

KINDRED HEALTHCARE, INC
Form 10-Q
August 09, 2007
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 30, 2007

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
(State or other jurisdiction of
incorporation or organization)

61-1323993
(I.R.S. Employer
Identification No.)

680 South Fourth Street

Louisville, KY
(Address of principal executive offices)

(502) 596-7300

40202-2412
(Zip Code)

(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 No

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

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Large accelerated filer Accelerated filer Non-accelerated filer
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

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 July 31, 2007 |
|--------------------------------|-------------------------------------|
| Common stock, \$0.25 par value | 40,883,579 shares |

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Table of Contents**KINDRED HEALTHCARE, INC.****CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS****(Unaudited)****(In thousands, except per share amounts)**

| | Three months ended June 30, | | Six months ended June 30, | |
|--|--------------------------------|--------------|------------------------------|--------------|
| | 2007 | 2006 | 2007 | 2006 |
| Revenues | \$ 1,096,245 | \$ 1,040,814 | \$ 2,205,234 | \$ 2,037,938 |
| Salaries, wages and benefits | 603,047 | 561,284 | 1,206,599 | 1,102,264 |
| Supplies | 181,121 | 165,313 | 362,756 | 326,438 |
| Rent | 88,273 | 71,235 | 172,945 | 136,906 |
| Other operating expenses | 177,587 | 168,209 | 360,021 | 330,394 |
| Depreciation and amortization | 30,388 | 28,664 | 58,590 | 55,428 |
| Interest expense | 2,692 | 3,533 | 6,287 | 6,182 |
| Investment income | (3,617) | (3,443) | (7,450) | (7,133) |
| | 1,079,491 | 994,795 | 2,159,748 | 1,950,479 |
| Income from continuing operations before income taxes | 16,754 | 46,019 | 45,486 | 87,459 |
| Provision for income taxes | 7,111 | 19,555 | 19,318 | 36,746 |
| Income from continuing operations | 9,643 | 26,464 | 26,168 | 50,713 |
| Discontinued operations, net of income taxes: | | | | |
| Income (loss) from operations | (1,874) | 3,517 | (3,300) | 3,070 |
| Loss on divestiture of operations | (69,702) | (308) | (76,968) | (151) |
| Net income (loss) | \$ (61,933) | \$ 29,673 | \$ (54,100) | \$ 53,632 |
| Earnings (loss) per common share: | | | | |
| Basic: | | | | |
| Income from continuing operations | \$ 0.24 | \$ 0.64 | \$ 0.66 | \$ 1.29 |
| Discontinued operations: | | | | |
| Income (loss) from operations | (0.05) | 0.08 | (0.08) | 0.08 |
| Loss on divestiture of operations | (1.76) | (0.01) | (1.95) | |
| Net income (loss) | \$ (1.57) | \$ 0.71 | \$ (1.37) | \$ 1.37 |
| Diluted: | | | | |
| Income from continuing operations | \$ 0.24 | \$ 0.62 | \$ 0.65 | \$ 1.21 |
| Discontinued operations: | | | | |
| Income (loss) from operations | (0.05) | 0.08 | (0.08) | 0.07 |
| Loss on divestiture of operations | (1.71) | (0.01) | (1.91) | |
| Net income (loss) | \$ (1.52) | \$ 0.69 | \$ (1.34) | \$ 1.28 |
| Shares used in computing earnings (loss) per common share: | | | | |
| Basic | 39,591 | 41,695 | 39,403 | 39,150 |

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| | | | |
|-------------------------|--------|--------|--------|
| 40,645 | 42,956 | 40,426 | 42,082 |
| See accompanying notes. | | | |

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KINDRED HEALTHCARE, INC.
CONDENSED CONSOLIDATED BALANCE SHEET

(Unaudited)

(In thousands, except per share amounts)

| | June 30, 2007 | December 31, 2006 |
|---|------------------|----------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 17,559 | \$ 20,857 |
| Cash restricted | 5,325 | 5,757 |
| Insurance subsidiary investments | 223,940 | 227,865 |
| Accounts receivable less allowance for loss of \$55,621 June 30, 2007 and \$62,064 December 31, 2006 | 617,254 | 588,166 |
| Inventories | 48,258 | 49,533 |
| Deferred tax assets | 105,984 | 62,512 |
| Assets held for sale | 76,946 | 9,113 |
| Income taxes | 4,806 | 10,652 |
| Other | 30,257 | 28,106 |
| | 1,130,329 | 1,002,561 |
| Property and equipment | 1,027,658 | 1,027,112 |
| Accumulated depreciation | (504,642) | (475,882) |
| | 523,016 | 551,230 |
| Goodwill | 107,368 | 107,852 |
| Intangible assets less accumulated amortization of \$9,997 June 30, 2007 and \$6,925 December 31, 2006 | 114,273 | 117,345 |
| Insurance subsidiary investments | 47,242 | 52,977 |
| Deferred tax assets | 111,264 | 96,252 |
| Other | 93,329 | 87,910 |
| | \$ 2,126,821 | \$ 2,016,127 |
| LIABILITIES AND STOCKHOLDERS EQUITY | | |
| Current liabilities: | | |
| Accounts payable | \$ 133,025 | \$ 158,085 |
| Salaries, wages and other compensation | 271,984 | 280,039 |
| Due to third party payors | 32,172 | 27,784 |
| Professional liability risks | 67,974 | 65,497 |
| Other accrued liabilities | 92,108 | 75,522 |
| Long-term debt due within one year | 74 | 71 |
| | 597,337 | 606,998 |
| Long-term debt | 252,052 | 130,090 |
| Professional liability risks | 198,426 | 184,749 |
| Deferred credits and other liabilities | 117,727 | 98,712 |
| Commitments and contingencies | | |
| Stockholders' equity: | | |
| Common stock, \$0.25 par value; authorized 175,000 shares; issued 40,917 shares June 30, 2007 and 39,978 shares December 31, 2006 | 10,229 | 9,994 |
| Capital in excess of par value | 812,594 | 793,054 |

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| | | |
|--|--------------|--------------|
| Accumulated other comprehensive income | 1,707 | 1,246 |
| Retained earnings | 136,749 | 191,284 |
| | 961,279 | 995,578 |
| | \$ 2,126,821 | \$ 2,016,127 |

See accompanying notes.

