loss. See Note 8.

*Income taxes* The Company is subject to various federal and state income tax audits in the ordinary course of business. Such audits could result in increased tax payments, interest and penalties.

*Litigation* The Company is a party to various legal actions (some of which are not insured), and regulatory and other governmental audits and investigations in the ordinary course of business. The Company cannot predict the ultimate outcome of pending litigation and regulatory and other governmental audits and investigations. These matters could potentially subject the Company to sanctions, damages, recoupments, fines and other penalties. The U.S. Department of Justice (the DOJ ), the Centers for Medicare and Medicaid Services ( CMS ) or other federal and state enforcement and regulatory agencies may conduct additional investigations related to the Company s businesses in the future which may, either individually or in the aggregate, have a material adverse effect on the Company s business, financial position, results of operations and liquidity. See Note 13.

*Other indemnifications* In the ordinary course of business, the Company enters into contracts containing standard indemnification provisions and indemnifications specific to a transaction, such as a disposal of an operating facility. These indemnifications may cover claims related to employment-related matters, governmental regulations, environmental issues and tax matters, as well as patient, third party payor, supplier and contractual relationships. Obligations under these indemnities generally are initiated by a breach of the terms of a contract or by a third party claim or event.

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**KINDRED HEALTHCARE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

**NOTE 11 FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS**

The Company follows the provisions of the authoritative guidance for fair value measurements, which addresses how companies should measure fair value when they are required to use a fair value measure for recognition or disclosure purposes under generally accepted accounting principles.

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The guidance related to fair value measures establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The guidance describes three levels of inputs that may be used to measure fair value:

**Level 1** Quoted prices in active markets for identical assets or liabilities. Level 1 assets and liabilities include debt and equity securities and derivative contracts that are traded in an active exchange market, as well as certain U.S. Treasury, other U.S. Government and agency asset backed debt securities that are highly liquid and are actively traded in over-the-counter markets.

**Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, and other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

**Level 3** Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

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**KINDRED HEALTHCARE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

**NOTE 11 FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS (Continued)**

The Company s assets and liabilities measured at fair value on a recurring and non-recurring basis and any associated losses are summarized below (in thousands):

| | Fair value measurements | | | Assets/liabilities at fair value | Total losses |
|---|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | | |
| **March 31, 2012:** | | | | | |
| Recurring: | | | | | |
| Assets: | | | | | |
| Available-for-sale debt securities: | | | | | |
| Corporate bonds | $ | $ 21,978 | $ | $ 21,978 | $ |
| Debt securities issued by U.S. government agencies | | 19,136 | | 19,136 | |
| U.S. Treasury notes | 3,116 | | | 3,116 | |
| Debt securities issued by foreign governments | | 631 | | 631 | |
| Commercial mortgage-backed securities | | 139 | | 139 | |
| | 3,116 | 41,884 | | 45,000 | |
| Available-for-sale equity securities | 12,788 | | | 12,788 | |
| Money market funds | 6,529 | | | 6,529 | |
| Certificates of deposit | | 4,858 | | 4,858 | |
| Total available-for-sale investments | 22,433 | 46,742 | | 69,175 | |
| Deposits held in money market funds | 351 | 3,977 | | 4,328 | |
| | $ 22,784 | $ 50,719 | $ | $ 73,503 | $ |
| Liabilities: | | | | | |
| Interest rate swaps | $ | $ (945) | $ | $ (945) | $ |
| Non-recurring: | | | | | |
| Assets: | | | | | |
| Property and equipment | $ | $ | $ 97 | $ 97 | (867) |
| Liabilities | $ | $ | $ | $ | $ |
| **December 31, 2011:** | | | | | |
| Recurring: | | | | | |
| Assets: | | | | | |
| Available-for-sale debt securities: | | | | | |
| Corporate bonds | $ | $ 23,249 | $ | $ 23,249 | $ |
| Debt securities issued by U.S. government agencies | | 18,288 | | 18,288 | |
| U.S. Treasury notes | 3,877 | | | 3,877 | |
| Debt securities issued by foreign governments | | 633 | | 633 | |
| Commercial mortgage-backed securities | | 143 | | 143 | |

| | | | | | |
|---|---|---|---|---|---|
| | 3,877 | 42,313 | | 46,190 | |
| Available-for-sale equity securities | 11,679 | | | 11,679 | |
| Money market funds | 6,263 | | | 6,263 | |
| Certificates of deposit | | 3,906 | | 3,906 | |
| Total available-for-sale investments | 21,819 | 46,219 | | 68,038 | |
| Deposits held in money market funds | 353 | 3,643 | | 3,996 | |
| | $ 22,172 | $ 49,862 | $ | $ 72,034 | $ |
| Liabilities: | | | | | |
| Interest rate swaps | $ | $ (815) | $ | $ (815) | $ |
| Non-recurring: | | | | | |
| Assets: | | | | | |
| Hospital available for sale | $ | $ | $ 1,200 | $ 1,200 | $ (1,490) |
| Property and equipment | | | 6,604 | 6,604 | (22,836) |
| Goodwill nursing and rehabilitation centers | | | | | (6,080) |
| Goodwill skilled nursing rehabilitation services | | | 107,026 | 107,026 | (45,999) |
| Intangible assets certificates of need | | | 1,000 | 1,000 | (54,366) |
| | $ | $ | $ 115,830 | $ 115,830 | $ (130,771) |
| Liabilities | $ | $ | $ | $ | $ |

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**KINDRED HEALTHCARE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

**NOTE 11 FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS (Continued)**

*Recurring measurements*

The Company s available-for-sale investments are held by its limited purpose insurance subsidiary and consist of debt securities, equities, money market funds and certificates of deposit. These available-for-sale investments and the insurance subsidiary s cash and cash equivalents of $129.3 million as of March 31, 2012 and $116.7 million as of December 31, 2011, classified as insurance subsidiary investments, are maintained for the payment of claims and expenses related to professional liability and workers compensation risks.

The Company also has available-for-sale investments totaling $3.8 million related to a deferred compensation plan that is maintained for certain of the Company s current and former employees.

The fair value of actively traded debt and equity securities and money market funds are based upon quoted market prices and are generally classified as Level 1. The fair value of inactively traded debt securities and certificates of deposit are based upon either quoted market prices of similar securities or observable inputs such as interest rates using either a market or income valuation approach and are generally classified as Level 2. The Company s investment advisors obtain and review pricing for each security. The Company is responsible for the determination of fair value and as such the Company reviews the pricing information from its advisors in determining reasonable estimates of fair value. Based upon the Company s internal review procedures, there were no adjustments to the prices during the three months ended March 31, 2012 or March 31, 2011.

The Company s deposits held in money market funds consist primarily of cash and cash equivalents held for general corporate purposes.

The fair value of the derivative liability associated with the interest rate swaps is estimated using industry-standard valuation models, which are Level 2 measurements. Such models project future cash flows and discount the future amounts to a present value using market-based observable inputs, including interest rate curves.

The following table presents the carrying amounts and estimated fair values of the Company s financial instruments. The carrying value is equal to fair value for financial instruments that are based upon quoted market prices or current market rates. The Company s long-term debt is based upon Level 2 inputs.

| | March 31, 2012 | | December 31, 2011 | |
|---|---|---|---|---|
| **(In thousands)** | **Carrying value** | **Fair value** | **Carrying value** | **Fair value** |
| Cash and cash equivalents | $ 40,137 | $ 40,137 | $ 41,561 | $ 41,561 |
| Cash restricted | 5,327 | 5,327 | 5,551 | 5,551 |
| Insurance subsidiary investments | 194,646 | 194,646 | 180,652 | 180,652 |
| Tax refund escrow investments | 209 | 209 | 211 | 211 |
| Long-term debt, including amounts due within one year (excluding capital lease obligations totaling $3.1 million and $3.9 million at March 31, 2012 and December 31, 2011, respectively) | 1,655,376 | 1,551,820 | 1,538,557 | 1,406,751 |

*Non-recurring measurements*

On July 29, 2011, CMS issued final rules which, among other things, significantly reduced Medicare payments to nursing centers and changed the reimbursement for the provision of group rehabilitation therapy services to Medicare beneficiaries beginning October 1, 2011 (the 2011 CMS Rules ). In connection with the preparation of

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**KINDRED HEALTHCARE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

**NOTE 11 FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS (Continued)**

*Non-recurring measurements (Continued)*

the Company s operating results for the third quarter of 2011, the Company determined that the impact of the 2011 CMS Rules was a triggering event in the third quarter of 2011 and accordingly tested the recoverability of its nursing and rehabilitation centers reporting unit goodwill, intangible assets and property and equipment asset groups impacted by the reduced Medicare payments. The Company recorded pretax impairment charges aggregating $0.9 million in the first quarter of 2012 for necessary property and equipment expenditures in impaired nursing and rehabilitation center asset groups. These charges reflected the amount by which the carrying value of certain assets exceeded their estimated fair value. The fair value of property and equipment was measured using Level 3 inputs such as replacement costs factoring in depreciation, economic obsolesce and inflation trends.

**NOTE 12 CONDENSED CONSOLIDATING FINANCIAL INFORMATION**

The accompanying unaudited condensed consolidating financial information has been prepared and presented pursuant to SEC Regulation S-X, Rule 3-10, Financial Statements of Guarantors and Issuers of Guaranteed Securities Registered or Being Registered. The Company s Notes issued on June 1, 2011 are fully and unconditionally guaranteed, subject to certain customary release provisions, by substantially all of the Company s domestic 100% owned subsidiaries. The equity method has been used with respect to the parent company s investment in subsidiaries.

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**KINDRED HEALTHCARE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

**NOTE 12 CONDENSED CONSOLIDATING FINANCIAL INFORMATION (Continued)**

The following unaudited condensed consolidating financial data presents the financial position of the parent company/issuer, the guarantor subsidiaries and the non-guarantor subsidiaries as of March 31, 2012 and December 31, 2011, and the respective results of operations and cash flows for the three months ended March 31, 2012 and 2011.

*Condensed Consolidating Statement of Operations and Comprehensive Income*

| | Three months ended March 31, 2012 | | | | |
|---|---|---|---|---|---|
| **(In thousands)** | **Parent company/ issuer** | **Guarantor subsidiaries** | **Non-guarantor subsidiaries** | **Consolidating and eliminating adjustments** | **Consolidated** |
| Revenues | $ | $ 1,478,234 | $ 126,848 | $ (25,112) | $ 1,579,970 |
| Salaries, wages and benefits | 69 | 901,413 | 43,820 | | 945,302 |
| Supplies | | 101,298 | 9,997 | | 111,295 |
| Rent | | 100,055 | 7,913 | | 107,968 |
| Other operating expenses | 3 | 286,159 | 49,914 | (25,112) | 310,964 |
| Other income | | (2,748) | | | (2,748) |
| Impairment charges | | 867 | | | 867 |
| Depreciation and amortization | | 45,309 | 3,381 | | 48,690 |
| Management fees | | (3,348) | 3,348 | | |
| Intercompany interest (income) expense from affiliates | (27,907) | 24,277 | 3,630 | | |
| Interest expense (income) | 26,293 | (4,762) | 5,047 | | 26,578 |
| Investment income | | (27) | (265) | | (292) |
| Equity in net income of consolidating affiliates | (17,218) | | | 17,218 | |
| | (18,760) | 1,448,493 | 126,785 | (7,894) | 1,548,624 |
| Income from continuing operations before income taxes | 18,760 | 29,741 | 63 | (17,218) | 31,346 |
| Provision for income taxes | 569 | 12,138 | 107 | | 12,814 |
| Income (loss) from continuing operations | 18,191 | 17,603 | (44) | (17,218) | 18,532 |
| Income from discontinued operations, net of income taxes | | 110 | | | 110 |
| Net income (loss) | 18,191 | 17,713 | (44) | (17,218) | 18,642 |
| Earnings attributable to noncontrolling interests | | | (451) | | (451) |
| Income (loss) attributable to Kindred | $ 18,191 | $ 17,713 | $ (495) | $ (17,218) | $ 18,191 |
| Comprehensive income | $ 18,966 | $ 17,713 | $ 688 | $ (17,950) | $ 19,417 |

| | | | | | |
|---|---|---|---|---|---|
| Comprehensive income attributable to Kindred | $ 18,966 | $ 17,713 | $ 237 | $ (17,950) | $ 18,966 |

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**KINDRED HEALTHCARE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

**NOTE 12 CONDENSED CONSOLIDATING FINANCIAL INFORMATION (Continued)**

*Condensed Consolidating Statement of Operations and Comprehensive Income (Continued)*

| | Three months ended March 31, 2011 | | | | |
|---|---|---|---|---|---|
| **(In thousands)** | **Parent company/ issuer** | **Guarantor subsidiaries** | **Non-guarantor subsidiaries** | **Consolidating and eliminating adjustments** | **Consolidated** |
| Revenues | $ | $ 1,192,066 | $ 21,285 | $ (20,930) | $ 1,192,421 |
| Salaries, wages and benefits | 126 | 678,569 | | | 678,695 |
| Supplies | | 90,022 | | | 90,022 |
| Rent | 3 | 91,450 | | | 91,453 |
| Other operating expenses | 31 | 258,735 | 21,533 | (20,930) | 259,369 |
| Other income | | (2,785) | | | (2,785) |
| Depreciation and amortization | | 32,549 | | | 32,549 |
| Intercompany interest (income) expense from affiliates | (9,474) | 9,474 | | | |
| Interest expense | 5,699 | 29 | | | 5,728 |
| Investment income | | (22) | (473) | | (495) |
| Equity in net income of consolidating affiliates | (19,874) | | | 19,874 | |
| | (23,489) | 1,158,021 | 21,060 | (1,056) | 1,154,536 |
| Income from continuing operations before income taxes | 23,489 | 34,045 | 225 | (19,874) | 37,885 |
| Provision for income taxes | 1,392 | 14,125 | 92 | | 15,609 |
| Income from continuing operations | 22,097 | 19,920 | 133 | (19,874) | 22,276 |
| Loss from discontinued operations, net of income taxes | | (179) | | | (179) |
| Net income | $ 22,097 | $ 19,741 | $ 133 | $ (19,874) | $ 22,097 |
| Comprehensive income | $ 22,355 | $ 19,741 | $ 391 | $ (20,132) | $ 22,355 |

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**KINDRED HEALTHCARE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

**NOTE 12 CONDENSED CONSOLIDATING FINANCIAL INFORMATION (Continued)**

*Condensed Consolidating Balance Sheet*

| | As of March 31, 2012 | | | | |
|---|---|---|---|---|---|
| **(In thousands)** | **Parent company/ issuer** | **Guarantor subsidiaries** | **Non-guarantor subsidiaries** | **Consolidating and eliminating adjustments** | **Consolidated** |
| **ASSETS** | | | | | |
| Current assets: | | | | | |
| Cash and cash equivalents | $ | $ 23,587 | $ 16,550 | $ | $ 40,137 |
| Cash restricted | | 5,327 | | | 5,327 |
| Insurance subsidiary investments | | | 74,462 | | 74,462 |
| Accounts receivable, net | | 971,176 | 73,225 | | 1,044,401 |
| Inventories | | 28,269 | 2,886 | | 31,155 |
| Deferred tax assets | | 19,911 | | | 19,911 |
| Income taxes | | 7,333 | 356 | | 7,689 |
| Other | | 37,700 | 2,486 | | 40,186 |
| | | 1,093,303 | 169,965 | | 1,263,268 |
| Property and equipment, net | | 1,045,897 | 50,558 | | 1,096,455 |
| Goodwill | | 815,816 | 268,900 | | 1,084,716 |
| Intangible assets, net | | 415,085 | 26,739 | | 441,824 |
| Assets held for sale | | 4,671 | | | 4,671 |
| Insurance subsidiary investments | | | 120,184 | | 120,184 |
| Investment in subsidiaries | 282,730 | | | (282,730) | |
| Other | 50,314 | 114,320 | 57,420 | | 222,054 |
| | $ 333,044 | $ 3,489,092 | $ 693,766 | $ (282,730) | $ 4,233,172 |
| **LIABILITIES AND EQUITY** | | | | | |
| Current liabilities: | | | | | |
| Accounts payable | $ 8 | $ 187,586 | $ 18,241 | $ | $ 205,835 |
| Salaries, wages and other compensation | 212 | 341,231 | 39,538 | | 380,981 |
| Due to third party payors | | 28,330 | | | 28,330 |
| Professional liability risks | | 3,872 | 41,385 | | 45,257 |
| Other accrued liabilities | 945 | 124,054 | 6,340 | | 131,339 |
| Long-term debt due within one year | 7,000 | 98 | 3,317 | | 10,415 |
| | 8,165 | 685,171 | 108,821 | | 802,157 |
| Long-term debt | 1,643,483 | 435 | 4,153 | | 1,648,071 |
| Intercompany | (2,624,049) | 2,292,070 | 331,979 | | |

| | | | | | |
|---|---|---|---|---|---|
| Professional liability risks | | 107,385 | 115,959 | | 223,344 |
| Deferred tax liabilities | (366) | 29,672 | (11,993) | | 17,313 |
| Deferred credits and other liabilities | | 136,641 | 59,448 | | 196,089 |
| Noncontrolling interests-redeemable | | | 9,532 | | 9,532 |
| Commitments and contingencies | | | | | |
| Equity: | | | | | |
| Stockholders equity | 1,305,811 | 237,718 | 45,012 | (282,730) | 1,305,811 |
| Noncontrolling interests-nonredeemable | | | 30,855 | | 30,855 |
| | 1,305,811 | 237,718 | 75,867 | (282,730) | 1,336,666 |
| | $ 333,044 | $ 3,489,092 | $ 693,766 | $ (282,730) | $ 4,233,172 |