Table of Contents**KINDRED HEALTHCARE, INC.****CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS****(Unaudited)****(In thousands)**

| | Three months ended | | Six months ended | |
|--|--------------------|------------------|------------------|------------------|
| | 2007 | June 30, 2006 | 2007 | June 30, 2006 |
| Cash flows from operating activities: | | | | |
| Net income (loss) | \$ (61,933) | \$ 29,673 | \$ (54,100) | \$ 53,632 |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities: | | | | |
| Depreciation and amortization | 31,682 | 30,439 | 61,103 | 58,893 |
| Amortization of stock-based compensation costs | 4,572 | 5,269 | 8,152 | 9,963 |
| Provision for doubtful accounts | 9,687 | 10,172 | 16,882 | 18,889 |
| Deferred income taxes | (9,484) | (14,937) | (14,915) | (14,937) |
| Loss on divestiture of discontinued operations | 69,702 | 308 | 76,968 | 151 |
| Other | (863) | 155 | (1,515) | (1,449) |
| Change in operating assets and liabilities: | | | | |
| Accounts receivable | 1,764 | (32,156) | (45,428) | (125,834) |
| Inventories and other assets | 2,808 | 8,965 | (2,910) | (10,012) |
| Accounts payable | (5,523) | 2,390 | (16,614) | 6,039 |
| Income taxes | 10,894 | 3,386 | 27,081 | 19,680 |
| Due to third party payors | 6,570 | (3,273) | 4,388 | (6,956) |
| Other accrued liabilities | 13,458 | 2,219 | 21,500 | 10,181 |
| Net cash provided by operating activities | 73,334 | 42,610 | 80,592 | 18,240 |
| Cash flows from investing activities: | | | | |
| Purchase of property and equipment | (44,734) | (36,740) | (78,756) | (62,035) |
| Acquisitions | (175,612) | (508) | (215,254) | (123,581) |
| Sale of assets | 2,740 | | 79,906 | 10,305 |
| Purchase of insurance subsidiary investments | (41,201) | (43,549) | (91,879) | (84,280) |
| Sale of insurance subsidiary investments | 46,797 | 36,324 | 98,284 | 94,884 |
| Net change in insurance subsidiary cash and cash equivalents | (20,312) | 2,679 | 4,681 | (5,473) |
| Net change in other investments | 14 | 1,844 | 14 | 1,844 |
| Other | 3,691 | 668 | (3,423) | 2,960 |
| Net cash used in investing activities | (228,617) | (39,282) | (206,427) | (165,376) |
| Cash flows from financing activities: | | | | |
| Proceeds from borrowings under revolving credit | 439,000 | 408,800 | 875,800 | 655,300 |
| Repayment of borrowings under revolving credit | (300,400) | (377,900) | (753,800) | (512,700) |
| Repayment of long-term debt | (18) | (1,533) | (35) | (2,973) |
| Payment of deferred financing costs | (235) | (461) | (306) | (947) |
| Issuance of common stock | 8,878 | 142,898 | 9,748 | 143,188 |
| Repurchase of common stock | | (194,310) | | (194,310) |
| Other | 5,854 | 10,201 | (8,870) | (8,807) |
| Net cash provided by (used in) financing activities | 153,079 | (12,305) | 122,537 | 78,751 |

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| | | | | |
|--|-----------|-----------|-----------|-----------|
| Change in cash and cash equivalents | (2,204) | (8,977) | (3,298) | (68,385) |
| Cash and cash equivalents at beginning of period | 19,763 | 24,012 | 20,857 | 83,420 |
| Cash and cash equivalents at end of period | \$ 17,559 | \$ 15,035 | \$ 17,559 | \$ 15,035 |

Supplemental information:

| | | | | |
|---------------------|----------|----------|----------|----------|
| Interest payments | \$ 2,289 | \$ 3,050 | \$ 6,229 | \$ 5,127 |
| Income tax payments | 3,141 | 33,308 | 3,399 | 33,925 |

See accompanying notes.

Table of Contents**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 hospitals, nursing centers and a contract rehabilitation services business across the United States (collectively, the Company). At June 30, 2007, the Company's hospital division operated 81 long-term acute care (LTAC) hospitals in 23 states. The Company's health services division operated 227 nursing centers in 27 states. The Company operated a contract rehabilitation services business which provides rehabilitative services primarily in long-term care settings. At June 30, 2007, the Company's former pharmacy division operated an institutional pharmacy business with 44 pharmacies in 25 states and a pharmacy management business servicing substantially all of the Company's hospitals.

On July 31, 2007, the Company completed the Spin-off Transaction (as defined below). See Note 12.

In recent years, the Company has completed several transactions related to the divestiture of unprofitable hospitals, nursing centers and other healthcare businesses to improve its future operating results. For accounting purposes, the operating results of these businesses and the gains or losses associated with these transactions have been classified as discontinued operations in the accompanying unaudited condensed consolidated statement of operations for all periods presented. Assets not sold at June 30, 2007 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 2 for a summary of discontinued operations.

Impact of recent accounting pronouncement

In September 2006, the Financial Accounting Standards Board (the FASB) issued Statement of Financial Accounting Standards (SFAS) No. 157 (SFAS 157), 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. SFAS 157 is effective for fiscal years beginning after November 15, 2007. The adoption of SFAS 157 is not expected to have a material impact on the Company's financial position, results of operations or liquidity.

Comprehensive income (loss)

The following table sets forth the computation of comprehensive income (loss) (in thousands):

| | Three months ended | | Six months ended | |
|---|--------------------|------------------|--------------------|------------------|
| | June 30, | | June 30, | |
| | 2007 | 2006 | 2007 | 2006 |
| Net income (loss) | \$ (61,933) | \$ 29,673 | \$ (54,100) | \$ 53,632 |
| Net unrealized investment gains (losses), net of income taxes | 372 | (98) | 461 | (103) |
| Comprehensive income (loss) | \$ (61,561) | \$ 29,575 | \$ (53,639) | \$ 53,529 |

Other information

The accompanying unaudited condensed consolidated financial statements 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

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KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 1 BASIS OF PRESENTATION (Continued)

Other information (Continued)

consolidated financial statements of the Company for the year ended December 31, 2006 filed with the Securities and Exchange Commission (the SEC) on Form 10-K. The accompanying condensed consolidated balance sheet at December 31, 2006 was derived from audited 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.

Reclassifications

Certain prior period amounts have been reclassified to conform with the current period presentation. These changes did not have any impact on the Company's financial position, results of operations or liquidity.

NOTE 2 DISCONTINUED OPERATIONS

In accordance with SFAS No. 144 (SFAS 144), Accounting for the Impairment or Disposal of Long-Lived Assets, the divestitures discussed in Note 1 have been accounted for as discontinued operations. Accordingly, the results of operations of these businesses for all periods presented and the gains or losses related to these divestitures have been classified as discontinued operations, net of income taxes, in the accompanying unaudited condensed consolidated statement of operations. At June 30, 2007, the Company held for sale 21 nursing centers and one LTAC hospital.

Facility dispositions

On June 29, 2007, the Company purchased for resale 21 nursing centers and one LTAC hospital (collectively, the Facilities) previously leased from Ventas, Inc. (Ventas) for \$171.5 million (the Facility Acquisitions). In addition, the Company paid Ventas a lease termination fee of \$3.5 million.

The Facilities, which contain 2,634 licensed nursing center beds and 220 licensed hospital beds, generated pretax losses of approximately \$10 million for the year ended December 31, 2006.

The Company intends to complete the divestiture of all of the Facilities by December 31, 2007. The Company expects to generate between \$80 million and \$90 million in proceeds from the sale of the Facilities and the related operations. The Company recorded a pretax loss of \$112.7 million (\$69.3 million net of income taxes) in the second quarter of 2007 related to these planned divestitures.

On January 31, 2007, the Company acquired from Health Care Property Investors, Inc. (HCP) the real estate related to 11 unprofitable leased nursing centers operated by the Company for resale in exchange for the real estate related to three hospitals previously owned by the Company (the HCP Transaction). As part of the HCP Transaction, the Company will continue to operate the hospitals under a long-term lease arrangement with HCP. In addition, the Company paid HCP a one-time cash payment of approximately \$36 million. The Company also amended its existing master lease with HCP to (1) terminate the current annual rent of approximately \$9.9 million on the 11 nursing centers, (2) add the three hospitals to the master lease with a current annual rent of approximately \$6.3 million and (3) extend the initial expiration date of the master lease until January 31, 2017 except for one hospital which has an expiration date of January 31, 2022.

Table of Contents**KINDRED HEALTHCARE, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)****NOTE 2 DISCONTINUED OPERATIONS (Continued)***Facility dispositions (Continued)*

During the six months ended June 30, 2007, the Company sold all of the nursing centers acquired in the HCP Transaction and received proceeds of \$77.9 million. In addition, the Company terminated a nursing center lease with another landlord in the second quarter of 2007. The Company recorded a pretax loss related to these divestitures of \$13.4 million (\$8.2 million net of income taxes) during the six months ended June 30, 2007.

Discontinued operations summary

Discontinued operations included favorable pretax adjustments of \$9.9 million for the second quarter of 2006 and \$16.9 million for the six months ended June 30, 2006 resulting from a change in estimate for professional liability reserves related to prior years.

A summary of discontinued operations follows (in thousands):

| | Three months ended June 30, | | Six months ended June 30, | |
|--|--------------------------------|-----------|------------------------------|------------|
| | 2007 | 2006 | 2007 | 2006 |
| Revenues | \$ 40,812 | \$ 59,983 | \$ 89,645 | \$ 121,554 |
| Salaries, wages and benefits | 22,375 | 31,977 | 49,360 | 66,642 |
| Supplies | 2,537 | 3,511 | 5,497 | 7,869 |
| Rent | 2,620 | 6,146 | 6,086 | 12,311 |
| Other operating expenses | 15,029 | 10,857 | 31,551 | 26,280 |
| Depreciation | 1,294 | 1,775 | 2,513 | 3,465 |
| Interest expense | 3 | 1 | 4 | 1 |
| Investment income | | (3) | (1) | (6) |
| | 43,858 | 54,264 | 95,010 | 116,562 |
| Income (loss) from operations before income taxes | (3,046) | 5,719 | (5,365) | 4,992 |
| Income tax provision (benefit) | (1,172) | 2,202 | (2,065) | 1,922 |
| Income (loss) from operations | (1,874) | 3,517 | (3,300) | 3,070 |
| Loss on divestiture of operations, net of income taxes | (69,702) | (308) | (76,968) | (151) |
| | \$ (71,576) | \$ 3,209 | \$ (80,268) | \$ 2,919 |

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

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| | Three months ended | | Six months ended | |
|--------------------------|--------------------|-----------|------------------|------------|
| | June 30, | | June 30, | |
| | 2007 | 2006 | 2007 | 2006 |
| Revenues: | | | | |
| Hospital division: | | | | |
| Hospitals | \$ 3,762 | \$ 3,746 | \$ 7,793 | \$ 10,368 |
| Ancillary services | | | | 1 |
| | 3,762 | 3,746 | 7,793 | 10,369 |
| Health services division | 37,050 | 56,237 | 81,852 | 111,185 |
| | \$ 40,812 | \$ 59,983 | \$ 89,645 | \$ 121,554 |

Table of Contents**KINDRED HEALTHCARE, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)****NOTE 2 DISCONTINUED OPERATIONS (Continued)***Discontinued operations summary (Continued)*

| | Three months ended June 30, | | Six months ended June 30, | |
|--------------------------|--|-------------|--------------------------------------|-------------|
| | 2007 | 2006 | 2007 | 2006 |
| Operating income: | | | | |
| Hospital division: | | | | |
| Hospitals | \$ 550 | \$ 491 | \$ 1,532 | \$ 1,275 |
| Ancillary services | | | | |
| | 550 | 491 | 1,532 | 1,275 |
| Health services division | 321 | 13,147 | 1,705 | 19,488 |
| | \$ 871 | \$ 13,638 | \$ 3,237 | \$ 20,763 |
| Rent: | | | | |
| Hospital division: | | | | |
| Hospitals | \$ 255 | \$ 490 | \$ 516 | \$ 1,012 |
| Ancillary services | | | | |
| | 255 | 490 | 516 | 1,012 |
| Health services division | 2,365 | 5,656 | 5,570 | 11,299 |
| | \$ 2,620 | \$ 6,146 | \$ 6,086 | \$ 12,311 |
| Depreciation: | | | | |
| Hospital division: | | | | |
| Hospitals | \$ 99 | \$ 206 | \$ 198 | \$ 411 |
| Ancillary services | | | | |
| | 99 | 206 | 198 | 411 |
| Health services division | 1,195 | 1,569 | 2,315 | 3,054 |
| | \$ 1,294 | \$ 1,775 | \$ 2,513 | \$ 3,465 |