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**KINDRED HEALTHCARE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

**NOTE 12 CONDENSED CONSOLIDATING FINANCIAL INFORMATION (Continued)**

*Condensed Consolidating Balance Sheet (Continued)*

| | As of December 31, 2011 | | | | |
|---|---|---|---|---|---|
| **(In thousands)** | **Parent company/ issuer** | **Guarantor subsidiaries** | **Non-guarantor subsidiaries** | **Consolidating and eliminating adjustments** | **Consolidated** |
| **ASSETS** | | | | | |
| Current assets: | | | | | |
| Cash and cash equivalents | $ | $ 21,825 | $ 19,736 | $ | $ 41,561 |
| Cash restricted | | 5,551 | | | 5,551 |
| Insurance subsidiary investments | | | 70,425 | | 70,425 |
| Accounts receivable, net | | 908,100 | 86,600 | | 994,700 |
| Inventories | | 28,220 | 2,840 | | 31,060 |
| Deferred tax assets | | 17,785 | | | 17,785 |
| Income taxes | | 39,513 | | | 39,513 |
| Other | | 30,489 | 2,198 | | 32,687 |
| | | 1,051,483 | 181,799 | | 1,233,282 |
| Property and equipment, net | | 1,007,187 | 51,854 | | 1,059,041 |
| Goodwill | | 815,787 | 268,868 | | 1,084,655 |
| Intangible assets, net | | 420,468 | 26,739 | | 447,207 |
| Assets held for sale | | 5,612 | | | 5,612 |
| Insurance subsidiary investments | | | 110,227 | | 110,227 |
| Investment in subsidiaries | 266,817 | | | (266,817) | |
| Other | 52,623 | 92,231 | 53,615 | | 198,469 |
| | $ 319,440 | $ 3,392,768 | $ 693,102 | $ (266,817) | $ 4,138,493 |
| **LIABILITIES AND EQUITY** | | | | | |
| Current liabilities: | | | | | |
| Accounts payable | $ 102 | $ 196,326 | $ 20,373 | $ | $ 216,801 |
| Salaries, wages and other compensation | 43 | 371,022 | 36,428 | | 407,493 |
| Due to third party payors | | 37,306 | | | 37,306 |
| Professional liability risks | | 3,582 | 42,428 | | 46,010 |
| Other accrued liabilities | | 121,959 | 8,734 | | 130,693 |
| Income taxes | | 329 | (329) | | |
| Long-term debt due within one year | 7,000 | 96 | 3,524 | | 10,620 |
| | 7,145 | 730,620 | 111,158 | | 848,923 |
| Long-term debt | 1,526,583 | 460 | 4,839 | | 1,531,882 |

| | | | | | |
|---|---|---|---|---|---|
| Intercompany | (2,503,209) | 2,169,985 | 333,224 | | |
| Professional liability risks | | 108,853 | 108,864 | | 217,717 |
| Deferred tax liabilities | | 30,342 | (12,387) | | 17,955 |
| Deferred credits and other liabilities | | 130,466 | 61,305 | | 191,771 |
| Noncontrolling interests-redeemable | | | 9,704 | | 9,704 |
| Commitments and contingencies | | | | | |
| Equity: | | | | | |
| Stockholders equity | 1,288,921 | 222,042 | 44,775 | (266,817) | 1,288,921 |
| Noncontrolling interests-nonredeemable | | | 31,620 | | 31,620 |
| | 1,288,921 | 222,042 | 76,395 | (266,817) | 1,320,541 |
| | $ 319,440 | $ 3,392,768 | $ 693,102 | $ (266,817) | $ 4,138,493 |

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**KINDRED HEALTHCARE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

**NOTE 12 CONDENSED CONSOLIDATING FINANCIAL INFORMATION (Continued)**

*Condensed Consolidating Statement of Cash Flows*

| | Three months ended March 31, 2012 | | | | |
|---|---|---|---|---|---|
| **(In thousands)** | **Parent company/ issuer** | **Guarantor subsidiaries** | **Non-guarantor subsidiaries** | **Consolidating and eliminating adjustments** | **Consolidated** |
| Net cash provided by (used in) operating activities | $ 2,431 | $ (12,603) | $ 6,747 | $ | $ (3,425) |
| Cash flows from investing activities: | | | | | |
| Routine capital expenditures | | (20,940) | (1,166) | | (22,106) |
| Development capital expenditures | | (9,703) | (919) | | (10,622) |
| Acquisitions | | (50,448) | | | (50,448) |
| Acquisition deposit | | (16,866) | | | (16,866) |
| Sale of assets | | 1,110 | | | 1,110 |
| Purchase of insurance subsidiary investments | | | (13,773) | | (13,773) |
| Sale of insurance subsidiary investments | | | 14,006 | | 14,006 |
| Net change in insurance subsidiary cash and cash equivalents | | | (13,123) | | (13,123) |
| Change in other investments | | 269 | | | 269 |
| Capital contribution to insurance subsidiary | | (8,600) | | 8,600 | |
| Other | | (749) | | | (749) |
| Net cash used in investing activities | | (105,927) | (14,975) | 8,600 | (112,302) |
| Cash flows from financing activities: | | | | | |
| Proceeds from borrowings under revolving credit | 515,400 | | | | 515,400 |
| Repayment of borrowings under revolving credit | (397,000) | | | | (397,000) |
| Repayment of other long-term debt | (1,750) | (23) | (893) | | (2,666) |
| Payment of deferred financing costs | (43) | | | | (43) |
| Cash distributed to noncontrolling interests | | | (1,388) | | (1,388) |
| Change in intercompany accounts | (119,038) | 120,315 | (1,277) | | |
| Capital contribution to insurance subsidiary | | | 8,600 | (8,600) | |
| Net cash provided by (used in) financing activities | (2,431) | 120,292 | 5,042 | (8,600) | 114,303 |
| Change in cash and cash equivalents | | 1,762 | (3,186) | | (1,424) |
| Cash and cash equivalents at beginning of period | | 21,825 | 19,736 | | 41,561 |

| | | | | | |
|---|---|---|---|---|---|
| Cash and cash equivalents at end of period | $ | $ 23,587 | $ 16,550 | $ | $ 40,137 |

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**KINDRED HEALTHCARE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

**NOTE 12 CONDENSED CONSOLIDATING FINANCIAL INFORMATION (Continued)**

*Condensed Consolidating Statement of Cash Flows (Continued)*

| | Three months ended March 31, 2011 | | | | |
|---|---|---|---|---|---|
| **(In thousands)** | **Parent company/ issuer** | **Guarantor subsidiaries** | **Non-guarantor subsidiaries** | **Consolidating and eliminating adjustments** | **Consolidated** |
| Net cash provided by operating activities | $ 3,761 | $ 44,544 | $ 1,631 | $ (3,500) | $ 46,436 |
| Cash flows from investing activities: | | | | | |
| Routine capital expenditures | | (24,718) | | | (24,718) |
| Development capital expenditures | | (11,109) | | | (11,109) |
| Acquisitions | | (8,027) | | | (8,027) |
| Sale of assets | | 1,714 | | | 1,714 |
| Purchase of insurance subsidiary investments | | | (7,817) | | (7,817) |
| Sale of insurance subsidiary investments | | | 18,656 | | 18,656 |
| Net change in insurance subsidiary cash and cash equivalents | | | (1,300) | | (1,300) |
| Change in other investments | | 1,000 | | | 1,000 |
| Other | | 132 | | | 132 |
| Net cash provided by (used in) investing activities | | (41,008) | 9,539 | | (31,469) |
| Cash flows from financing activities: | | | | | |
| Proceeds from borrowings under revolving credit | 445,200 | | | | 445,200 |
| Repayment of borrowings under revolving credit | (460,200) | | | | (460,200) |
| Repayment of other long-term debt | | (22) | | | (22) |
| Payment of deferred financing costs | (417) | | | | (417) |
| Issuance of common stock | 1,415 | | | | 1,415 |
| Change in intercompany accounts | 9,852 | (2,182) | (7,670) | | |
| Insurance subsidiary distribution | | | (3,500) | 3,500 | |
| Other | 389 | | | | 389 |
| Net cash used in financing activities | (3,761) | (2,204) | (11,170) | 3,500 | (13,635) |
| Change in cash and cash equivalents | | 1,332 | | | 1,332 |
| Cash and cash equivalents at beginning of period | | 17,168 | | | 17,168 |

| | | | | | |
|---|---|---|---|---|---|
| Cash and cash equivalents at end of period | $ | $ 18,500 | $ | $ | $ 18,500 |

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**KINDRED HEALTHCARE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

**NOTE 13 LEGAL AND REGULATORY PROCEEDINGS**

The Company provides services in a highly regulated industry and has been subject to various legal actions (some of which are not insured) and regulatory and other governmental audits and investigations from time to time. These matters could (1) require the Company to pay substantial damages, fines, penalties or amounts in judgments or settlements, which individually or in the aggregate could exceed amounts, if any, that may be recovered under the Company s insurance policies where coverage applies and is available; (2) cause the Company to incur substantial expenses; (3) require significant time and attention from the Company s management; (4) subject the Company to sanctions including possible exclusions from the Medicare and Medicaid programs; and (5) cause the Company to close or sell one or more facilities or otherwise modify the way the Company conducts business. The ultimate resolution of these matters, whether as a result of litigation or settlement, could have a material adverse effect on the Company s business, financial position, results of operations and liquidity.

In accordance with authoritative accounting guidance related to loss contingencies, the Company records an accrued liability for litigation and regulatory matters that are both probable and can be reasonably estimated. Additional losses in excess of amounts accrued may be reasonably possible. The Company reviews loss contingencies that are reasonably possible and determines whether an estimate of the possible loss or range of loss, individually or in aggregate, can be disclosed in the Company s consolidated financial statements. These estimates are based upon currently available information for those legal and regulatory proceedings in which the Company is involved, taking into account the Company s best estimate of losses for those matters for which such estimate can be made. The Company s estimates involve significant judgment, given that (1) these legal and regulatory proceedings are in early stages; (2) discovery is not completed; (3) damages sought in these legal and regulatory proceedings can be unsubstantiated or indeterminate; (4) the matters present legal uncertainties or evolving areas of law; (5) there are often significant facts in dispute; and (6) there is a wide range of possible outcomes. Accordingly, the Company s estimated loss or range of loss may change from time to time, and actual losses may be more or less than the current estimate. At this time, no estimate of the possible loss or range of loss, individually or in the aggregate, in excess of the amounts accrued, if any, can be made regarding the matters described below.

Set forth below are descriptions of the Company s significant legal proceedings.

*Medicare and Medicaid payment reviews, audits and investigations* as a result of the Company s participation in the Medicare and Medicaid programs, the Company faces and is currently subject to various governmental reviews, audits and investigations to verify the Company s compliance with these programs and applicable laws and regulations. The Company is routinely subject to audits under various government programs, such as the CMS Recovery Audit Contractor program, in which third party firms engaged by CMS conduct extensive reviews of claims data and medical and other records to identify potential improper payments to healthcare providers under the Medicare program. In addition, the Company, like other hospital and nursing center operators and rehabilitation therapy service contractors, is subject to ongoing investigations by the U.S. Department of Health and Human Services Office of Inspector General into the billing of rehabilitation services provided to Medicare patients and general compliance with conditions of participation in the Medicare and Medicaid programs. Private pay sources such as third party insurance and managed care entities also often reserve the right to conduct audits. The Company s costs to respond to and defend any such reviews, audits and investigations can be significant and are likely to increase in the current enforcement environment. These audits and investigations may require the Company to refund or retroactively adjust amounts that have been paid under the relevant government program or by other payors. Further, an adverse review, audit or investigation also could result in other adverse consequences, particularly if the underlying conduct is found to be pervasive or systemic. These consequences include

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**KINDRED HEALTHCARE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

**NOTE 13 LEGAL AND REGULATORY PROCEEDINGS (Continued)**

(1) state or federal agencies imposing fines, penalties and other sanctions on the Company; (2) loss of the Company s right to participate in the Medicare or Medicaid programs or one or more third party payor networks; and/or (3) damage to the Company s reputation in various markets, which could adversely affect the Company s ability to attract patients, residents and employees.

*Whistleblower lawsuits* the Company is also subject to *qui tam* or whistleblower lawsuits under the False Claims Act and comparable state laws for allegedly submitting fraudulent bills for services to the Medicare and Medicaid programs. These lawsuits involve monetary damages, fines, attorneys fees and the award of bounties to private *qui tam* plaintiffs who successfully bring these lawsuits and to the respective government programs. The Company also could be subject to civil penalties (including the loss of the Company s licenses to operate one or more facilities or healthcare activities), criminal penalties (for violations of certain laws and regulations), and exclusion of one or more facilities or healthcare activities from participation in the Medicare, Medicaid and other federal and state healthcare programs.

*Employment-related lawsuits* the Company s operations are subject to a variety of federal and state employment-related laws and regulations, including but not limited to the U.S. Fair Labor Standards Act, regulations of the Equal Employment Opportunity Commission, the Office of Civil Rights and state attorneys general, federal and state wage and hour laws and a variety of laws enacted by the federal and state governments that govern these and other employment-related matters. Accordingly, the Company is currently subject to employee-related claims, class action and other lawsuits and proceedings in connection with the Company s operations, including but not limited to those related to alleged wrongful discharge, illegal discrimination and violations of equal employment and federal and state wage and hour laws. Because labor represents such a large portion of the Company s operating costs, non-compliance with these evolving federal and state laws and regulations could subject the Company to significant back pay awards, fines and additional lawsuits and proceedings.

*Minimum staffing lawsuits* various states in which the Company operates hospitals and nursing and rehabilitation centers have established minimum staffing requirements or may establish minimum staffing requirements in the future. While the Company seeks to comply with all applicable staffing requirements, the regulations in this area are complex and the Company may experience compliance issues from time to time. Failure to comply with such minimum staffing requirements may result in one or more facilities failing to meet the conditions of participation under relevant federal and state healthcare programs and the imposition of significant fines, damages or other sanctions. Private litigation involving these matters also has become more common, and certain of the Company s facilities are the subject of a class action lawsuit involving claims that these facilities did not meet relevant staffing requirements from time to time since 2006.

*Ordinary course matters* in addition to the matters described above, the Company is subject to investigations, claims and lawsuits in the ordinary course of business, including professional liability claims, particularly in the Company s hospital and nursing and rehabilitation center operations. In many of these claims, plaintiffs attorneys are seeking significant fines and compensatory and punitive damages, along with attorneys fees. The Company maintains professional and general liability insurance in amounts and coverage that management believes are sufficient for the Company s operations. However, the Company s insurance may not cover all claims against the Company or the full extent of the Company s liability.

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**KINDRED HEALTHCARE, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

**NOTE 14 SUBSEQUENT EVENT**

On April 27, 2012, the Company provided Ventas, Inc. ( Ventas ) with notices to renew the master lease agreements for 19 nursing and rehabilitation centers and six LTAC hospitals (collectively, the Renewal Facilities ) for an additional five years. The current lease term for the Renewal Facilities is scheduled to expire in April 2013.

Under its master lease agreements with Ventas, the Company had 73 nursing and rehabilitation centers and 16 LTAC hospitals within ten separate renewal bundles subject to lease renewals. Each renewal bundle contains both nursing and rehabilitation centers and LTAC hospitals. The master lease agreements require that the Company renew all or none of the facilities within a renewal bundle.

The Company has renewed three renewal bundles containing the Renewal Facilities. The Renewal Facilities contain 2,178 licensed nursing and rehabilitation center beds and 616 licensed hospital beds and generated revenues of approximately $434 million for the year ended December 31, 2011. The current annual rent for the Renewal Facilities approximates $46 million.