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

| | June 30, 2007 | December 31, 2006 |
|-----------------|--------------------------|------------------------------|
| Current assets: | | |

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| | | |
|---|-----------|----------|
| Property and equipment, net | \$ 76,350 | \$ 8,802 |
| Other | 596 | 311 |
| | 76,946 | 9,113 |
| Current liabilities (included in other accrued liabilities) | (2,569) | (1,376) |
| | \$ 74,377 | \$ 7,737 |

NOTE 3 SIGNIFICANT QUARTERLY ADJUSTMENTS

Operating results for the second quarter of 2007 included a pretax charge of \$2.8 million for professional fees and other costs incurred in connection with the recently completed Spin-off Transaction and a pretax charge of \$3.4 million for employee severance costs. The Company also recorded a pretax charge of \$4.6 million related to an unfavorable judgment rendered in connection with a civil dispute with a hospital vendor. In addition,

Table of Contents**KINDRED HEALTHCARE, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)****NOTE 3 SIGNIFICANT QUARTERLY ADJUSTMENTS (Continued)**

operating results for the second quarter of 2007 included pretax income of \$5.5 million related to a favorable settlement of a rehabilitation therapy contract dispute from prior years. For the six months ended June 30, 2007, the Company recorded a pretax charge of \$6.9 million for professional fees and other costs incurred in connection with the recently completed Spin-off Transaction.

Operating results included income related to the favorable settlement of prior year hospital Medicare cost reports that aggregated \$4.3 million for the second quarter of 2006 and \$6.1 million for the six months ended June 30, 2006.

Operating results for the second quarter of 2006 included a \$3.3 million pretax charge in connection with the settlement of a prior year tax dispute and a pretax charge of \$1 million for investment banking services and costs related to the rent reset issue with Ventas. For the six months ended June 30, 2006, the Company recorded a \$1.3 million pretax gain from an institutional pharmacy joint venture transaction, a pretax charge of \$2.7 million related primarily to revisions to prior estimates for accrued contract labor costs in the Company's rehabilitation division, and a pretax charge of \$2.3 million for investment banking services and costs related to the rent reset issue with Ventas.

NOTE 4 ACQUISITIONS

In February 2006, the Company acquired the operations of the LTAC hospitals, skilled nursing facilities and assisted living facilities operated by Commonwealth Communities Holdings LLC and certain of its affiliates (the Commonwealth Transaction). The Commonwealth Transaction was financed primarily through the use of the Company's revolving credit facility. Goodwill recorded in connection with the Commonwealth Transaction aggregated \$31.7 million. The purchase price also included identifiable intangible assets of \$75.9 million related to the value of acquired certificates of need with indefinite lives and other intangible assets of \$5.2 million which will be amortized over approximately three years. Additional adjustments to the purchase price of approximately \$7 million may occur through February 2008 as a result of contingent consideration in accordance with the acquisition agreement.

A summary of the Commonwealth Transaction follows (in thousands):

| | |
|---|------------|
| Fair value of assets acquired, including goodwill and other intangible assets | \$ 130,690 |
| Fair value of liabilities assumed | (7,111) |
| Net cash paid through June 30, 2006 | 123,579 |
| Additional payment of transaction costs | 123 |
| Net cash paid through June 30, 2007 | \$ 123,702 |

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The pro forma effect of the Commonwealth Transaction assuming the transaction occurred on January 1, 2006 follows (in thousands, except per share amounts):

| | Six months ended |
|-----------------------------------|-----------------------------|
| | June 30, 2006 |
| Revenues | \$ 2,077,729 |
| Income from continuing operations | 50,739 |
| Net income | 53,658 |
| Earnings per common share: | |
| Basic: | |
| Income from continuing operations | \$ 1.29 |
| Net income | \$ 1.37 |
| Diluted: | |
| Income from continuing operations | \$ 1.21 |
| Net income | \$ 1.28 |

Pro forma financial data has been derived by combining the historical financial results of the Company and the operations acquired in the Commonwealth Transaction for the period presented.

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 and other third party payors.

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

| | Three months ended | | Six months ended | |
|-------------------|---------------------------|-------------|-------------------------|-------------|
| | June 30, | | June 30, | |
| | 2007 | 2006 | 2007 | 2006 |
| Medicare | \$ 498,604 | \$ 489,755 | \$ 1,022,366 | \$ 973,661 |
| Medicaid | 275,873 | 269,091 | 549,071 | 510,021 |
| Private and other | 418,090 | 370,279 | 825,031 | 726,690 |
| | 1,192,567 | 1,129,125 | 2,396,468 | 2,210,372 |
| Eliminations: | | | | |
| Rehabilitation | (59,251) | (54,448) | (118,168) | (105,769) |
| Pharmacy | (37,071) | (33,863) | (73,066) | (66,665) |
| | (96,322) | (88,311) | (191,234) | (172,434) |

| | | | |
|--------------|--------------|--------------|--------------|
| \$ 1,096,245 | \$ 1,040,814 | \$ 2,205,234 | \$ 2,037,938 |
|--------------|--------------|--------------|--------------|

NOTE 6 EARNINGS (LOSS) PER SHARE

Earnings (loss) per common share are based upon the weighted average number of common shares outstanding during the respective periods. The diluted calculation of earnings (loss) per common share includes the dilutive effect of warrants, stock options and non-vested restricted stock.

Table of Contents**KINDRED HEALTHCARE, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)****NOTE 6 EARNINGS (LOSS) PER SHARE (Continued)**

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

| | Three months ended June 30, | | Six months ended June 30, | |
|---|--|-------------|--------------------------------------|-------------|
| | 2007 | 2006 | 2007 | 2006 |
| Earnings (loss): | | | | |
| Income from continuing operations | \$ 9,643 | \$ 26,464 | \$ 26,168 | \$ 50,713 |
| Discontinued operations, net of income taxes: | | | | |
| Income (loss) from operations | (1,874) | 3,517 | (3,300) | 3,070 |
| Loss on divestiture of operations | (69,702) | (308) | (76,968) | (151) |
| Net income (loss) | \$ (61,933) | \$ 29,673 | \$ (54,100) | \$ 53,632 |
| Shares used in the computation: | | | | |
| Weighted average shares outstanding basic computation | 39,591 | 41,695 | 39,403 | 39,150 |
| Dilutive effect of certain securities: | | | | |
| Warrants | | 540 | | 2,258 |
| Employee stock options | 633 | 409 | 604 | 394 |
| Non-vested restricted stock | 421 | 312 | 419 | 280 |
| Adjusted weighted average shares outstanding diluted computation | 40,645 | 42,956 | 40,426 | 42,082 |
| Earnings (loss) per common share: | | | | |
| Basic: | | | | |
| Income from continuing operations | \$ 0.24 | \$ 0.64 | \$ 0.66 | \$ 1.29 |
| Discontinued operations: | | | | |
| Income (loss) from operations | (0.05) | 0.08 | (0.08) | 0.08 |
| Loss on divestiture of operations | (1.76) | (0.01) | (1.95) | |
| Net income (loss) | \$ (1.57) | \$ 0.71 | \$ (1.37) | \$ 1.37 |
| Diluted: | | | | |
| Income from continuing operations | \$ 0.24 | \$ 0.62 | \$ 0.65 | \$ 1.21 |
| Discontinued operations: | | | | |
| Income (loss) from operations | (0.05) | 0.08 | (0.08) | 0.07 |
| Loss on divestiture of operations | (1.71) | (0.01) | (1.91) | |
| Net income (loss) | \$ (1.52) | \$ 0.69 | \$ (1.34) | \$ 1.28 |
| Number of antidilutive stock options and non-vested restricted stock excluded from shares used in the diluted earnings (loss) per share computation | 615 | 2,625 | 626 | 2,726 |

NOTE 7 BUSINESS SEGMENT DATA

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The Company operates four business segments: the hospital division, the health services division, the rehabilitation division and the pharmacy division. The hospital division operates LTAC hospitals and the health services division operates nursing centers. The rehabilitation division provides rehabilitation services in long-term care settings and the pharmacy division provided services to nursing centers and other healthcare providers. The Company defines operating income as earnings before interest, income taxes, depreciation, amortization and rent. Operating income reported for each of the Company's business segments excludes the allocation of corporate overhead.

Table of Contents**KINDRED HEALTHCARE, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)****NOTE 7 BUSINESS SEGMENT DATA (Continued)**

The Company identifies its segments in accordance with the aggregation provisions of SFAS No. 131, Disclosures about Segments of an Enterprise and Related Information. This information is consistent with information used by the Company in managing its businesses and aggregates businesses with similar economic characteristics.

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

| | Three months ended June 30, | | Six months ended June 30, | |
|---|--------------------------------|--------------|------------------------------|--------------|
| | 2007 | 2006 | 2007 | 2006 |
| Revenues: | | | | |
| Hospital division | \$ 437,473 | \$ 435,787 | \$ 897,279 | \$ 862,056 |
| Health services division | 496,399 | 459,036 | 982,034 | 885,638 |
| Rehabilitation division | 85,288 | 74,376 | 169,044 | 145,538 |
| Pharmacy division | 173,407 | 159,926 | 348,111 | 317,140 |
| | 1,192,567 | 1,129,125 | 2,396,468 | 2,210,372 |
| Eliminations: | | | | |
| Rehabilitation | (59,251) | (54,448) | (118,168) | (105,769) |
| Pharmacy | (37,071) | (33,863) | (73,066) | (66,665) |
| | (96,322) | (88,311) | (191,234) | (172,434) |
| | \$ 1,096,245 | \$ 1,040,814 | \$ 2,205,234 | \$ 2,037,938 |
| Income from continuing operations: | | | | |
| Operating income (loss): | | | | |
| Hospital division | \$ 85,696 | \$ 104,772 | \$ 185,444 | \$ 207,742 |
| Health services division | 71,953 | 62,598 | 133,622 | 110,675 |
| Rehabilitation division | 9,097 | 8,453 | 19,141 | 12,692 |
| Pharmacy division | 7,883 | 15,139 | 17,126 | 31,868 |
| Corporate: | | | | |
| Overhead | (38,506) | (43,257) | (76,300) | (80,591) |
| Insurance subsidiary | (1,633) | (1,697) | (3,175) | (3,544) |
| | (40,139) | (44,954) | (79,475) | (84,135) |
| Operating income | 134,490 | 146,008 | 275,858 | 278,842 |
| Rent | (88,273) | (71,235) | (172,945) | (136,906) |
| Depreciation and amortization | (30,388) | (28,664) | (58,590) | (55,428) |
| Interest, net | 925 | (90) | 1,163 | 951 |
| Income from continuing operations before income taxes | 16,754 | 46,019 | 45,486 | 87,459 |
| Provision for income taxes | 7,111 | 19,555 | 19,318 | 36,746 |

\$ 9,643 \$ 26,464 \$ 26,168 \$ 50,713

Table of Contents**KINDRED HEALTHCARE, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)****NOTE 7 BUSINESS SEGMENT DATA (Continued)**