The Company also announced that it did not renew seven renewal bundles containing 54 nursing and rehabilitation centers and ten LTAC hospitals (collectively, the Expiring Facilities ). The Expiring Facilities contain 6,140 licensed nursing and rehabilitation center beds and 1,066 licensed hospital beds and generated revenues of approximately $790 million for the year ended December 31, 2011. The current annual rent for the Expiring Facilities approximates $77 million. The Company will continue to operate the Expiring Facilities and include the Expiring Facilities in its results from continuing operations through the expiration of the lease term in April 2013.

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## ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

**Cautionary Statement**

This Form 10-Q includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act ). All statements regarding the Company s expected future financial position, results of operations, cash flows, financing plans, business strategy, budgets, capital expenditures, competitive positions, growth opportunities, plans and objectives of management and statements containing the words such as anticipate, approximate, believe, plan, estimate, expect, project, could, should, will, intend, may and other similar expressions, are forward-looking statements.

Such forward-looking statements are inherently uncertain, and stockholders and other potential investors must recognize that actual results may differ materially from the Company s expectations as a result of a variety of factors, including, without limitation, those discussed below. Such forward-looking statements are based upon management s current expectations and include known and unknown risks, uncertainties and other factors, many of which the Company is unable to predict or control, that may cause the Company s actual results or performance to differ materially from any future results or performance expressed or implied by such forward-looking statements. These statements involve risks, uncertainties and other factors discussed below and detailed from time to time in the Company s filings with the SEC. Factors that may affect the Company s plans or results include, without limitation:

- the impact of healthcare reform, which will initiate significant reforms to the United States healthcare system, including potential material changes to the delivery of healthcare services and the reimbursement paid for such services by the government or other third party payors, including reforms resulting from the Patient Protection and Affordable Care Act (enacted on March 23, 2010) and the Healthcare Education and Reconciliation Act (enacted on March 30, 2010) (collectively, the ACA ). Healthcare reform is affecting certain of the Company s businesses and the Company expects that it will impact all of them in some manner. There is also the possibility that implementation of the provisions expanding health insurance coverage or the entire ACA will be delayed, revised or eliminated as a result of court challenges and efforts to repeal or amend the law. The U.S. Supreme Court has heard oral argument on the constitutionality of the ACA and is expected to reach a decision in 2012. These court proceedings, the 2012 presidential election and pending efforts in the U.S. Congress to repeal, amend or retract funding for various aspects of the ACA create additional uncertainty about the ultimate impact of the ACA, or any portions of the ACA that survive the constitutional challenge, on the Company and the healthcare industry. Due to the substantial regulatory changes that will need to be implemented by CMS and others, the numerous processes required to implement these reforms, and pending judicial review of the ACA, the Company cannot predict which healthcare initiatives will be implemented at the federal or state level, the timing of any such reforms, or the effect such reforms or any other future legislation or regulation will have on the Company s business, financial position, results of operations and liquidity,

- the impact of the proposed rules issued by CMS on April 24, 2012 (the 2012 Proposed CMS Rule ) which, among other things, would reduce Medicare reimbursement to the Company s LTAC hospitals in 2013 and beyond by imposing a budget neutrality adjustment and modifying the short-stay outlier rules,

- the impact of the 2011 CMS Rules which significantly reduced Medicare reimbursement to nursing centers and changed payments for the provision of group therapy services effective October 1, 2011,

- the impact of the Budget Control Act of 2011 which will automatically reduce federal spending by approximately $1.2 trillion split evenly between domestic and defense spending. At this time, the Company believes this will result in an automatic 2% reduction on each claim submitted to Medicare beginning February 1, 2013,

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**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

**Cautionary Statement (Continued)**

changes in the reimbursement rates or the methods or timing of payment from third party payors, including commercial payors and the Medicare and Medicaid programs, changes arising from and related to the Medicare prospective payment system for LTAC hospitals, including potential changes in the Medicare payment rules, the Medicare Prescription Drug, Improvement, and Modernization Act of 2003, and changes in Medicare and Medicaid reimbursements for the Company s LTAC hospitals, nursing and rehabilitation centers, IRFs and home health and hospice operations, and the expiration of the Medicare Part B therapy cap exception process,

the effects of additional legislative changes and government regulations, interpretation of regulations and changes in the nature and enforcement of regulations governing the healthcare industry,

the impact of the Medicare, Medicaid and SCHIP Extension Act of 2007 (the SCHIP Extension Act ) (which was extended by the ACA), including the ability of the Company s hospitals to adjust to potential LTAC certification, medical necessity reviews and the moratorium on future hospital development,

the impact of the Company s significantly increased levels of indebtedness as a result of the RehabCare Merger on the Company s funding costs, operating flexibility and ability to fund ongoing operations, development capital expenditures or other strategic acquisitions with additional borrowings,

the Company s ability to successfully pursue its development activities, including through acquisitions, and successfully integrate new operations, including the realization of anticipated revenues, economies of scale, cost savings and productivity gains associated with such operations, as and when planned, including the potential impact of unanticipated issues, expenses and liabilities associated with those activities,

the potential failure to retain key employees of RehabCare,

the failure of the Company s facilities to meet applicable licensure and certification requirements,

the further consolidation and cost containment efforts of managed care organizations and other third party payors,

the Company s ability to meet its rental and debt service obligations,

the Company s ability to operate pursuant to the terms of its debt obligations, and comply with its covenants thereunder, and its ability to operate pursuant to its master lease agreements with Ventas,

the condition of the financial markets, including volatility and weakness in the equity, capital and credit markets, which could limit the availability and terms of debt and equity financing sources to fund the requirements of the Company s businesses, or which could negatively impact the Company s investment portfolio,

national and regional economic, financial, business and political conditions, including their effect on the availability and cost of labor, credit, materials and other services,

the Company s ability to control costs, particularly labor and employee benefit costs,

increased operating costs due to shortages in qualified nurses, therapists and other healthcare personnel,

the Company s ability to attract and retain key executives and other healthcare personnel,

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**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

**Cautionary Statement (Continued)**

- the increase in the costs of defending and insuring against alleged professional liability and other claims and the Company s ability to predict the estimated costs related to such claims, including the impact of differences in actuarial assumptions and estimates compared to eventual outcomes,
- the Company s ability to successfully reduce (by divestiture of operations or otherwise) its exposure to professional liability and other claims,
- the Company s ability to successfully dispose of unprofitable facilities,
- events or circumstances which could result in the impairment of an asset or other charges, such as the impact of the Medicare reimbursement regulations that resulted in the Company recording significant impairment charges in 2011,
- changes in generally accepted accounting principles or practices, and changes in tax accounting or tax laws (or authoritative interpretations relating to any of these matters), and
- the Company s ability to maintain an effective system of internal control over financial reporting.

Many of these factors are beyond the Company s control. The Company cautions investors that any forward-looking statements made by the Company are not guarantees of future performance. The Company disclaims any obligation to update any such factors or to announce publicly the results of any revisions to any of the forward-looking statements to reflect future events or developments.

**General**

The accompanying unaudited condensed consolidated financial statements, including the notes thereto, should be read in conjunction with the following discussion and analysis.

The Company is a healthcare services company that through its subsidiaries operates LTAC hospitals, IRFs, nursing and rehabilitation centers, assisted living facilities, a contract rehabilitation services business and a home health and hospice business across the United States. At March 31, 2012, the Company s hospital division operated 120 LTAC hospitals (8,510 licensed beds) and six IRFs (229 licensed beds) in 26 states. The Company s nursing center division operated 224 nursing and rehabilitation centers (27,148 licensed beds) and six assisted living facilities (413 licensed beds) in 27 states. The Company s rehabilitation division provided rehabilitation services primarily in hospitals and long-term care settings. The Company s home health and hospice division provided home health, hospice and private duty services from 52 locations in eight states.

*RehabCare Merger*

On June 1, 2011, the Company completed the RehabCare Merger. Upon consummation of the RehabCare Merger, each issued and outstanding share of RehabCare common stock was converted into the right to receive the Merger Consideration. Kindred issued approximately 12 million shares of its common stock in connection with the RehabCare Merger. The purchase price totaled $963 million and was comprised of $662 million in cash and $301 million of Kindred common stock at fair value. The Company also assumed $356 million of long-term debt in the

RehabCare Merger, of which $345 million was refinanced on June 1, 2011. The operating results of RehabCare have been included in the accompanying unaudited condensed consolidated financial statements of the Company since June 1, 2011.

Operating results in the first quarter of 2012 included transaction costs totaling $0.2 million related to the RehabCare Merger. Operating results in the first quarter of 2011 included transaction costs totaling $4 million and financing costs totaling $2 million related to the RehabCare Merger. In the accompanying unaudited condensed consolidated statement of operations, transaction costs were included in other operating expenses and financing costs were included in interest expense.

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**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

**General (Continued)**

*Discontinued operations*

In recent years, the Company has completed several strategic divestitures to improve its future operating results. For accounting purposes, the operating results of these businesses have been classified as discontinued operations in the accompanying unaudited condensed consolidated statement of operations for all periods presented. Assets not sold at March 31, 2012 have been measured at the lower of carrying value or estimated fair value less costs of disposal and have been classified as held for sale in the accompanying unaudited condensed consolidated balance sheet.

**Critical Accounting Policies**

Management s discussion and analysis of financial condition and results of operations are based upon the Company s consolidated financial statements which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires the use of estimates and judgments that affect the reported amounts and related disclosures of commitments and contingencies. The Company relies on historical experience and on various other assumptions that management believes to be reasonable under the circumstances to make judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ materially from these estimates.

The Company believes the following critical accounting policies, among others, affect the more significant judgments and estimates used in the preparation of its consolidated financial statements.

*Revenue recognition*

The Company has agreements with third party payors that provide for payments to each of its operating divisions. These payment arrangements may be based upon prospective rates, reimbursable costs, established charges, discounted charges or per diem payments. Net patient service revenue is recorded at the estimated net realizable amounts from Medicare, Medicaid, Medicare Advantage, other third party payors and individual patients for services rendered. Retroactive adjustments that are likely to result from future examinations by third party payors are accrued on an estimated basis in the period the related services are rendered and adjusted as necessary in future periods based upon new information or final settlements.

*Collectibility of accounts receivable*

Accounts receivable consist primarily of amounts due from the Medicare and Medicaid programs, other government programs, managed care health plans, commercial insurance companies, skilled nursing and hospital customers, and individual patients and other customers. Estimated provisions for doubtful accounts are recorded to the extent it is probable that a portion or all of a particular account will not be collected.

In evaluating the collectibility of accounts receivable, the Company considers a number of factors, including the age of the accounts, changes in collection patterns, the composition of patient accounts by payor type, the status of ongoing disputes with third party payors and general industry conditions. Actual collections of accounts receivable in subsequent periods may require changes in the estimated provision for loss. Changes in these estimates are charged or credited to the results of operations in the period of the change.

The provision for doubtful accounts totaled $7 million and $6 million for the first quarter of 2012 and 2011, respectively.

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**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

**Critical Accounting Policies (Continued)**

*Allowances for insurance risks*

The Company insures a substantial portion of its professional liability risks and workers compensation risks through its limited purpose insurance subsidiary. Provisions for loss for these risks are based upon management s best available information including actuarially determined estimates.

The allowance for professional liability risks includes an estimate of the expected cost to settle reported claims and an amount, based upon past experiences, for losses incurred but not reported. These liabilities are necessarily based upon estimates and, while management believes that the provision for loss is adequate, the ultimate liability may be in excess of, or less than, the amounts recorded. To the extent that expected ultimate claims costs vary from historical provisions for loss, future earnings will be charged or credited.

Provisions for loss for professional liability risks retained by the Company s limited purpose insurance subsidiary have been discounted based upon actuarial estimates of claim payment patterns using a discount rate of 1% to 5% depending upon the policy year. The discount rate was 1% for the 2012 and 2011 policy years. The discount rates are based upon the risk free interest rate for the respective year. Amounts equal to the discounted loss provision are funded annually. The Company does not fund the portion of professional liability risks related to estimated claims that have been incurred but not reported. Accordingly, these liabilities are not discounted. The allowance for professional liability risks aggregated $269 million at March 31, 2012 and $264 million at December 31, 2011. If the Company did not discount any of the allowances for professional liability risks, these balances would have approximated $271 million at March 31, 2012 and $267 million at December 31, 2011.

As a result of deterioration in professional liability and workers compensation underwriting results of the Company s limited purpose insurance subsidiary in 2011, the Company made a capital contribution of $9 million during the first quarter of 2012 to its limited purpose insurance subsidiary. Conversely, as a result of improved professional liability underwriting results of the Company s limited purpose insurance subsidiary in 2010, the Company received a distribution of $3 million during the first quarter of 2011 from its limited purpose insurance subsidiary. Both were completed in accordance with applicable regulations. The contribution and distribution had no impact on earnings.

Changes in the number of professional liability claims and the cost to settle these claims significantly impact the allowance for professional liability risks. A relatively small variance between the Company s estimated and actual number of claims or average cost per claim could have a material impact, either favorable or unfavorable, on the adequacy of the allowance for professional liability risks. For example, a 1% variance in the allowance for professional liability risks at March 31, 2012 would impact the Company s operating income by approximately $3 million.

The provision for professional liability risks (continuing operations), including the cost of coverage maintained with unaffiliated commercial insurance carriers, aggregated $19 million and $18 million for the first quarter of 2012 and 2011, respectively.

Provisions for loss for workers compensation risks retained by the Company s limited purpose insurance subsidiary are not discounted and amounts equal to the loss provision are funded annually. The allowance for workers compensation risks aggregated $178 million at March 31, 2012 and $171 million at December 31, 2011. The provision for workers compensation risks (continuing operations), including the cost of coverage maintained with unaffiliated commercial insurance carriers, aggregated $15 million and $13 million for the first quarter of 2012 and 2011, respectively.

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**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

**Critical Accounting Policies (Continued)**

*Accounting for income taxes*

The provision for income taxes is based upon the Company s estimate of annual taxable income or loss for each respective accounting period. The Company recognizes an asset or liability for the deferred tax consequences of temporary differences between the tax bases of assets and liabilities and their reported amounts in the financial statements. These temporary differences will result in taxable or deductible amounts in future years when the reported amounts of the assets are recovered or liabilities are settled. The Company also recognizes as deferred tax assets the future tax benefits from net operating and capital loss carryforwards. A valuation allowance is provided for these deferred tax assets if it is more likely than not that some portion or all of the net deferred tax assets will not be realized.

The Company s effective income tax rate was 40.9% and 41.2% for the first quarter of 2012 and 2011, respectively.

There are significant uncertainties with respect to capital loss carryforwards that could affect materially the realization of certain deferred tax assets. Accordingly, the Company has recognized deferred tax assets to the extent it is more likely than not they will be realized and a valuation allowance is provided for deferred tax assets to the extent that it is uncertain that the deferred tax asset will be realized. The Company recognized net deferred tax assets totaling $3 million at March 31, 2012 and net deferred tax liabilities totaling $0.2 million at December 31, 2011.

The Company is subject to various federal and state income tax audits in the ordinary course of business. Such audits could result in increased tax payments, interest and penalties. While the Company believes its tax positions are appropriate, there can be no assurance that the various authorities engaged in the examination of its income tax returns will not challenge the Company s positions.

*Valuation of long-lived assets, goodwill and intangible assets*

The Company regularly reviews the carrying value of certain long-lived assets and finite lived intangible assets with respect to any events or circumstances that indicate an impairment or an adjustment to the amortization period is necessary. If circumstances suggest that the recorded amounts cannot be recovered based upon estimated future undiscounted cash flows, the carrying values of such assets are reduced to fair value.

In assessing the carrying values of long-lived assets, the Company estimates future cash flows at the lowest level for which there are independent, identifiable cash flows. For this purpose, these cash flows are aggregated based upon the contractual agreements underlying the operation of the facility or group of facilities. Generally, an individual facility is considered the lowest level for which there are independent, identifiable cash flows. However, to the extent that groups of facilities are leased under a master lease agreement in which the operations of a facility and compliance with the lease terms are interdependent upon other facilities in the agreement (including the Company s ability to renew the lease or divest a particular property), the Company defines the group of facilities under a master lease agreement as the lowest level for which there are independent, identifiable cash flows. Accordingly, the estimated cash flows of all facilities within a master lease agreement are aggregated for purposes of evaluating the carrying values of long-lived assets.

The Company s intangible assets with finite lives are amortized in accordance with the authoritative guidance for goodwill and other intangible assets using the straight-line method over their estimated useful lives ranging from one to 20 years.