| | Three months ended June 30, | | Six months ended June 30, | |
|--|--------------------------------|-----------|------------------------------|--------------|
| | 2007 | 2006 | 2007 | 2006 |
| Rent: | | | | |
| Hospital division | \$ 36,129 | \$ 29,099 | \$ 70,777 | \$ 55,233 |
| Health services division | 48,985 | 39,851 | 96,224 | 77,161 |
| Rehabilitation division | 1,133 | 897 | 2,202 | 1,766 |
| Pharmacy division | 1,943 | 1,316 | 3,585 | 2,596 |
| Corporate | 83 | 72 | 157 | 150 |
| | \$ 88,273 | \$ 71,235 | \$ 172,945 | \$ 136,906 |
| Depreciation and amortization: | | | | |
| Hospital division | \$ 10,027 | \$ 11,452 | \$ 19,110 | \$ 22,354 |
| Health services division | 11,825 | 9,302 | 22,806 | 17,712 |
| Rehabilitation division | 273 | 115 | 509 | 195 |
| Pharmacy division | 2,760 | 1,857 | 5,576 | 3,654 |
| Corporate | 5,503 | 5,938 | 10,589 | 11,513 |
| | \$ 30,388 | \$ 28,664 | \$ 58,590 | \$ 55,428 |
| Capital expenditures, excluding acquisitions (including discontinued operations): | | | | |
| Hospital division | \$ 25,909 | \$ 14,105 | \$ 46,674 | \$ 29,470 |
| Health services division | 10,460 | 11,151 | 17,156 | 16,376 |
| Rehabilitation division | 253 | 130 | 371 | 149 |
| Pharmacy division | 1,613 | 2,219 | 3,325 | 4,276 |
| Corporate: | | | | |
| Information systems | 5,765 | 8,958 | 10,222 | 11,472 |
| Other | 734 | 177 | 1,008 | 292 |
| | \$ 44,734 | \$ 36,740 | \$ 78,756 | \$ 62,035 |
| Assets at end of period: | | | | |
| Hospital division | | | \$ 759,904 | \$ 762,943 |
| Health services division | | | 497,168 | 427,376 |
| Rehabilitation division | | | 19,737 | 10,621 |
| Pharmacy division | | | 225,373 | 225,684 |
| Corporate | | | 624,639 | 589,503 |
| | | | \$ 2,126,821 | \$ 2,016,127 |

Goodwill:

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| | | |
|-------------------|------------|------------|
| Hospital division | \$ 61,549 | \$ 62,613 |
| Pharmacy division | 45,819 | 45,239 |
| | \$ 107,368 | \$ 107,852 |

Table of Contents**KINDRED HEALTHCARE, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)****NOTE 8 INSURANCE RISKS**

The Company insures a substantial portion of its professional liability risks and workers compensation risks through a wholly owned limited purpose insurance subsidiary. Provisions for loss for these risks are based upon independent 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 subsequent expected ultimate claims costs vary from historical provisions for loss, future earnings will be charged or credited. See Note 2.

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

| | Three months ended June 30, | | Six months ended June 30, | |
|-------------------------|--------------------------------|-----------|------------------------------|-----------|
| | 2007 | 2006 | 2007 | 2006 |
| Professional liability: | | | | |
| Continuing operations | \$ 12,870 | \$ 16,325 | \$ 30,815 | \$ 34,254 |
| Discontinued operations | 3,693 | (5,241) | 6,470 | (7,600) |
| Workers compensation: | | | | |
| Continuing operations | \$ 10,064 | \$ 10,781 | \$ 21,448 | \$ 22,680 |
| Discontinued operations | 562 | 996 | 1,195 | 2,135 |

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

| | June 30, 2007 | | | December 31, 2006 | | |
|----------------------------------|------------------------|----------------------|------------|------------------------|----------------------|------------|
| | Professional liability | Workers compensation | Total | Professional liability | Workers compensation | Total |
| Assets: | | | | | | |
| Current: | | | | | | |
| Insurance subsidiary investments | \$ 146,155 | \$ 77,785 | \$ 223,940 | \$ 158,245 | \$ 69,620 | \$ 227,865 |
| Reinsurance recoverables | 210 | | 210 | 2,291 | | 2,291 |
| | 146,365 | 77,785 | 224,150 | 160,536 | 69,620 | 230,156 |
| Non-current: | | | | | | |
| Insurance subsidiary investments | 47,242 | | 47,242 | 52,977 | | 52,977 |
| Reinsurance recoverables | 9,454 | | 9,454 | 8,565 | | 8,565 |
| Deposits | 6,250 | 1,514 | 7,764 | 7,250 | 1,507 | 8,757 |
| Other | | 273 | 273 | | 275 | 275 |
| | 62,946 | 1,787 | 64,733 | 68,792 | 1,782 | 70,574 |
| | \$ 209,311 | \$ 79,572 | \$ 288,883 | \$ 229,328 | \$ 71,402 | \$ 300,730 |

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Liabilities:

Allowance for insurance risks:

| | | | | | | |
|-------------|------------|-----------|------------|------------|-----------|------------|
| Current | \$ 67,974 | \$ 25,914 | \$ 93,888 | \$ 65,497 | \$ 27,920 | \$ 93,417 |
| Non-current | 198,426 | 63,497 | 261,923 | 184,749 | 56,971 | 241,720 |
| | \$ 266,400 | \$ 89,411 | \$ 355,811 | \$ 250,246 | \$ 84,891 | \$ 335,137 |

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KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 8 INSURANCE RISKS (Continued)

Provisions for loss for professional liability risks retained by the limited purpose insurance subsidiary have been discounted based upon independent actuarial estimates of claim payment patterns using a discount rate of 5% in each period presented. 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 \$279.5 million at June 30, 2007 and \$262.9 million at December 31, 2006.

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

NOTE 9 INCOME TAXES

In July 2006, the FASB issued FASB Interpretation No. 48 (FIN 48), Accounting for Uncertainty in Income Taxes. The interpretation clarifies the accounting for uncertain income tax issues recognized in an entity's financial statements in accordance with FASB Statement No. 109, Accounting for Income Taxes. FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return.

The Company adopted the provisions of FIN 48 on January 1, 2007. As of the date of adoption, the Company's unrecognized income tax benefits were \$7.4 million. The Company records accrued interest and penalties associated with uncertain tax positions as income tax expense in the consolidated statement of operations. As of January 1, 2007, the Company recorded \$2.1 million of accrued interest related to uncertain tax positions. To the extent the unrecognized income tax benefits become realized or the related accrued interest is no longer necessary, the Company's provision for income taxes would be favorably impacted.

The federal statute of limitations remains open for tax years 2000 through 2006. The Internal Revenue Service is currently examining tax years 2004 and 2005.

State jurisdictions generally have statutes of limitations ranging from three to five years. The state income tax impact of federal income tax changes remains subject to examination by various states for a period up to one year after formal notification to the states. Currently, the Company has various state income tax returns under examination.

Within the next 12 months, the statutes of limitations associated with certain state income tax filing positions will expire and may decrease the amount of unrecognized income tax benefits. A reduction of the liability of up to approximately \$2.9 million for unrecognized income tax benefits and up to \$1.1 million of accrued interest is reasonably possible and may favorably impact the Company's financial position and results of operations.