As a result of the RehabCare Merger, the Company acquired finite lived intangible assets consisting of customer relationships ($189 million), a trade name ($17 million) and non-compete agreements ($3 million) with estimated useful lives ranging from two to 15 years.

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**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

**Critical Accounting Policies (Continued)**

*Valuation of long-lived assets, goodwill and intangible assets (Continued)*

On July 29, 2011, CMS issued the 2011 CMS Rules. In connection with the preparation of the Company s operating results for the third quarter of 2011, the Company determined that the impact of the 2011 CMS Rules was a triggering event in the third quarter of 2011 and accordingly tested the recoverability of its nursing and rehabilitation centers reporting unit goodwill, intangible assets and property and equipment asset groups impacted by the reduced Medicare payments. The Company recorded pretax impairment charges aggregating $27 million ($16 million net of income taxes) in the third quarter of 2011. The charges included $6 million of goodwill (which represented the entire nursing and rehabilitation centers reporting unit goodwill) and $21 million of property and equipment. In addition, the Company recorded pretax impairment charges aggregating $2 million ($1 million net of income taxes) in the fourth quarter of 2011 and $1 million ($0.5 million net of income taxes) in the first quarter of 2012 for necessary property and equipment expenditures in the same nursing and rehabilitation center asset groups. These charges reflected the amount by which the carrying value of certain assets exceeded their estimated fair value. The impairment charges did not impact the Company s cash flows or liquidity.

During the fourth quarter of 2011, the estimated negative impact from changes in the reimbursement of group rehabilitation therapy services to Medicare beneficiaries was greater than expected, and as a result, the Company lowered its cash flow expectations for the Company s skilled nursing rehabilitation services reporting unit, causing the carrying value of goodwill of this reporting unit to exceed its estimated fair value in testing the recoverability of goodwill. The Company recorded a pretax impairment charge of $46 million ($43 million net of income taxes) in the fourth quarter of 2011. The Company also reviewed the other intangible assets and long-lived assets related to the skilled nursing rehabilitation services reporting unit and determined there were no impairments of these assets. The impairment charge did not impact the Company s cash flows or liquidity.

In accordance with the authoritative guidance for goodwill and other intangible assets, the Company is required to perform an impairment test for goodwill and indefinite-lived intangible assets at least annually or more frequently if adverse events or changes in circumstances indicate that the asset may be impaired. The Company performs its annual goodwill impairment test at the end of each fiscal year for each of its reporting units. A reporting unit is either an operating segment or one level below the operating segment, referred to as a component. When the components within the Company s operating segments have similar economic characteristics, the Company aggregates the components of its operating segments into one reporting unit. Accordingly, the Company has determined that its reporting units are hospitals, nursing and rehabilitation centers, skilled nursing rehabilitation

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**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

**Critical Accounting Policies (Continued)**

*Valuation of long-lived assets, goodwill and intangible assets (Continued)*

services, hospital rehabilitation services, home health and hospice. The carrying value of goodwill for each of the Company s reporting units at March 31, 2012 and December 31, 2011 follows (in thousands):

| | March 31, 2012 | December 31, 2011 |
|---|---|---|
| Hospitals | $ 745,450 | $ 745,411 |
| Nursing and rehabilitation centers | | |
| Rehabilitation division: | | |
| Skilled nursing rehabilitation services | 107,036 | 107,026 |
| Hospital rehabilitation services | 167,765 | 167,753 |
| | 274,801 | 274,779 |
| Home health and hospice division: | | |
| Home health | 49,254 | 49,254 |
| Hospice | 15,211 | 15,211 |
| | 64,465 | 64,465 |
| | $ 1,084,716 | $ 1,084,655 |

As a result of the RehabCare Merger, goodwill was preliminarily assigned to the Company s hospital reporting unit ($532 million), skilled nursing rehabilitation services reporting unit ($149 million) and hospital rehabilitation services reporting unit ($168 million).

The goodwill impairment test involves a two-step process. The first step is a comparison of each reporting unit s fair value to its carrying value. If the carrying value of the reporting unit is greater than its fair value, there is an indication that impairment may exist and the second step must be performed to measure the amount of impairment loss. Based upon the results of the step one impairment test for goodwill for hospitals, hospital rehabilitation services, home health and hospice reporting units for the year ended December 31, 2011, no goodwill impairment charges were recorded in connection with the Company s annual impairment test.

Since quoted market prices for the Company s reporting units are not available, the Company applies judgment in determining the fair value of these reporting units for purposes of performing the goodwill impairment test. The Company relies on widely accepted valuation techniques, including discounted cash flow and market multiple analyses approaches, which capture both the future income potential of the reporting unit and the market behaviors and actions of market participants in the industry that includes the reporting unit. These types of analyses require the Company to make assumptions and estimates regarding future cash flows, industry-specific economic factors and the profitability of future business strategies. The discounted cash flow approach uses a projection of estimated operating results and cash flows that are discounted using a weighted average cost of capital. Under the discounted cash flow approach, the projection uses management s best estimates of economic and market conditions over the projected period for each reporting unit including growth rates in the number of admissions, patient days, reimbursement rates, operating costs, rent expense and capital expenditures. Other significant estimates and assumptions include terminal value growth rates, changes in working capital requirements and weighted average cost of capital. The market multiple analysis estimates fair value by

applying cash flow multiples to the reporting unit s operating results. The multiples are derived from comparable publicly traded companies with similar operating and investment characteristics to the reporting units.

The Company has determined that during the first quarter of 2012 there were no events or changes in circumstances since December 31, 2011 requiring an interim impairment test. Although the Company has

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**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

**Critical Accounting Policies (Continued)**

*Valuation of long-lived assets, goodwill and intangible assets (Continued)*

determined that there was no other goodwill or other indefinite-lived intangible asset impairments as of March 31, 2012, adverse changes in the operating environment and related key assumptions used to determine the fair value of the Company s reporting units and indefinite-lived intangible assets or declines in the value of the Company s common stock may result in future impairment charges for a portion or all of these assets. Specifically, if the rate of growth of government and commercial revenues earned by the Company s reporting units were to be less than projected or if healthcare reforms were to negatively impact the Company s business, an impairment charge of a portion or all of these assets may be required. An impairment charge could have a material adverse effect on the Company s business, financial position and results of operations, but would not be expected to have an impact on the Company s cash flows or liquidity.

The Company s indefinite-lived intangible assets consist of trade names, Medicare certifications and certificates of need. The fair values of the Company s indefinite-lived intangible assets are derived from current market data and projections at a facility level which include management s best estimates of economic and market conditions over the projected period including growth rates in the number of admissions, patient days, reimbursement rates, operating costs, rent expense and capital expenditures. Other significant estimates and assumptions include terminal value growth rates, changes in working capital requirements and weighted average cost of capital. Certificates of need intangible assets are estimated primarily using both a replacement cost methodology and an excess earnings method, a form of discounted cash flows, which is based upon the concept that net after-tax cash flows provide a return supporting all of the assets of a business enterprise.

At December 31, 2011, the carrying value of the Company s certificates of need intangible assets exceeded its fair value as a result of declining earnings and cash flows related to five hospitals and two co-located nursing and rehabilitation centers in Massachusetts, all of which were acquired in 2006. The declining earnings and cash flows were attributable to a difficult LTAC operating environment in Massachusetts in which the Company was unable to achieve consistent operating results, as well as automatic future Medicare reimbursement reductions triggered in December 2011 by the Budget Control Act of 2011. In addition, the Company decided in the fourth quarter of 2011 to close one of the five hospitals. The pretax impairment charge related to the certificates of need totaled $54 million ($33 million net of income taxes). The Company reviewed the other long-lived assets related to these five hospitals and two co-located nursing and rehabilitation centers and determined there was no impairment. Based upon the results of the annual impairment test for indefinite-lived intangible assets other than certificates of need intangible assets discussed above for the year ended December 31, 2011, no impairment charges were recorded.

As a result of the RehabCare Merger, the Company acquired indefinite-lived intangible assets consisting of trade names ($115 million), Medicare certifications ($76 million) and certificates of need ($8 million).

**Recently Issued Accounting Requirements**

In September 2011, the FASB issued authoritative guidance related to testing goodwill for impairment. The main provisions of the guidance state that an entity has the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If an entity determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step goodwill impairment test is unnecessary. However, if an entity concludes otherwise, then it is required to perform Step 1 of the goodwill impairment test. The guidance is effective for all interim and annual reporting periods beginning after December 15, 2011. The adoption of the guidance is not expected to have a material impact on the Company s business, financial position, results of operations or liquidity.

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**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

**Recently Issued Accounting Requirements (Continued)**

In July 2011, the FASB issued authoritative guidance related to the presentation and disclosure of patient service revenue, provision for bad debts, and the allowance for doubtful accounts for certain healthcare entities. The provisions of the guidance require healthcare entities that recognize significant amounts of patient service revenue at the time services are rendered, even though they do not assess a patient s ability to pay, to present the provision for bad debts related to those revenues as a deduction from patient service revenue (net of contractual allowances and discounts), as opposed to an operating expense. All other entities would continue to present the provision for bad debts as an operating expense. The guidance is effective for all interim and annual reporting periods beginning after December 15, 2011. The adoption of the guidance did not have an impact on the Company s business, financial position, results of operations or liquidity.

In June 2011, the FASB issued authoritative guidance related to the presentation of other comprehensive income. The provisions of the guidance state that an entity has the option to present the total of comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The statement(s) should be presented with equal prominence to the other primary financial statements. The guidance is effective for all interim and annual reporting periods beginning after December 15, 2011. The adoption of the guidance did not have a material impact on the Company s business, financial position, results of operations or liquidity.

In December 2011, the FASB amended its authoritative guidance issued in June 2011 related to the presentation of other comprehensive income. The provisions indefinitely defer the requirement to present reclassification adjustments out of accumulated other comprehensive income by component in both the statement in which net income is presented and the statement in which other comprehensive income is presented, for both interim and annual financial statements. All other requirements of the June 2011 update were not impacted by the amendment which remains effective for all interim and annual reporting periods beginning after December 15, 2011. The adoption of the guidance did not have a material impact on the Company s business, financial position, results of operations or liquidity.

In May 2011, the FASB issued authoritative guidance related to fair value measurements. The provisions of the guidance result in applying common fair value measurement and disclosure requirements in both United States generally accepted accounting principles and International Financial Reporting Standards. The amendments primarily change the wording used to describe many of the requirements in generally accepted accounting principles for measuring and disclosing information about fair value measurements. The guidance is effective for all interim and annual reporting periods beginning after December 15, 2011. The adoption of the guidance did not have a material impact on the Company s business, financial position, results of operations or liquidity.

**Results of Operations Continuing Operations**

***Hospital division***

Revenues increased 37% in the first quarter of 2012 to $766 million compared to $559 million in the first quarter of 2011, primarily as a result of the RehabCare Merger and, to a lesser extent, the development of new hospitals and favorable reimbursement rates. For the first quarter of 2012, revenues associated with the RehabCare Merger were $178 million. Aggregate admissions increased 40% in the first quarter of 2012 compared to the first quarter of 2011 while aggregate same-facility admissions increased 2% in the first quarter of 2012 compared to the same period last year.

Hospital operating margins increased in the first quarter of 2012 compared to the first quarter of 2011, primarily as a result of favorable reimbursement rates and cost efficiencies associated with volume growth.

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**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

**Results of Operations Continuing Operations (Continued)**

***Hospital division (Continued)***

Operating income in the first quarter of 2012 included severance and other miscellaneous costs totaling $2 million in connection with the closing of a regional office and a LTAC hospital. For the first quarter of 2012, operating income associated with the RehabCare Merger was $40 million.

Average hourly wage rates increased 1% in the first quarter of 2012 compared to the first quarter of 2011. Employee benefit costs increased 39% in the first quarter of 2012 compared to the first quarter of 2011, primarily as a result of the RehabCare Merger.

Professional liability costs were $10 million and $9 million in the first quarter of 2012 and 2011, respectively.

***Nursing center division***

Revenues decreased 4% in the first quarter of 2012 to $544 million compared to $567 million in the first quarter of 2011, primarily as a result of the 2011 CMS Rules and declining Medicare average length of stay. Same-facility admissions were relatively unchanged in the first quarter of 2012 compared to the first quarter of 2011 while same-facility patient days declined 2% in the first quarter of 2012 compared to the first quarter of 2011, as a result of declines in Medicare average length of stay.

Nursing center operating margins decreased in the first quarter of 2012 compared to the first quarter of 2011, primarily as a result of the 2011 CMS Rules.

Average hourly wage rates increased 1% in the first quarter of 2012 compared to the first quarter of 2011. Employee benefit costs increased 2% in the first quarter of 2012 compared to the first quarter of 2011.

Professional liability costs were $8 million and $9 million in the first quarter of 2012 and 2011, respectively.

***Rehabilitation division***

***Skilled nursing rehabilitation services***

Revenues increased in the first quarter of 2012 to $256 million compared to $115 million in the first quarter of 2011, primarily attributable to the RehabCare Merger and, to a lesser extent, growth in the volume of services provided to existing customers. Revenues associated with the RehabCare Merger were $139 million for the first quarter of 2012. Revenues derived from unaffiliated customers aggregated $197 million and $58 million in the first quarter of 2012 and 2011, respectively.

Operating margins declined in the first quarter of 2012 compared to the first quarter of 2011, primarily attributable to the 2011 CMS Rules. Operating income associated with the RehabCare Merger was $9 million for the first quarter of 2012.

***Hospital rehabilitation services***

Revenues increased in the first quarter of 2012 to $74 million compared to $22 million in the first quarter of 2011, primarily attributable to the RehabCare Merger and, to a lesser extent, growth in new customers and the volume of services provided to existing customers. Revenues associated with the RehabCare Merger were $44 million in the first quarter of 2012. Revenues derived from unaffiliated customers aggregated

$46 million and $1 million in the first quarter of 2012 and 2011, respectively.

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**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

**Results of Operations Continuing Operations (Continued)**

***Rehabilitation division (Continued)***

***Hospital rehabilitation services (Continued)***

Operating margins declined in the first quarter of 2012 compared to the first quarter of 2011, primarily attributable to lower margins associated with the start-up of new contracts. Operating income associated with the RehabCare Merger was $9 million for the first quarter of 2012.

***Home health and hospice division***

Revenues increased in the first quarter of 2012 to $28 million compared to $8 million in the first quarter of 2011, primarily attributable to three acquisitions completed after the first quarter of 2011. Operating margins increased in the first quarter of 2012 compared to the first quarter of 2011. Operating margins in the first quarter of 2011 were negatively impacted by start-up and overhead costs in connection with the development of this business segment.

***Corporate overhead***

Operating income for the Company s operating divisions excludes allocations of corporate overhead. These costs aggregated $43 million in the first quarter of 2012 and $38 million in the first quarter of 2011. The increase was primarily attributable to increased costs of assuming the RehabCare operations. As a percentage of consolidated revenues, corporate overhead totaled 2.7% and 3.2% in the first quarter of 2012 and 2011, respectively.

***Transaction costs***

Operating results in the first quarter of 2012 and 2011 included transaction costs totaling $0.5 million and $4 million, respectively. Transaction costs in both periods were recorded in other operating expenses.

***Capital costs***

Rent expense increased 18% to $108 million in the first quarter of 2012 compared to $91 million in the first quarter of 2011, primarily from leases acquired in the RehabCare Merger, contractual inflation and contingent rent increases. Rent expense in the first quarter of 2012 included a lease cancellation charge of $2 million incurred in connection with the closing of a LTAC hospital.

Depreciation and amortization expense increased 50% in the first quarter of 2012 to $49 million compared to $33 million in the first quarter of 2011, primarily as a result of the RehabCare Merger and the Company s ongoing capital expenditure program and hospital development projects.

Interest expense increased to $26 million in the first quarter of 2012 from $6 million in the first quarter of 2011, primarily attributable to increased borrowings associated with the RehabCare Merger and higher interest rates in the first quarter of 2012 compared to the first quarter of 2011. Interest expense in the first quarter of 2011 included $2 million of financing costs related to the RehabCare Merger.

***Consolidated results***

Income from continuing operations before income taxes decreased 17% to $31 million in the first quarter of 2012 compared to $38 million in the first quarter of 2011. Income from continuing operations decreased 17% to $18 million in the first quarter of 2012 compared to $22 million in the first quarter of 2011.

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**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

**Results of Operations Discontinued Operations**

Income from discontinued operations aggregated $0.1 million in the first quarter of 2012 compared to a loss from discontinued operations of $0.2 million in the first quarter of 2011.

**Liquidity**

***Operating cash flows***

Cash flows used in operations (including discontinued operations) aggregated $3 million in the first quarter of 2012 compared to cash flows provided by operations of $46 million in first quarter of 2011. Operating cash flows were negatively impacted by lower accounts receivable collections in the first quarter of 2012 compared to the first quarter of 2011, primarily as a result of fiscal intermediary processing delays related to the 2011 CMS Rules. Operating cash flows in both periods were favorably impacted by federal income tax refunds of $15 million and $25 million in the first quarter of 2012 and 2011, respectively.

The Company utilizes its ABL Facility to meet working capital needs and finance its acquisition and development activities. As a result, the Company typically carries minimal amounts of cash on its consolidated balance sheet. Based upon the Company s expected operating cash flows and the availability of borrowings under the Company s ABL Facility ($219 million at March 31, 2012), management believes that the Company has the necessary financial resources to satisfy its expected short-term and long-term liquidity needs.

***New credit facilities and notes***

In connection with the RehabCare Merger, the Company entered into the New Credit Facilities and the Notes. The Company used proceeds from the New Credit Facilities and the Notes to pay the Merger Consideration, repay all amounts outstanding under the Company s and RehabCare s previous credit facilities and to pay transaction costs. The amounts outstanding under the Company s and RehabCare s former credit facilities that were repaid at the RehabCare Merger closing were $390 million and $345 million, respectively. The New Credit Facilities have incremental facility capacity in an aggregate amount between the two facilities of $200 million, subject to meeting certain conditions, including a specified senior secured leverage ratio. In connection with these new credit arrangements, the Company paid $46 million of lender fees related to debt issuance that were capitalized as deferred financing costs and paid $13 million of other financing costs that were charged to interest expense during the year of 2011.

All obligations under the New Credit Facilities are fully and unconditionally guaranteed, subject to certain customary release provisions, by substantially all of the Company s existing and future direct and indirect domestic 100% owned subsidiaries, as well as certain non-100% owned domestic subsidiaries as the Company may determine from time to time in its sole discretion. The Notes are guaranteed by substantially all of the Company s domestic 100% owned subsidiaries.

The agreements governing the New Credit Facilities and the indenture governing the Notes include a number of restrictive covenants that, among other things and subject to certain exceptions and baskets, impose operating and financial restrictions on the Company and certain of its subsidiaries. In addition, the Company is required to comply with a minimum fixed charge coverage ratio and a maximum total leverage ratio under the New Credit Facilities. These financing agreements governing the New Credit Facilities and the indenture governing the Notes also contain customary affirmative covenants and events of default. The Company was in compliance with the terms of the New Credit Facilities and the indenture governing the Notes at March 31, 2012.

*ABL Facility*

The ABL Facility has a five-year tenor and is secured by a first priority lien on eligible accounts receivable, cash, deposit accounts, and certain other assets and property and proceeds from the foregoing (the First Priority

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**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

**Liquidity (Continued)**

*ABL Facility (Continued)*

ABL Collateral ). The ABL Facility has a second priority lien on substantially all of the Company s other assets and properties. As of March 31, 2012, the Company had $412 million outstanding under the ABL Facility. In addition, approximately $19 million of letters of credit were issued under the ABL Facility mainly related to replacing outstanding letters of credit previously issued by RehabCare under its terminated credit facility.

Borrowings under the ABL Facility bear interest at a rate per annum equal to the applicable margin plus, at the Company s option, either (1) LIBOR determined by reference to the costs of funds for eurodollar deposits for the interest period relevant to such borrowing adjusted for certain additional costs, or (2) a base rate determined by reference to the highest of (a) the prime rate of JPMorgan Chase Bank, N.A., (b) the federal funds effective rate plus one-half of 1.00% and (c) LIBOR as described in subclause (1) plus 1.00%. The initial applicable margin for borrowings under the ABL Facility was 2.75% with respect to LIBOR borrowings and 1.75% with respect to base rate borrowings. The applicable margin is subject to adjustment each fiscal quarter, based upon average historical excess availability during the preceding quarter.

*Term Loan Facility*

The Term Loan Facility has a tenor of seven years and is secured by a first priority lien on substantially all of the Company s assets and properties other than the First Priority ABL Collateral and a second priority lien on the First Priority ABL Collateral. The Term Loan Facility net proceeds at the RehabCare Merger totaled $693 million, net of a $7 million original issue discount that will be amortized over the tenor of the Term Loan Facility.

Borrowings under the Term Loan Facility bear interest at a rate per annum equal to an applicable margin plus, at the Company s option, either (1) LIBOR determined by reference to the costs of funds for eurodollar deposits for the interest period relevant to such borrowing adjusted for certain additional costs, or (2) a base rate determined by reference to the highest of (a) the prime rate of JPMorgan Chase Bank, N.A., (b) the federal funds effective rate plus one-half of 1.00% and (c) LIBOR described in subclause (1) plus 1.00%. LIBOR is subject to an interest rate floor of 1.50%. The initial applicable margin for borrowings under the Term Loan Facility was 3.75% with respect to LIBOR borrowings and 2.75% with respect to base rate borrowings.

In December 2011, the Company entered into two interest rate swap agreements to hedge its floating interest rate on an aggregate of $225 million of outstanding Term Loan Facility debt. The interest rate swaps have an effective date of January 9, 2012, and expire on January 11, 2016. The Company is required to make payments based upon a fixed interest rate of 1.8925% calculated on the notional amount of $225 million. In exchange, the Company will receive interest on $225 million at a variable interest rate that is based upon the three-month LIBOR, subject to a minimum rate of 1.5%. The Company determined the interest rate swaps were effective cash flow hedges at March 31, 2012. The fair value change of the interest rate swaps was $1 million and was recorded in other accrued liabilities at March 31, 2012.

*Notes*

In connection with the RehabCare Merger, the Company completed a private placement of the Notes. The Notes bear interest at an annual rate equal to 8.25% and are senior unsecured obligations of the Company and the subsidiary guarantors, ranking *pari passu* with all of their respective existing and future senior unsubordinated indebtedness. The indenture contains certain restrictive covenants that will, among other things, limit the Company and certain of its subsidiaries ability to incur, assume or guarantee additional indebtedness; pay dividends; make distributions or redeem or repurchase stock; restrict dividends, loans or asset transfers from the

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**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

**Liquidity (Continued)**

*Notes (Continued)*

Company s subsidiaries; sell or otherwise dispose of assets; and enter into transactions with affiliates. These covenants are subject to a number of limitations and exceptions. The indenture also contains customary events of default.

Pursuant to a registration rights agreement, the Company filed with the SEC a registration statement related to an offer to exchange the Notes for an issue of SEC-registered notes with substantially identical terms. The exchange offer commenced on October 13, 2011 and was completed on November 10, 2011.

***Other financing activities***

As a result of deterioration in professional liability and workers compensation underwriting results of the Company s limited purpose insurance subsidiary in 2011, the Company made a capital contribution of $9 million during the first quarter of 2012 to its limited purpose insurance subsidiary. Conversely, as a result of improved professional liability underwriting results of the Company s limited purpose insurance subsidiary in 2010, the Company received a distribution of $3 million during the first quarter of 2011 from its limited purpose insurance subsidiary. Both were completed in accordance with applicable regulations. The contribution and distribution had no impact on earnings.

**Capital Resources**

***Capital expenditures and acquisitions***

Excluding acquisitions, routine capital expenditures (expenditures necessary to maintain existing facilities that generally do not increase capacity or add services) totaled $22 million in the first quarter of 2012 compared to $25 million in the first quarter of 2011. Hospital development capital expenditures (primarily new facility construction) totaled $10 million in the first quarter of 2012 compared to $8 million in the first quarter of 2011. Nursing and rehabilitation center development capital expenditures (primarily the addition of transitional care services for higher acuity patients) totaled $1 million in the first quarter of 2012 compared to $3 million in the first quarter of 2011. Excluding acquisitions, the Company anticipates that routine capital spending for 2012 should approximate $130 million to $140 million, hospital development capital spending should approximate $30 million to $35 million and nursing and rehabilitation center development capital spending should approximate $15 million to $20 million. Management expects that substantially all of these expenditures will be financed through internal sources. Management believes that its capital expenditure program is adequate to improve and equip existing facilities. At March 31, 2012, the estimated cost to complete and equip construction in progress approximated $34 million.

Expenditures for acquisitions totaled $50 million in the first quarter of 2012 compared to $8 million for the same period in 2011. A deposit for the purchase of a leased hospital totaled $17 million in the first quarter of 2012. The Company financed these acquisitions with either operating cash flows or its ABL Facility.

***Renewal of Ventas facilities***

On April 27, 2012, the Company provided Ventas with notices to renew the Renewal Facilities for an additional five years. The current lease term for the Renewal Facilities is scheduled to expire in April 2013.

Under its master lease agreements with Ventas, the Company had 73 nursing and rehabilitation centers and 16 LTAC hospitals within ten separate renewal bundles subject to lease renewals. Each renewal bundle contains

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**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

**Capital Resources (Continued)**

***Renewal of Ventas facilities (Continued)***

both nursing and rehabilitation centers and LTAC hospitals. The master lease agreements require that the Company renew all or none of the facilities within a renewal bundle.

The Company has renewed three renewal bundles containing the Renewal Facilities. The Renewal Facilities contain 2,178 licensed nursing and rehabilitation center beds and 616 licensed hospital beds and generated revenues of approximately $434 million for the year ended December 31, 2011. The current annual rent for the Renewal Facilities approximates $46 million.

The Company also announced that it did not renew the Expiring Facilities. The Expiring Facilities contain 6,140 licensed nursing and rehabilitation center beds and 1,066 licensed hospital beds and generated revenues of approximately $790 million for the year ended December 31, 2011. The current annual rent for the Expiring Facilities approximates $77 million. The Company will continue to operate the Expiring Facilities and include the Expiring Facilities in its results from continuing operations through the expiration of the lease term in April 2013.

Management believes that the divestiture of the Expiring Facilities could reduce the Company s consolidated earnings per diluted share by $0.05 to $0.10 in 2013, but will not otherwise materially impact the Company s cash flows or financial position. This estimate is based upon a number of assumptions, including the Company s estimated impact of the recent and impending Medicare reimbursement reductions for nursing centers and LTAC hospitals and its ability to achieve overhead savings in connection with these divestitures.

**Other Information**

***Effects of inflation and changing prices***

The Company derives a substantial portion of its revenues from the Medicare and Medicaid programs. Congress and certain state legislatures have enacted or may enact additional significant cost containment measures limiting the Company s ability to recover its cost increases through increased pricing of its healthcare services. Medicare revenues in LTAC hospitals and nursing centers are subject to fixed payments under the Medicare prospective payment systems.

Medicaid reimbursement rates in many states in which the Company operates nursing and rehabilitation centers also are based upon fixed payment systems. Generally, these rates are adjusted annually for inflation. However, these adjustments may not reflect the actual increase in the costs of providing healthcare services.

Various healthcare reform provisions became law upon the enactment of the ACA. The reforms contained in the ACA are affecting certain of the Company s businesses and the Company expects that it will impact all of them in some manner. Several of the reforms are very significant and could ultimately change the nature of the Company s services, the methods of payment for the Company s services and the underlying regulatory environment. The reforms include possible modifications to the conditions of qualification for payment, bundling payments to cover both acute and post-acute care and the imposition of enrollment limitations on new providers. In addition, a primary goal of healthcare reform is to reduce costs, which includes reductions in the reimbursement paid to the Company and other healthcare providers. Moreover, healthcare reform could negatively impact insurance companies, other third party payors, the Company s customers, as well as other healthcare providers, which may in turn negatively impact the Company s business. As such, these healthcare reforms or other similar healthcare reforms could have a material adverse effect on the Company s business, financial position, results of operations and liquidity. There is also the possibility that implementation of the

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**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

**Other Information (Continued)**

***Effects of inflation and changing prices (Continued)***

provisions expanding health insurance coverage or the entire ACA will be delayed, revised or eliminated as a result of court challenges and efforts to repeal or amend the law. The U.S. Supreme Court has heard oral argument on the constitutionality of the ACA and is expected to reach a decision in 2012. These court proceedings, the 2012 presidential election and pending efforts in the U.S. Congress to repeal, amend or retract funding for various aspects of the ACA create additional uncertainty about the ultimate impact of the ACA, or any portions of the ACA that survive the constitutional challenge, on the Company and the healthcare industry. Due to the substantial regulatory changes that will need to be implemented by CMS and others, the numerous processes required to implement these reforms, and pending judicial review of the ACA, the Company cannot predict which healthcare initiatives will be implemented at the federal or state level, the timing of any such reforms, or the effect such reforms or any other future legislation or regulation will have on the Company s business, financial position, results of operations and liquidity.

The ACA enacted a series of reductions to the annual market basket payment updates for LTAC hospitals. In addition to specific market basket reductions, Congress has mandated that the annual market basket payment update for a variety of providers, including both LTAC hospitals and nursing centers, be reduced for a productivity adjustment determined by CMS. These productivity adjustments may vary and will be determined annually by CMS. The productivity adjustments for LTAC hospitals and nursing centers were implemented on October 1, 2011.

The Budget Control Act of 2011, enacted on August 2, 2011, increased the United States debt ceiling in connection with deficit reductions over the next ten years. In accordance with the Budget Control Act of 2011, $1.2 trillion in domestic and defense spending reductions will automatically begin February 1, 2013, split evenly between domestic and defense spending. Payments to Medicare providers are subject to these automatic spending reductions, subject to a 2% cap. At this time, the Company believes this will result in an automatic 2% reduction on each claim submitted to Medicare beginning February 1, 2013. Reductions to Medicare and Medicaid reimbursement resulting from the Budget Control Act of 2011 could have a material adverse effect on the Company s business, financial position, results of operations and liquidity.

The Long-Term Acute Care Prospective Payment System ( LTAC PPS ) maintains LTAC hospitals as a distinct provider type, separate from short-term acute care hospitals. Only providers certified as LTAC hospitals may be paid under this system. To maintain certification under LTAC PPS, the average length of stay of fee for service Medicare patients must be at least 25 days.

On April 24, 2012, CMS issued the 2012 Proposed CMS Rule. Included in the 2012 Proposed CMS Rule is (1) a market basket increase to the standard federal payment rate of 3.0%; (2) offsets to the standard federal payment rate mandated by the ACA of: (a) 0.8% to account for the effect of a productivity adjustment, and (b) 0.1% as required by statute; (3) a wage level budget neutrality factor of 0.99903 applied to the adjusted standard federal payment rate; (4) adjustments to area wage indexes; and (5) a decrease in the high cost outlier threshold per discharge to $15,728. Effective December 29, 2012, the 2012 Proposed CMS Rule also would (1) begin a three-year phase-in of a 3.75% budget neutrality adjustment which would reduce LTAC hospital rates by 1.3% in 2013; and (2) restore a payment reduction that would limit payments for very short-stay outliers that would reduce the Company s LTAC hospital payments by approximately 0.5%. The 2012 Proposed CMS Rule also (1) provides for a one-year extension of the existing moratorium on the 25 Percent Rule (described below) pending the results of an ongoing research initiative to re-define the role of LTAC hospitals in the Medicare program, and (2) would allow for the expiration of the current moratorium on the development or expansion of LTAC hospitals on December 29, 2012.

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**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

**Other Information (Continued)**

***Effects of inflation and changing prices (Continued)***

In aggregate, based upon its review of the 2012 Proposed CMS Rule, the Company expects that LTAC Medicare payment rates will be flat in 2013 compared to current rates. The 2012 Proposed CMS Rule does not include the impact of a 2% sequestration payment reduction mandated by Congress that is expected to begin in February 2013.

CMS is currently evaluating various certification criteria for designating a hospital as a LTAC hospital. If such certification criteria were developed and enacted into legislation, the Company s hospitals may not be able to maintain their status as LTAC hospitals or may need to adjust their operations.