NOTE 10 CONTINGENCIES

Management continually evaluates contingencies based upon the best available evidence. In addition, allowances for loss 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.

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KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 10 CONTINGENCIES (Continued)

Principal contingencies are described below:

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

Professional liability risks The Company has provided for loss for professional liability risks based upon actuarially determined estimates. Ultimate claims costs may differ from the provisions for loss. See Notes 2 and 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. See Note 9.

Litigation The Company is a party to various legal actions (some of which are not insured), and regulatory and other government investigations and sanctions arising in the ordinary course of its business. The Company is unable to predict the ultimate outcome of pending litigation and regulatory and other government investigations. 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 financial position, results of operations and liquidity.

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 against 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 would be initiated by a breach of the terms of the contract or by a third party claim or event.

NOTE 11 LEASES

On April 27, 2007, the Company entered into agreements with Ventas related to the Facility Acquisitions and the renewal of the leases for all of the remaining facilities that were scheduled to expire in April 2008. In addition, the Company and Ventas amended and restated the four master lease agreements (collectively, the Amended Master Leases) to reflect several amendments. Ventas also agreed that it would not contest the Spin-off Transaction.

The Company renewed the leases for an additional five years for 49 nursing centers (approximately 5,844 licensed beds) and eight LTAC hospitals (approximately 635 licensed beds) (collectively, the Renewal Facilities). The initial lease term for the Renewal Facilities was scheduled to expire in April 2008. The existing rent payments and the annual escalators are not effected by the renewals.

In connection with the Facility Acquisitions, the Company and Ventas entered into the Amended Master Leases, which became effective immediately. The Amended Master Leases include, among other things, the following amendments:

The Company has an ongoing right to de-license 35% of the hospital beds in any hospital and 10% of the hospital beds in any Amended Master Lease for the development of sub-acute units.

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The Company is permitted to de-license 912 beds in 70 nursing centers, which will allow the Company to reduce multiple bed wards and enhance the quality of life for its residents and improve the marketability of these facilities to Medicare, managed care and private pay patients and residents.

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KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 11 LEASES (Continued)

Insurance provisions were modified (1) to expand the number of third party insurers that are permitted to insure the Company's professional liability exposure and (2) to provide a one-time right for the Company to commute certain insurance policies that may result in the refund of insurance premiums for prior years.

Two lease renewal bundles contained in Amended Master Lease No. 3 were combined.

Ventas obtained enhanced reporting and inspection rights.

NOTE 12 SUBSEQUENT EVENTS

Credit facility amendments

On July 18, 2007, the Company completed certain amendments to its revolving credit facility. Under the terms of the amended and restated revolving credit facility, the aggregate amount of the credit was increased to \$500 million and may be further increased to \$600 million at the Company's option if certain conditions are met. The term of the amended and restated revolving credit facility was extended by an additional three years until July 2012. The amended and restated revolving credit facility also establishes permitted acquisitions and certain investments by the Company at \$500 million in the aggregate and allows for up to \$150 million of certain restricted payments including, among other things, the repurchase of common stock and payment of cash dividends. Prior to the amendment, the Company's unused permitted acquisition limit approximated \$216 million. The amended and restated revolving credit facility also allowed for the consummation of the Spin-off Transaction.

Interest rates under the amended and restated revolving credit facility will be based upon, at the Company's option, (a) LIBOR plus the applicable margin or (b) the applicable margin plus the higher of the prime rate or 0.5% over the federal funds rate. The applicable margin in the amended and restated revolving credit facility represents a decrease of 75 basis points from the previous pricing.

Outstanding borrowings under the revolving credit facility were \$251 million at June 30, 2007. This amount included \$175 million of borrowings to finance the Facility Acquisitions.

Spin-off transaction

On July 31, 2007, the Company completed the spin-off of its former institutional pharmacy business, Kindred Pharmacy Services, Inc. (KPS), and the immediate subsequent combination of KPS with the former institutional pharmacy business of AmerisourceBergen Corporation to form a new, independent, publicly traded company named PharMerica Corporation (the Spin-off Transaction). In connection with the Spin-off Transaction, KPS made a one-time tax-free cash distribution of \$125 million to the Company on July 31, 2007.

For accounting purposes, effective at the close of business on July 31, 2007, the financial position of KPS will be eliminated from the balance sheet of the Company and beginning August 1, 2007, the future operating results of KPS will no longer be included in the operating results of the Company. For periods prior to August 1, 2007, the historical operating results of KPS will continue to be included in the historical continuing operations of the Company. In accordance with SFAS 144, KPS will not be reported as a discontinued operation of the Company because of the significance of the expected continuing cash flows between KPS and the Company under ancillary service contracts for services to be provided by KPS to the Company's hospitals and nursing centers.

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KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 12 SUBSEQUENT EVENTS (Continued)

Stock repurchases

On August 7, 2007, the Company's Board of Directors authorized up to \$100 million in common stock repurchases. The authorization allows for repurchases of up to \$50 million of common stock during 2007 and the remainder during 2008. The Company intends to finance any repurchases from operating cash flows or from borrowings under its revolving credit facility. The authorization includes both open market purchases as well as private transactions.

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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 Company's ability to operate pursuant to the terms of its debt obligations and its Amended Master Leases with Ventas,

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

the Company's ability to complete the resale of the Facilities recently acquired from Ventas,

adverse developments with respect to the Company's results of operations or liquidity,

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

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

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

changes in the reimbursement rates or methods of payment from third party payors, including the Medicare and Medicaid programs, changes arising from and related to the Medicare prospective payment system for LTAC hospitals (LTAC PPS), the Medicare Prescription Drug, Improvement, and Modernization Act of 2003 (Medicare Part D), and changes in Medicare and Medicaid reimbursements for the Company's nursing centers,

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

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

the Company's ability to successfully pursue its development activities and successfully integrate new operations, including the realization of anticipated revenues, economies of scale, cost savings and productivity gains associated with such operations,

the increase in the costs of defending and insuring against alleged professional liability claims and the Company's ability to predict the estimated costs related to such claims,

the Company's ability to successfully reduce (by divestiture of operations or otherwise) its exposure to professional liability claims,

the Company's ability to successfully dispose of unprofitable facilities, and

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

Cautionary Statement (Continued)

the Company's ability to ensure and maintain an effective system of internal controls 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 quarterly adjustment information in Note 3 and the business segment data in Note 7 of the accompanying Notes to Condensed Consolidated Financial Statements should be read in conjunction with the following discussion and analysis.