The SCHIP Extension Act became law on December 29, 2007. This legislation provides for, among other things:

(1) a mandated study by the Secretary of Health and Human Services on the establishment of LTAC hospital certification criteria;

(2) enhanced medical necessity review of LTAC hospital cases;

(3) a three-year moratorium on the establishment of a LTAC hospital or satellite facility, subject to exceptions for facilities under development;

(4) a three-year moratorium on an increase in the number of licensed beds at a LTAC hospital or satellite facility, subject to exceptions for states where there is only one other LTAC hospital and upon request following the closure or decrease in the number of licensed beds at a LTAC hospital within the state;

(5) a three-year moratorium on the application of a one-time budget neutrality adjustment to payment rates to LTAC hospitals under LTAC PPS;

(6) a three-year moratorium on very short-stay outlier payment reductions to LTAC hospitals initially implemented on May 1, 2007;

(7) a three-year moratorium on the application of the policy known as the 25 Percent Rule to freestanding LTAC hospitals;

(8) a three-year period during which LTAC hospitals that are co-located with another hospital may admit up to 50% of their patients from their co-located hospital and still be paid according to LTAC PPS;

(9) a three-year period during which LTAC hospitals that are co-located with an urban single hospital or a hospital that generates more than 25% of the Medicare discharges in a metropolitan statistical area ( MSA Dominant hospital ) may admit up to 75% of their patients from such urban single hospital or MSA Dominant hospital and still be paid according to LTAC PPS; and

(10) the elimination of the July 1, 2007 market basket increase in the standard federal payment rate of 0.71%, effective for discharges occurring on or after April 1, 2008.

The ACA revised certain provisions of the SCHIP Extension Act. The moratoriums on the establishment of new LTAC hospitals or satellites and bed increases at LTAC hospitals or satellites, the application of a one-time budget neutrality adjustment to rates, the payment reductions due to the very short-stay outlier provisions and application of the 25 Percent Rule to freestanding hospitals have been extended from three years to five years. In addition, the periods during which LTAC hospitals may admit up to 50% of their patients from co-located hospitals and during which LTAC hospitals may admit up to 75% of their patients from a MSA Dominant hospital have been extended from three years to five years as well.

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**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

**Other Information (Continued)**

***Effects of inflation and changing prices (Continued)***

CMS has regulations governing payments to LTAC hospitals that are co-located with another hospital (a HIH ). The rules generally limit Medicare payments to the HIH if the Medicare admissions to the HIH from its co-located hospital exceed 25% of the total Medicare discharges for the HIH s cost reporting period, the 25 Percent Rule. There are limited exceptions for admissions from rural, urban single and MSA Dominant hospitals. Admissions that exceed this 25 Percent Rule are paid using the short-term acute care inpatient payment system ( IPPS ). Patients transferred after they have reached the short-term acute care outlier payment status are not counted toward the admission threshold. Patients admitted prior to meeting the admission threshold, as well as Medicare patients admitted from a non co-located hospital, are eligible for the full payment under LTAC PPS. If the HIH s admissions from the co-located hospital exceed the limit in a cost reporting period, Medicare will pay the lesser of (1) the amount payable under LTAC PPS or (2) the amount payable under IPPS. At March 31, 2012, the Company operated 28 HIHs with 1,038 licensed beds.

On May 1, 2007, CMS issued regulatory changes regarding Medicare reimbursement for LTAC hospitals (the 2007 Final Rule ). In the 2007 Final Rule, the 25 Percent Rule was expanded to all LTAC hospitals, regardless of whether they are co-located with another hospital. Under the 2007 Final Rule, all LTAC hospitals were to be paid LTAC PPS rates for admissions from a single referral source up to 25% of aggregate Medicare admissions. Patients reaching high cost outlier status in the short-term hospital were not to be counted when computing the 25% limit. Admissions beyond the 25% threshold were to be paid at a lower amount based upon IPPS. However, as set forth above, the SCHIP Extension Act initially placed a three-year moratorium on the expansion of the 25 Percent Rule to freestanding hospitals. That moratorium was extended to five years by the ACA. This moratorium may be further extended under the 2012 Proposed CMS Rule. In addition, the SCHIP Extension Act initially provided for a three-year period during which (1) LTAC hospitals may admit up to 50% of their patients from their co-located hospitals and still be paid according to LTAC PPS; and (2) LTAC hospitals that are co-located with an urban single hospital or a MSA Dominant hospital may admit up to 75% of their patients from such urban single or MSA Dominant hospital and still be paid according to LTAC PPS. Those periods also were extended to five years under the ACA. The five-year moratorium of the 25 Percent Rule threshold payment adjustment for freestanding hospitals and grandfathered HIHs will expire for cost reporting periods beginning on or after July 1, 2012. The expansion of the admission limit to 50% for non-grandfathered LTAC hospitals from their co-located hospital will expire for cost reports beginning on or after October 1, 2012, the same time at which the 75% limit for MSA Dominant hospitals will expire.

On July 30, 2010, CMS issued final regulations regarding Medicare reimbursement for LTAC hospitals for the fiscal year beginning October 1, 2010. Included in those final regulations is (1) a market basket increase to the standard federal payment rate of 2.5%; (2) an offset of 2.5% applied to the standard federal payment rate to account for the effect of documentation and coding changes; (3) an offset of 0.5% applied to the standard federal payment rate as mandated by the ACA; (4) adjustments to area wage indexes; and (5) an increase in the high cost outlier threshold per discharge to $18,785. CMS indicated that all of these changes will result in a 0.5% increase to average Medicare payments to LTAC hospitals.

Congress has mandated that the annual market basket payment update for a variety of providers, including LTAC hospitals, be reduced for a productivity adjustment determined by CMS. These productivity adjustments may vary and will be determined annually by CMS. The productivity adjustments for LTAC hospitals were implemented on October 1, 2011.

On August 1, 2011, CMS issued final regulations regarding Medicare reimbursement for LTAC hospitals for the fiscal year beginning October 1, 2011. Included in the final regulations is (1) a market basket increase to

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**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

**Other Information (Continued)**

***Effects of inflation and changing prices (Continued)***

the standard federal payment rate of 2.9%; (2) offsets to the standard federal payment rate mandated by the ACA of: (a) 1.0% to account for the effect of a productivity adjustment, and (b) 0.1% as required by statute; (3) a wage level budget neutrality factor of 0.99775 applied to the adjusted standard federal payment rate; (4) adjustments to area wage indexes; and (5) a decrease in the high cost outlier threshold per discharge to $17,931. CMS has projected the impact of these changes will result in a 2.5% increase to average Medicare payments to LTAC hospitals. Management believes that the impact of these changes to LTAC PPS would result in an approximate 0.7% increase in payments to the Company s LTAC hospitals.

On August 2, 2011, the Long-Term Care Hospital Improvement Act of 2011 was introduced into the United States Senate (the LTAC Legislation ). If enacted, the LTAC Legislation would implement new patient and facility criteria for LTAC hospitals and alleviate the negative impact of various scheduled Medicare reimbursement adjustments. The LTAC Legislation provides for patient criteria to ensure that LTAC hospital patients are physician screened prior to admission and throughout their stay for the appropriateness of their stay in a LTAC hospital. In addition, facility criteria would establish common requirements for the programmatic, personnel and clinical operations of a LTAC hospital. The LTAC Legislation further provides that at least 70% of patients must be medically complex in order for a hospital to maintain its Medicare certification as a LTAC hospital. The LTAC Legislation also would repeal the 25 Percent Rule for all LTAC hospitals, the scheduled very short-stay outlier payment reductions and the one-time budget neutrality adjustment requirement. There can be no assurances that the LTAC Legislation will be enacted in its current form or at all.

The Company cannot predict the ultimate long-term impact of LTAC PPS. This payment system is subject to significant change. Slight variations in patient acuity or length of stay could significantly change Medicare revenues generated under LTAC PPS. In addition, the Company s hospitals may not be able to appropriately adjust their operating costs to changes in patient acuity and length of stay or to changes in reimbursement rates. In addition, there can be no assurance that LTAC PPS will not have a material adverse effect on revenues from commercial third party payors. Various factors, including a reduction in average length of stay, have negatively impacted revenues from commercial third party payors in recent years.

On July 29, 2011, CMS issued final regulations regarding Medicare reimbursement for IRFs for the fiscal year beginning October 1, 2011. Included in these final regulations are (1) a market basket increase to the standard payment conversion factor of 2.9%; (2) offsets to the standard payment conversion factor mandated by the ACA of: (a) 1.0% to account for the effect of a productivity adjustment, and (b) 0.1% as required by statute; (3) a wage level budget neutrality factor of 0.9988 applied to the standard payment conversion factor; (4) a case mix group budget neutrality factor of 0.9988 applied to the standard payment conversion factor; (5) adjustments to area wage indexes; and (6) a decrease in the high cost outlier threshold per discharge to $10,660. CMS has projected the impact of these changes will result in a 2.2% increase to average Medicare payments to IRFs.

On July 16, 2010, CMS issued a notice that updates the payment rates for nursing centers for the fiscal year beginning October 1, 2010. That notice provided for an increase in rates of 1.7%, which is comprised of a market basket increase of 2.3% less a forecast error adjustment of 0.6%. In addition, for the fiscal year beginning October 1, 2010, CMS increased the number of resource utilization group ( RUG ) categories for nursing centers from 53 to 66 (i.e., RUGs IV) and amended the criteria, including the provision of therapy services, used to classify patients into these categories. CMS indicated that these changes would be enacted in a budget neutral manner. CMS began paying claims using the RUGs IV system effective October 1, 2010. Based upon management s experience, these final regulations resulted in increased payments to the Company for the federal

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**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

**Other Information (Continued)**

***Effects of inflation and changing prices (Continued)***

fiscal year ending September 30, 2011. The therapy time requirements to qualify for rehabilitation RUG categories are unchanged under RUGs IV, however the regulatory changes altered how minutes were allocated to calculate the RUGs scores using the most recent clinical assessment tool of the minimum data set ( MDS 3.0 ). Rather than count all therapy time that a nursing center patient receives, rehabilitation providers must now allocate therapy minutes between the patients being served during concurrent therapy sessions. In addition, the number of patients that a therapist/assistant may treat concurrently is limited to two patients. These changes have required the Company to employ more therapists to provide additional individual therapy minutes.

Congress has mandated that the annual market basket payment update for a variety of providers, including nursing centers, be reduced for a productivity adjustment determined by CMS. These productivity adjustments may vary and will be determined annually by CMS. The productivity adjustments for nursing centers were implemented on October 1, 2011.

CMS issued the 2011 CMS Rules on July 29, 2011 updating Medicare payment rates for skilled nursing centers effective October 1, 2011. The 2011 CMS Rules impose (1) a negative adjustment to RUGs IV therapy rates, and (2) a net market basket increase of 1.7% consisting of (a) a 2.7% market basket inflation increase, less (b) a 1.0% adjustment to account for the effect of a productivity adjustment. CMS has projected the impact of these changes will result in an 11.1% decrease in payments to skilled nursing and rehabilitation centers. In addition to these rate changes, the 2011 CMS Rules introduced additional changes to RUG calculations along with adding additional patient assessments. Under the 2011 CMS Rules, group therapy is defined as therapy sessions with four patients who are performing similar therapy activities. In addition, for purposes of assigning patients to RUGs IV payment categories, the minutes of group therapy are divided by four with 25% of the minutes being allocated to each patient. The 2011 CMS Rules also clarify the circumstances for reporting breaks in care of three or more days of therapy and also implement a new change of therapy assessment that is designed to allocate the patient to the RUG level that represents the treatment provided in the last seven days. Both changes are likely to produce alterations in the RUG scores billed for the patient along with generating additional patient assessments. The Company s rehabilitation division has hired additional therapists to facilitate the provision of additional individual minutes to address patient needs. The Company believes that the 2011 CMS Rules could reduce its annual revenues by approximately $100 million to $110 million in the Company s nursing center business and negatively impact the Company s rehabilitation therapy business by approximately $40 million to $50 million on an annual basis.

In February 2012, Congress passed the Job Creation Act of 2012 which provides for reductions in reimbursement of Medicare bad debts at the Company s nursing and rehabilitation centers. The Job Creation Act of 2012 provides for a phase-in of the reduction in the rate of reimbursement for bad debts of patients that are dually eligible for Medicare and Medicaid. The rate of reimbursement will be reduced from 100% to 88%, then 76% and then 65% for cost reporting periods beginning on or after October 1, 2012, October 1, 2013, and October 1, 2014, respectively. The rate of reimbursement for patients not dually eligible for both Medicare and Medicaid will be reduced from 70% to 65%, effective with cost reporting periods beginning on or after October 1, 2012. Approximately 90% of the Company s Medicare bad debt reimbursements are associated with patients that are dually eligible.

Medicare Part B provides reimbursement for certain physician services, limited drug coverage and other outpatient services, such as therapy and other services, outside of a Medicare Part A covered patient stay. Payment for these services is determined according to the Medicare Physician Fee Schedule ( MPFS ). Annually since 1997, the MPFS has been subject to a sustainable growth rate adjustment ( SGR ), intended to keep

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**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

**Other Information (Continued)**

***Effects of inflation and changing prices (Continued)***

spending growth in line with allowable spending. Each year since the SGR was enacted, this adjustment produced a scheduled negative update to payment for physicians, therapists and other healthcare providers paid under the MPFS. Annually, since 2002, Congress has stepped in with so-called doc fix legislation to stop payment cuts to physicians. In February 2012, Congress passed the Job Creation Act of 2012 which further suspended the payment cut until December 31, 2012.

Since 2006, federal legislation has provided for an annual Medicare Part B outpatient therapy cap. In succeeding years, CMS subsequently increased the amount of the therapy cap. Legislation also was passed that required CMS to implement a broad process for reviewing medically necessary therapy claims, creating an exception to the cap. Legislation has annually extended the Medicare Part B outpatient therapy cap exception process. The Job Creation Act of 2012 further extended the therapy cap exception process through December 31, 2012. Patients in the Company s facilities whose stay is not reimbursed by Medicare must seek reimbursement for their therapy under Medicare Part B and are subject to the therapy cap.

Effective January 1, 2011, reimbursement rates for Medicare Part B therapy services included in the MPFS were reduced for secondary procedures when multiple therapy services are provided on the same day. CMS projected that the rule would result in an approximate 7% rate reduction for Medicare Part B therapy services in calendar year 2011. The Company estimated that this rule reduced its Medicare revenues related to Part B therapy services by approximately $7 million in 2011.

The Company believes that its operating margins will continue to be under pressure as the growth in operating expenses, particularly professional liability, labor and employee benefits costs, exceeds payment increases from third party payors. In addition, as a result of competitive pressures, the Company s ability to maintain operating margins through price increases to private patients is limited.

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**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

**Condensed Consolidated Statement of Operations**

**(Unaudited)**

**(In thousands, except per share amounts)**

| | 2011 Quarters | | | | | First Quarter |
|---|---|---|---|---|---|---|
| | First | Second | Third | Fourth | Year | 2012 |
| Revenues | $ 1,192,421 | $ 1,292,592 | $ 1,514,062 | $ 1,522,688 | $ 5,521,763 | $ 1,579,970 |
| Salaries, wages and benefits | 678,695 | 765,133 | 900,570 | 911,417 | 3,255,815 | 945,302 |
| Supplies | 90,022 | 96,718 | 107,514 | 107,760 | 402,014 | 111,295 |
| Rent | 91,453 | 95,677 | 105,511 | 106,616 | 399,257 | 107,968 |
| Other operating expenses | 259,369 | 287,132 | 305,305 | 312,674 | 1,164,480 | 310,964 |
| Other income | (2,785) | (2,880) | (2,815) | (2,711) | (11,191) | (2,748) |
| Impairment charges | | | 26,712 | 102,569 | 129,281 | 867 |
| Depreciation and amortization | 32,549 | 37,871 | 46,947 | 48,227 | 165,594 | 48,690 |
| Interest expense | 5,728 | 23,157 | 25,790 | 26,244 | 80,919 | 26,578 |
| Investment income | (495) | (257) | (37) | (242) | (1,031) | (292) |
| | 1,154,536 | 1,302,551 | 1,515,497 | 1,612,554 | 5,585,138 | 1,548,624 |
| Income (loss) from continuing operations before income taxes | 37,885 | (9,959) | (1,435) | (89,866) | (63,375) | 31,346 |
| Provision (benefit) for income taxes | 15,609 | (3,419) | (2,342) | (16,952) | (7,104) | 12,814 |
| Income (loss) from continuing operations | 22,276 | (6,540) | 907 | (72,914) | (56,271) | 18,532 |
| Income (loss) from discontinued operations, net of income taxes | (179) | 587 | 1,119 | 1,025 | 2,552 | 110 |
| Net income (loss) | 22,097 | (5,953) | 2,026 | (71,889) | (53,719) | 18,642 |
| (Earnings) loss attributable to noncontrolling interests | | 421 | (241) | 58 | 238 | (451) |
| Income (loss) attributable to Kindred | $ 22,097 | $ (5,532) | $ 1,785 | $ (71,831) | $ (53,481) | $ 18,191 |
| Amounts attributable to Kindred stockholders: | | | | | | |
| Income (loss) from continuing operations | $ 22,276 | $ (6,119) | $ 666 | $ (72,856) | $ (56,033) | $ 18,081 |
| Income (loss) from discontinued operations | (179) | 587 | 1,119 | 1,025 | 2,552 | 110 |
| Net income (loss) | $ 22,097 | $ (5,532) | $ 1,785 | $ (71,831) | $ (53,481) | $ 18,191 |
| Earnings (loss) per common share: | | | | | | |
| Basic: | | | | | | |
| Income (loss) from continuing operations | $ 0.56 | $ (0.14) | $ 0.01 | $ (1.42) | $ (1.21) | $ 0.35 |
| Income (loss) from discontinued operations | | 0.01 | 0.02 | 0.02 | 0.05 | |
| Net income (loss) | $ 0.56 | $ (0.13) | $ 0.03 | $ (1.40) | $ (1.16) | $ 0.35 |
| Diluted: | | | | | | |

| | | | | | | |
|---|---|---|---|---|---|---|
| Income (loss) from continuing operations | $ 0.55 | $ (0.14) | $ 0.01 | $ (1.42) | $ (1.21) | $ 0.35 |
| Income (loss) from discontinued operations | | 0.01 | 0.02 | 0.02 | 0.05 | |
| Net income (loss) | $ 0.55 | $ (0.13) | $ 0.03 | $ (1.40) | $ (1.16) | $ 0.35 |
| Shares used in computing earnings (loss) per common share: | | | | | | |
| Basic | 39,035 | 43,231 | 51,329 | 51,335 | 46,280 | 51,603 |
| Diluted | 39,543 | 43,231 | 51,406 | 51,335 | 46,280 | 51,638 |

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**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

**Operating Data**

**(Unaudited)**

**(In thousands)**

| | 2011 Quarters | | | | | First Quarter |
|---|---|---|---|---|---|---|
| | First | Second | Third | Fourth | Year | 2012 |
| **Revenues:** | | | | | | |
| Hospital division | $ 558,974 | $ 593,425 | $ 684,781 | $ 712,812 | $ 2,549,992 | $ 765,823 |
| Nursing center division | 567,472 | 568,199 | 571,226 | 547,202 | 2,254,099 | 544,319 |
| Rehabilitation division: | | | | | | |
| Skilled nursing rehabilitation services | 114,618 | 161,246 | 252,574 | 246,720 | 775,158 | 255,451 |
| Hospital rehabilitation services | 22,490 | 38,291 | 69,811 | 70,232 | 200,824 | 74,369 |
| | 137,108 | 199,537 | 322,385 | 316,952 | 975,982 | 329,820 |
| Home health and hospice division | 8,038 | 10,828 | 15,419 | 26,451 | 60,736 | 28,432 |
| | 1,271,592 | 1,371,989 | 1,593,811 | 1,603,417 | 5,840,809 | 1,668,394 |
| Eliminations: | | | | | | |
| Skilled nursing rehabilitation services | (57,081) | (57,587) | (57,922) | (57,087) | (229,677) | (58,433) |
| Hospital rehabilitation services | (21,225) | (20,706) | (20,528) | (22,167) | (84,626) | (28,317) |
| Nursing and rehabilitation centers | (865) | (1,104) | (1,299) | (1,475) | (4,743) | (1,674) |
| | (79,171) | (79,397) | (79,749) | (80,729) | (319,046) | (88,424) |
| | $ 1,192,421 | $ 1,292,592 | $ 1,514,062 | $ 1,522,688 | $ 5,521,763 | $ 1,579,970 |
| **Income (loss) from continuing operations:** | | | | | | |
| Operating income (loss): | | | | | | |
| Hospital division | $ 108,385 | $ 108,465 | $ 125,701 | $ 144,891 | $ 487,442 | $ 160,669(a) |
| Nursing center division | 87,350 | 93,532 | 89,592 | 67,791 | 338,265 | 65,533 |
| Rehabilitation division: | | | | | | |
| Skilled nursing rehabilitation services | 9,159 | 15,978 | 27,575 | 13,204 | 65,916 | 14,193 |
| Hospital rehabilitation services | 5,332 | 8,033 | 15,606 | 14,760 | 43,731 | 16,116 |
| | 14,491 | 24,011 | 43,181 | 27,964 | 109,647 | 30,309 |
| Home health and hospice division | (10) | (447) | 1,107 | 2,453 | 3,103 | 2,341 |
| Corporate: | | | | | | |
| Overhead | (38,315) | (43,801) | (48,806) | (43,878) | (174,800) | (42,728) |
| Insurance subsidiary | (602) | (420) | (750) | (534) | (2,306) | (482) |
| | (38,917) | (44,221) | (49,556) | (44,412) | (177,106) | (43,210) |
| Impairment charges | | | (26,712) | (102,569) | (129,281) | (867) |

| | | | | | | |
|---|---|---|---|---|---|---|
| Transaction costs | (4,179) | (34,851) | (6,537) | (5,139) | (50,706) | (485) |
| Operating income | 167,120 | 146,489 | 176,776 | 90,979 | 581,364 | 214,290 |
| Rent | (91,453) | (95,677) | (105,511) | (106,616) | (399,257) | (107,968)(b) |
| Depreciation and amortization | (32,549) | (37,871) | (46,947) | (48,227) | (165,594) | (48,690) |
| Interest, net | (5,233) | (22,900) | (25,753) | (26,002) | (79,888) | (26,286) |
| Income (loss) from continuing operations before income taxes | 37,885 | (9,959) | (1,435) | (89,866) | (63,375) | 31,346 |
| Provision (benefit) for income taxes | 15,609 | (3,419) | (2,342) | (16,952) | (7,104) | 12,814 |
| | $ 22,276 | $ (6,540) | $ 907 | $ (72,914) | $ (56,271) | $ 18,532 |

(a) Includes severance ($2.0 million) and other miscellaneous costs ($0.3 million) incurred in connection with the closing of a regional office and a LTAC hospital.
(b) Includes a lease cancellation charge of $1.8 million incurred in connection with the closing of a LTAC hospital.

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**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

**Operating Data (Continued)**

**(Unaudited)**

**(In thousands)**

| | 2011 Quarters | | | | | First Quarter |
|---|---|---|---|---|---|---|
| | First | Second | Third | Fourth | Year | 2012 |
| **Rent:** | | | | | | |
| Hospital division | $ 40,299 | $ 43,997 | $ 52,737 | $ 52,299 | $ 189,332 | $ 55,367 |
| Nursing center division | 49,384 | 49,562 | 49,862 | 49,748 | 198,556 | 49,938 |
| Rehabilitation division: | | | | | | |
| Skilled nursing rehabilitation services | 1,509 | 1,540 | 1,811 | 1,415 | 6,275 | 1,392 |
| Hospital rehabilitation services | 28 | 33 | 95 | 72 | 228 | 78 |
| | 1,537 | 1,573 | 1,906 | 1,487 | 6,503 | 1,470 |
| Home health and hospice division | 189 | 251 | 358 | 568 | 1,366 | 615 |
| Corporate | 44 | 294 | 648 | 2,514 | 3,500 | 578 |
| | $ 91,453 | $ 95,677 | $ 105,511 | $ 106,616 | $ 399,257 | $ 107,968 |
| **Depreciation and amortization:** | | | | | | |
| Hospital division | $ 14,278 | $ 16,572 | $ 21,612 | $ 22,448 | $ 74,910 | $ 22,603 |
| Nursing center division | 11,793 | 13,038 | 12,655 | 12,554 | 50,040 | 12,741 |
| Rehabilitation division: | | | | | | |
| Skilled nursing rehabilitation services | 654 | 1,221 | 2,699 | 2,617 | 7,191 | 2,628 |
| Hospital rehabilitation services | 97 | 819 | 2,372 | 2,349 | 5,637 | 2,324 |
| | 751 | 2,040 | 5,071 | 4,966 | 12,828 | 4,952 |
| Home health and hospice division | 105 | 118 | 324 | 902 | 1,449 | 898 |
| Corporate | 5,622 | 6,103 | 7,285 | 7,357 | 26,367 | 7,496 |
| | $ 32,549 | $ 37,871 | $ 46,947 | $ 48,227 | $ 165,594 | $ 48,690 |
| **Capital expenditures, excluding acquisitions (including discontinued operations):** | | | | | | |
| Hospital division: | | | | | | |
| Routine | $ 12,144 | $ 11,809 | $ 12,919 | $ 9,521 | $ 46,393 | $ 10,345 |
| Development | 7,777 | 6,423 | 39,964 | 13,157 | 67,321 | 9,949 |
| | 19,921 | 18,232 | 52,883 | 22,678 | 113,714 | 20,294 |
| Nursing center division: | | | | | | |
| Routine | 8,155 | 8,000 | 10,572 | 7,577 | 34,304 | 4,229 |
| Development | 3,322 | 7,705 | 4,113 | 4,027 | 19,167 | 673 |
| | 11,477 | 15,705 | 14,685 | 11,604 | 53,471 | 4,902 |
| Rehabilitation division: | | | | | | |
| Skilled nursing rehabilitation services: | | | | | | |
| Routine | 235 | 179 | 255 | 1,031 | 1,700 | 326 |

| | | | | | | |
|---|---|---|---|---|---|---|
| Development | | | | | | |
| | 235 | 179 | 255 | 1,031 | 1,700 | 326 |
| Hospital rehabilitation services: | | | | | | |
| Routine | 25 | 72 | 81 | 60 | 238 | 46 |
| Development | | | | | | |
| | 25 | 72 | 81 | 60 | 238 | 46 |
| Home health and hospice division: | | | | | | |
| Routine | 20 | 38 | 41 | 65 | 164 | 751 |
| Development | 10 | 181 | 75 | 901 | 1,167 | |
| | 30 | 219 | 116 | 966 | 1,331 | 751 |
| Corporate: | | | | | | |
| Information systems | 3,932 | 13,641 | 11,516 | 18,629 | 47,718 | 6,237 |
| Other | 207 | 211 | 1,211 | 757 | 2,386 | 172 |
| | $ 35,827 | $ 48,259 | $ 80,747 | $ 55,725 | $ 220,558 | $ 32,728 |

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**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

**Condensed Consolidating Statement of Operations**

**(Unaudited)**

**(In thousands)**

| | First Quarter 2012 | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Rehabilitation division | | | | | | | | | |
| | Hospital division (a,b) | Nursing center division | Skilled nursing services | Hospital services | Total | Home health and hospice division | Corporate | Transaction-related costs | Eliminations | Consolidated |
| Revenues | $ 765,823 | $ 544,319 | $ 255,451 | $ 74,369 | $ 329,820 | $ 28,432 | $ | $ | $ (88,424) | $ 1,579,970 |
| Salaries, wages and benefits | 339,156 | 269,038 | 232,138 | 53,731 | 285,869 | 21,291 | 29,979 | | (31) | 945,302 |
| Supplies | 82,476 | 26,724 | 799 | 54 | 853 | 1,033 | 209 | | | 111,295 |
| Rent | 55,367 | 49,938 | 1,392 | 78 | 1,470 | 615 | 578 | | | 107,968 |
| Other operating expenses | 183,522 | 183,024 | 8,321 | 4,468 | 12,789 | 3,767 | 15,770 | 485 | (88,393) | 310,964 |
| Other income | | | | | | | (2,748) | | | (2,748) |
| Impairment charges | 304 | 563 | | | | | | | | 867 |
| Depreciation and amortization | 22,603 | 12,741 | 2,628 | 2,324 | 4,952 | 898 | 7,496 | | | 48,690 |
| Interest expense | 306 | 28 | | | | | 26,244 | | | 26,578 |
| Investment income | (8) | (18) | (1) | | (1) | | (265) | | | (292) |
| | 683,726 | 542,038 | 245,277 | 60,655 | 305,932 | 27,604 | 77,263 | 485 | (88,424) | 1,548,624 |
| Income from continuing operations before income taxes | $ 82,097 | $ 2,281 | $ 10,174 | $ 13,714 | $ 23,888 | $ 828 | $ (77,263) | $ (485) | $ | 31,346 |
| Provision for income taxes | | | | | | | | | | 12,814 |
| Income from continuing operations | | | | | | | | | | $ 18,532 |

| | First Quarter 2011 | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Rehabilitation division | | | | | | | | | |
| | Hospital division | Nursing center division | Skilled nursing services | Hospital services | Total | Home health and hospice division | Corporate | Transaction-related costs | Eliminations | Consolidated |
| Revenues | $ 558,974 | $ 567,472 | $ 114,618 | $ 22,490 | $ 137,108 | $ 8,038 | $ | $ | $ (79,171) | $ 1,192,421 |
| Salaries, wages and benefits | 253,062 | 273,170 | 101,886 | 16,637 | 118,523 | 6,308 | 27,666 | | (34) | 678,695 |
| Supplies | 61,847 | 27,125 | 511 | 26 | 537 | 370 | 143 | | | 90,022 |
| Rent | 40,299 | 49,384 | 1,509 | 28 | 1,537 | 189 | 44 | | | 91,453 |
| Other operating expenses | 135,680 | 179,827 | 3,062 | 495 | 3,557 | 1,370 | 13,893 | 4,179 | (79,137) | 259,369 |
| Other income | | | | | | | (2,785) | | | (2,785) |

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Depreciation and amortization | 14,278 | 11,793 | 654 | 97 | 751 | 105 | 5,622 | | | 32,549 |
| Interest expense | | 29 | | | | | 3,700 | 1,999 | | 5,728 |
| Investment income | (1) | (20) | (1) | | (1) | | (473) | | | (495) |
| | 505,165 | 541,308 | 107,621 | 17,283 | 124,904 | 8,342 | 47,810 | 6,178 | (79,171) | 1,154,536 |
| Income (loss) from continuing operations before income taxes | $ 53,809 | $ 26,164 | $ 6,997 | $ 5,207 | $ 12,204 | $ (304) | $ (47,810) | $ (6,178) | $ | 37,885 |
| Provision for income taxes | | | | | | | | | | 15,609 |
| Income from continuing operations | | | | | | | | | | $ 22,276 |

(a) Includes severance ($2.0 million) in salaries, wages and benefits and other miscellaneous costs ($0.3 million) in other operating expenses incurred in connection with the closing of a regional office and a LTAC hospital.
(b) Includes a lease cancellation charge of $1.8 million in rent expense incurred in connection with the closing of a LTAC hospital.

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**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

**Operating Data**

**(Unaudited)**

| | 2011 Quarters | | | | | First Quarter |
|---|---|---|---|---|---|---|
| | First | Second | Third | Fourth | Year | 2012 |
| **Hospital division data:** | | | | | | |
| End of period data: | | | | | | |
| Number of hospitals: | | | | | | |
| Long-term acute care | 89 | 120 | 120 | 121 | | 120 |
| Inpatient rehabilitation | | 5 | 5 | 5 | | 6 |
| | 89 | 125 | 125 | 126 | | 126 |
| Number of licensed beds: | | | | | | |
| Long-term acute care | 6,889 | 8,609 | 8,597 | 8,597 | | 8,510 |
| Inpatient rehabilitation | | 183 | 183 | 183 | | 229 |
| | 6,889 | 8,792 | 8,780 | 8,780 | | 8,739 |
| Revenue mix %: | | | | | | |
| Medicare | 60 | 60 | 60 | 62 | 60 | 62 |
| Medicaid | 8 | 8 | 8 | 7 | 8 | 6 |
| Medicare Advantage | 10 | 10 | 10 | 10 | 10 | 10 |
| Commercial insurance and other | 22 | 22 | 22 | 21 | 22 | 22 |
| Admissions: | | | | | | |
| Medicare | 8,504 | 8,913 | 11,002 | 11,682 | 40,101 | 12,400 |
| Medicaid | 1,085 | 1,163 | 1,236 | 1,163 | 4,647 | 1,025 |
| Medicare Advantage | 1,172 | 1,348 | 1,609 | 1,549 | 5,678 | 1,782 |
| Commercial insurance and other | 2,282 | 2,290 | 2,669 | 2,853 | 10,094 | 3,081 |
| | 13,043 | 13,714 | 16,516 | 17,247 | 60,520 | 18,288 |
| Admissions mix %: | | | | | | |
| Medicare | 65 | 65 | 67 | 68 | 66 | 68 |
| Medicaid | 8 | 8 | 7 | 7 | 8 | 5 |
| Medicare Advantage | 9 | 10 | 10 | 9 | 9 | 10 |
| Commercial insurance and other | 18 | 17 | 16 | 16 | 17 | 17 |
| Patient days: | | | | | | |
| Medicare | 219,213 | 237,257 | 275,561 | 285,358 | 1,017,389 | 304,795 |
| Medicaid | 45,650 | 45,746 | 48,911 | 48,648 | 188,955 | 45,058 |
| Medicare Advantage | 35,639 | 39,503 | 47,819 | 47,738 | 170,699 | 51,129 |
| Commercial insurance and other | 70,522 | 72,759 | 83,375 | 84,677 | 311,333 | 89,305 |
| | 371,024 | 395,265 | 455,666 | 466,421 | 1,688,376 | 490,287 |
| Average length of stay: | | | | | | |
| Medicare | 25.8 | 26.6 | 25.0 | 24.4 | 25.4 | 24.6 |

| | | | | | | |
|---|---|---|---|---|---|---|
| Medicaid | 42.1 | 39.3 | 39.6 | 41.8 | 40.7 | 44.0 |
| Medicare Advantage | 30.4 | 29.3 | 29.7 | 30.8 | 30.1 | 28.7 |
| Commercial insurance and other | 30.9 | 31.8 | 31.2 | 29.7 | 30.8 | 29.0 |
| Weighted average | 28.4 | 28.8 | 27.6 | 27.0 | 27.9 | 26.8 |
| Revenues per admission: | | | | | | |
| Medicare | $ 39,439 | $ 40,089 | $ 37,408 | $ 37,643 | $ 38,503 | $ 38,491 |
| Medicaid | 42,432 | 41,576 | 40,720 | 44,618 | 42,309 | 45,868 |
| Medicare Advantage | 46,217 | 42,708 | 43,616 | 46,154 | 44,630 | 42,632 |
| Commercial insurance and other | 54,065 | 56,850 | 57,216 | 52,465 | 55,078 | 53,733 |
| Weighted average | 42,856 | 43,271 | 41,462 | 41,330 | 42,135 | 41,876 |
| Revenues per patient day: | | | | | | |
| Medicare | $ 1,530 | $ 1,506 | $ 1,494 | $ 1,541 | $ 1,518 | $ 1,566 |
| Medicaid | 1,009 | 1,057 | 1,029 | 1,067 | 1,041 | 1,043 |
| Medicare Advantage | 1,520 | 1,457 | 1,468 | 1,498 | 1,485 | 1,486 |
| Commercial insurance and other | 1,749 | 1,789 | 1,832 | 1,768 | 1,786 | 1,854 |
| Weighted average | 1,507 | 1,501 | 1,503 | 1,528 | 1,510 | 1,562 |
| Medicare case mix index (discharged patients only) | 1.21 | 1.22 | 1.17 | 1.14 | 1.18 | 1.17 |
| Average daily census | 4,122 | 4,344 | 4,953 | 5,070 | 4,626 | 5,388 |
| Occupancy % | 68.7 | 65.5 | 62.6 | 63.5 | 64.8 | 67.4 |
| Annualized employee turnover % | 21.2 | 22.1 | 21.4 | 20.3 | | 21.8 |

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**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

**Operating Data (Continued)**

**(Unaudited)**

| | 2011 Quarters | | | | | First Quarter |
|---|---|---|---|---|---|---|
| | First | Second | Third | Fourth | Year | 2012 |
| **Nursing center division data:** | | | | | | |
| End of period data: | | | | | | |
| Number of facilities: | | | | | | |
| Nursing and rehabilitation centers: | | | | | | |
| Owned or leased | 220 | 220 | 220 | 220 | | 220 |
| Managed | 4 | 4 | 4 | 4 | | 4 |
| Assisted living facilities | 6 | 6 | 6 | 6 | | 6 |
| | 230 | 230 | 230 | 230 | | 230 |
| Number of licensed beds: | | | | | | |
| Nursing and rehabilitation centers: | | | | | | |
| Owned or leased | 26,767 | 26,687 | 26,687 | 26,663 | | 26,663 |
| Managed | 485 | 485 | 485 | 485 | | 485 |
| Assisted living facilities | 413 | 413 | 413 | 413 | | 413 |
| | 27,665 | 27,585 | 27,585 | 27,561 | | 27,561 |
| Revenue mix %: | | | | | | |
| Medicare | 38 | 37 | 36 | 33 | 36 | 34 |
| Medicaid | 37 | 38 | 38 | 40 | 38 | 39 |
| Medicare Advantage | 7 | 7 | 7 | 7 | 7 | 8 |
| Private and other | 18 | 18 | 19 | 20 | 19 | 19 |
| Patient days (a): | | | | | | |
| Medicare | 370,395 | 358,760 | 345,362 | 334,156 | 1,408,673 | 342,567 |
| Medicaid | 1,232,620 | 1,229,517 | 1,255,418 | 1,248,442 | 4,965,997 | 1,218,903 |
| Medicare Advantage | 97,460 | 94,483 | 95,751 | 95,730 | 383,424 | 101,312 |
| Private and other | 425,414 | 435,667 | 436,074 | 441,362 | 1,738,517 | 422,983 |
| | 2,125,889 | 2,118,427 | 2,132,605 | 2,119,690 | 8,496,611 | 2,085,765 |
| Patient day mix % (a): | | | | | | |
| Medicare | 17 | 17 | 16 | 16 | 17 | 16 |
| Medicaid | 58 | 58 | 59 | 59 | 58 | 59 |
| Medicare Advantage | 5 | 4 | 5 | 4 | 5 | 5 |
| Private and other | 20 | 21 | 20 | 21 | 20 | 20 |
| Revenues per patient day (a): | | | | | | |
| Medicare Part A | $ 537 | $ 544 | $ 550 | $ 491 | $ 531 | $ 484 |
| Total Medicare (including Part B) | 579 | 589 | 599 | 544 | 578 | 536 |
| Medicaid | 172 | 173 | 174 | 176 | 174 | 176 |
| Medicaid (net of provider taxes) (b) | 155 | 156 | 155 | 156 | 156 | 156 |
| Medicare Advantage | 416 | 420 | 421 | 405 | 415 | 407 |
| Private and other | 235 | 240 | 243 | 241 | 240 | 248 |
| Weighted average | 267 | 268 | 268 | 258 | 265 | 261 |
| Average daily census (a) | 23,621 | 23,279 | 23,180 | 23,040 | 23,278 | 22,920 |

| | | | | | | |
|---|---|---|---|---|---|---|
| Admissions (a) | 20,619 | 20,143 | 20,118 | 19,914 | 80,794 | 20,863 |
| Occupancy % (a) | 86.9 | 85.9 | 85.5 | 85.1 | 85.9 | 84.7 |
| Medicare average length of stay (a) | 32.9 | 33.4 | 33.0 | 32.1 | 32.8 | 31.8 |
| Annualized employee turnover % | 37.8 | 39.8 | 40.2 | 39.2 | | 36.9 |

(a) Excludes managed facilities.
(b) Provider taxes are recorded in other operating expenses for all periods presented.

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**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)**

**Operating Data (Continued)**

**(Unaudited)**

| | 2011 Quarters | | | | | First Quarter |
|---|---|---|---|---|---|---|
| | First | Second | Third | Fourth | Year | 2012 |
| **Rehabilitation division data:** | | | | | | |
| Skilled nursing rehabilitation services: | | | | | | |
| Revenue mix %: | | | | | | |
| Company-operated | 50 | 36 | 23 | 23 | 30 | 23 |
| Non-affiliated | 50 | 64 | 77 | 77 | 70 | 77 |
| Sites of service (at end of period) | 641 | 1,848 | 1,835 | 1,774 | | 1,722 |
| Revenue per site | $ 178,812 | $ 137,316 | $ 137,643 | $ 139,077 | $ 592,848 | $ 148,346 |
| Therapist productivity % | 80.6 | 81.6 | 80.5 | 80.1 | 80.4 | 80.3 |
| Hospital rehabilitation services: | | | | | | |
| Revenue mix %: | | | | | | |
| Company-operated | 94 | 54 | 29 | 32 | 42 | 38 |
| Non-affiliated | 6 | 46 | 71 | 68 | 58 | 62 |
| Sites of services (at end of period): | | | | | | |
| Inpatient rehabilitation units | 1 | 104 | 102 | 102 | | 100 |
| LTAC hospitals | 93 | 97 | 99 | 115 | | 125 |
| Sub-acute units | 8 | 22 | 23 | 25 | | 19 |
| Outpatient units | 12 | 119 | 114 | 115 | | 111 |
| Other | 5 | 8 | 7 | 8 | | 5 |
| | 119 | 350 | 345 | 365 | | 360 |
| Revenue per site | $ 188,989 | $ 199,661 | $ 202,352 | $ 192,410 | $ 783,412 | $ 206,580 |
| Annualized employee turnover % | 14.5 | 17.1 | 16.5 | 16.5 | | 19.6 |

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## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The following discussion of the Company s exposure to market risk contains forward-looking statements that involve risks and uncertainties. Given the unpredictability of interest rates as well as other factors, actual results could differ materially from those projected in such forward-looking information.

The Company s exposure to market risk relates to changes in the prime rate, federal funds rate and LIBOR which affect the interest paid on certain borrowings.

The following table provides information about the Company s financial instruments that are sensitive to changes in interest rates. The table presents principal cash flows and related weighted average interest rates by expected maturity date.

**Interest Rate Sensitivity**

**Principal (Notional) Amount by Expected Maturity**

**Average Interest Rate**

**(Dollars in thousands)**

| | Expected maturities | | | | | | | Fair value |
|---|---|---|---|---|---|---|---|---|
| | 2012 | 2013 | 2014 | 2015 | 2016 | Thereafter | Total | 3/31/12 |
| **Liabilities:** | | | | | | | | |
| Long-term debt, including amounts due within one year: | | | | | | | | |
| Fixed rate: | | | | | | | | |
| Notes | $ | $ | $ | $ | $ | $ 550,000 | $ 550,000 | $ 478,500 |
| Other | 73 | 102 | 109 | 116 | 123 | 10 | 533 | 521(a) |
| | $ 73 | $ 102 | $ 109 | $ 116 | $ 123 | $ 550,010 | $ 550,533 | $ 479,021 |
| Average interest rate | 6.0% | 6.0% | 6.0% | 6.0% | 6.0% | 8.2% | | |
| Variable rate: | | | | | | | | |
| ABL Facility (b) | $ | $ | $ | $ | $ 411,900 | $ | $ 411,900 | $ 411,900 |
| Term Loan Facility (c,d) | 5,250 | 7,000 | 7,000 | 7,000 | 7,000 | 661,500 | 694,750 | 656,539 |
| Other (e) | 174 | 233 | 233 | 3,720 | | | 4,360 | 4,360 |
| | $ 5,424 | $ 7,233 | $ 7,233 | $ 10,720 | $ 418,900 | $ 661,500 | $ 1,111,010 | $ 1,072,799 |

(a) Calculated based upon the net present value of future principal and interest payments using a discount rate of 6%.

(b) Interest on borrowings under the Company s ABL Facility is payable, at the Company s option, at a rate per annum equal to the applicable margin plus, at the Company s option, either (1) LIBOR determined by reference to the costs of funds for eurodollar deposits for the interest period relevant to such borrowing adjusted for certain additional costs, or (2) a base rate determined by reference to the highest of (a) the prime rate of JPMorgan Chase Bank, N.A., (b) the federal funds effective rate plus one-half of 1.00% and (c) LIBOR as described in subclause (1) plus 1.00%. The initial applicable margin for borrowings under the ABL Facility was 2.75% with respect to LIBOR borrowings and 1.75% with respect to base rate borrowings. The applicable margin is subject to adjustment each fiscal quarter, based upon average historical excess availability during the preceding quarter.

(c) Interest on borrowings under the Term Loan Facility is payable, at the Company s option, at a rate per annum equal to an applicable margin plus, at the Company s option, either (1) LIBOR determined by reference to the costs of funds for eurodollar deposits for the interest period

relevant to such borrowing adjusted for certain additional costs, or (2) a base rate determined by reference to the highest of (a) the prime rate of JPMorgan Chase Bank, N.A., (b) the federal funds effective rate plus one-half of 1.00% and (c) LIBOR described in subclause (1) plus 1.00%. LIBOR is subject to an interest rate floor of 1.50%. The initial applicable margin for borrowings under the Term Loan Facility was 3.75% with respect to LIBOR borrowings and 2.75% with respect to base rate borrowings. The expected maturities for the Term Loan Facility exclude the original issue discount of approximately $6 million.

(d) In December 2011, the Company entered into two interest rate swap agreements to hedge its floating interest rate on an aggregate of $225 million of outstanding Term Loan Facility debt. The interest rate swaps have an effective date of January 9, 2012, and expire on January 11, 2016. The Company is required to make payments based upon a fixed interest rate of 1.8925% calculated on the notional amount of $225 million. In exchange, the Company will receive interest on $225 million at a variable interest rate that is based upon the three-month LIBOR, subject to a minimum rate of 1.5%.

(e) Interest based upon LIBOR plus 4%.

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## ITEM 4. CONTROLS AND PROCEDURES

**Evaluation of Disclosure Controls and Procedures and Changes in Internal Control Over Financial Reporting**

The Company has carried out an evaluation under the supervision and with the participation of management, including the Company s Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company s disclosure controls and procedures. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives. Based upon this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that, as of March 31, 2012, the Company s disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed in the reports that the Company files and submits under the Exchange Act is recorded, processed, summarized and reported as and when required.

There has been no change in the Company s internal control over financial reporting during the Company s quarter ended March 31, 2012, that has materially affected, or is reasonably likely to materially affect, the Company s internal control over financial reporting.

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## PART II. OTHER INFORMATION

**Item 1. Legal Proceedings**

The Company is a party to various legal actions (some of which are not insured), and regulatory and other governmental audits and investigations in the ordinary course of business. The Company cannot predict the ultimate outcome of pending litigation and regulatory and other governmental audits and investigations. These matters could potentially subject the Company to sanctions, damages, recoupments, fines and other penalties. The DOJ, CMS or other federal and state enforcement and regulatory agencies may conduct additional investigations related to the Company s businesses in the future which may, either individually or in the aggregate, have a material adverse effect on the Company s business, financial position, results of operations and liquidity. See Note 13 of the notes to condensed consolidated financial statements for a description of the Company s other pending legal proceedings.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

**ISSUER PURCHASES OF EQUITY SECURITIES**

| Period | Total number of shares (or units) purchased (a) | Average price paid per share (or unit) (b) | Total number of shares (or units) purchased as part of publicly announced plans or programs | Maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs (a) |
|---|---|---|---|---|
| Month #1 (January 1 January 31) | | $ | | $ |
| Month #2 (February 1 February 29) | 138,241 | 12.00 | | |
| Month #3 (March 1 March 31) | 14,547 | 9.44 | | |
| Total | 152,788 | $ 11.75 | | $ |

(a) These amounts represent shares of the Company s common stock, par value $0.25 per share, withheld to offset tax withholding obligations that occurred upon the vesting and release of service-based and performance-based restricted share awards previously granted under the Company s stock-based compensation plans for its employees (the Withheld Shares ). For each employee, the total tax withholding obligation is divided by the closing price of the Company s common stock on the New York Stock Exchange on the applicable vesting date to determine the total number of Withheld Shares required to satisfy such withholding obligation.

(b) The average price per share for each period was calculated by dividing the sum of the aggregate value of the Withheld Shares by the total number of Withheld Shares.

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**PART II. OTHER INFORMATION (Continued)**

**Item 6. Exhibits**

| | |
|---|---|
| 10.1 | Amendment to Memorandum of Lease and Specific Property Lease Amendment dated as of March 1, 2012 by and between Ventas Realty, Limited Partnership, as Lessor and Kindred Healthcare, Inc. and Kindred Healthcare Operating, Inc. as Tenant. |
| 10.2 | Form of Kindred Healthcare, Inc. Restricted Share Award Agreement under the 2011 Stock Incentive Plan. |
| 10.3 | Form of Kindred Healthcare, Inc. Performance Unit Award Agreement under the 2011 Stock Incentive Plan. |
| 10.4 | Revocation of Notice of Renewal of Renewal Group 1 dated as of March 26, 2012 under that Second Amended and Restated Master Lease Agreement No. 1. |
| 31 | Rule 13a-14(a)/15d-14(a) Certifications. |
| 32 | Section 1350 Certifications. |
| 101.XML | XBRL Instance Document. * |
| 101.XSD | XBRL Taxonomy Extension Schema Document. * |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document. * |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document. * |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document. * |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document. * |

* In accordance with Regulation S-T, the XBRL-related information in Exhibit 101 to this Quarterly Report on Form 10-Q shall be deemed to be furnished and not filed.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**KINDRED HEALTHCARE, INC.**

Date: May 8, 2012

/s/ PAUL J. DIAZ
**Paul J. Diaz**
**President and**

**Chief Executive Officer**

Date: May 8, 2012

/s/ RICHARD A. LECHLEITER
**Richard A. Lechleiter**
**Executive Vice President and**

**Chief Financial Officer**