The Company is a healthcare services company that through its subsidiaries operates hospitals, nursing centers and a contract rehabilitation services business across the United States. At June 30, 2007, the Company's hospital division operated 81 LTAC hospitals (6,378 licensed beds) in 23 states. The Company's health services division operated 227 nursing centers (28,962 licensed beds) in 27 states. The Company operated a contract rehabilitation services business which provides rehabilitative services primarily in long-term care settings. At June 30, 2007, the Company's former pharmacy division operated an institutional pharmacy business with 44 pharmacies in 25 states and a pharmacy management business servicing substantially all of the Company's hospitals.

On July 31, 2007, the Company completed the Spin-off Transaction. See Note 12 of the accompanying Notes to Condensed Consolidated Financial Statements.

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 and the gains or losses associated with these transactions have been classified as discontinued operations in the accompanying unaudited condensed consolidated statement of operations for all periods presented. Assets not sold at June 30, 2007 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 2 of the accompanying Notes to Condensed Consolidated Financial Statements.

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.

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

Critical Accounting Policies (Continued)

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, 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.

Operating results for the second quarter of 2006 and for the six months ended June 30, 2006 included income related to the favorable settlement of prior year hospital Medicare cost reports that aggregated \$4 million and \$6 million, respectively.

See Note 5 of the accompanying Notes to Condensed Consolidated Financial Statements for a summary of the Company's revenues.

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 and individual patients. 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 \$9 million for the second quarter of both 2007 and 2006 and totaled \$15 million and \$17 million for the six months ended June 30, 2007 and 2006, respectively.

Allowances for insurance risks

The Company insures a substantial portion of its professional liability risks and workers compensation risks through a wholly owned limited purpose insurance subsidiary. Provisions for loss for these risks are based upon independent 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 subsequent 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 limited purpose insurance subsidiary have been discounted based upon independent actuarial estimates of claim payment patterns using a discount rate of 5% in each period presented. 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

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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 (Continued)

reported. Accordingly, these liabilities are not discounted. The allowance for professional liability risks aggregated \$266 million at June 30, 2007 and \$250 million at December 31, 2006. If the Company did not discount any of the allowances for professional liability risks, these balances would have approximated \$279 million at June 30, 2007 and \$263 million at December 31, 2006.

As a result of improved professional liability underwriting results of the Company's limited purpose insurance subsidiary, the Company received distributions of \$37 million and \$34 million during the six months ended June 30, 2007 and 2006, respectively, from its limited purpose insurance subsidiary. These proceeds were used primarily to repay borrowings under the Company's revolving credit facility.

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 ultimate 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 June 30, 2007 would impact the Company's operating income by approximately \$3 million. The Company recorded a favorable pretax adjustment of approximately \$10 million in the second quarter of 2006 and \$17 million for the six months ended June 30, 2006 resulting from a change in estimate for professional liability reserves related to prior years (included in discontinued operations).

The provision for professional liability risks (continuing operations), including the cost of coverage maintained with unaffiliated commercial insurance carriers, aggregated \$13 million and \$17 million for the second quarter of 2007 and 2006, respectively, and \$31 million and \$35 million for the six months ended June 30, 2007 and 2006, 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 \$89 million at June 30, 2007 and \$85 million at December 31, 2006. The provision for workers compensation risks (continuing operations), including the cost of coverage maintained with unaffiliated commercial insurance carriers, aggregated \$11 million for the second quarter of both 2007 and 2006, and \$22 million and \$23 million for the six months ended June 30, 2007 and 2006, respectively.

See Note 8 of the accompanying Notes to Condensed Consolidated Financial Statements for a summary of the Company's insurance activities.

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 42.4% and 42.5% in the second quarter of 2007 and 2006, respectively, and 42.5% and 42.0% for the six months ended June 30, 2007 and 2006, 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 (Continued)

There are significant uncertainties with respect to capital loss and net operating loss carryforwards which 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 the realizability of the deferred tax assets is uncertain. The Company recognized deferred tax assets totaling \$217 million at June 30, 2007 and \$159 million at December 31, 2006.

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. See Note 9 of the accompanying Notes to Condensed Consolidated Financial Statements.

Valuation of long-lived assets and goodwill

The Company regularly reviews the carrying value of certain long-lived assets and the related identifiable intangible assets with respect to any events or circumstances that may indicate whether an impairment or an adjustment to the carrying value or amortization period is necessary. If circumstances suggest 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 are aggregated for purposes of evaluating the carrying values of long-lived assets.

In accordance with SFAS No. 142 (SFAS 142), 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 impairment test at the end of each year. No impairment charge was recorded at December 31, 2006 in connection with the annual impairment test.

The Company's other intangible assets with finite lives are amortized under SFAS 142 using the straight-line method over their estimated useful lives, ranging from one to 13 years.

Results of Operations - Continuing Operations

Hospital Division

Revenues were \$437 million in the second quarter of 2007 compared to \$436 million in the second quarter of 2006 and increased 4% to \$897 million for the six months ended June 30, 2007 from \$862 million in the same

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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)***

period in 2006. Revenue growth in the second quarter of 2007 was negatively affected by weakness in Medicare patient volumes and a decline in non-government reimbursement rates. Revenue growth for the six months ended June 30, 2007 was primarily a result of growth in non-government admissions, new hospital development and the Commonwealth facilities. On a same-store basis, revenues increased 1% for the second quarter of 2007 and 2% for the six months ended June 30, 2007 compared to the same periods in 2006. Revenues associated with the Commonwealth facilities approximated \$26 million and \$30 million in the second quarter of 2007 and 2006, respectively, and approximated \$55 million and \$40 million for the six months ended June 30, 2007 and 2006, respectively.

Admissions rose 2% in the second quarter of 2007 and 4% for the six months ended June 30, 2007 compared to the respective prior year periods. Non-government admissions grew 16% in the second quarter of 2007 and 18% for the six months ended June 30, 2007 compared to the respective prior year periods. On a same-store basis, admissions were relatively unchanged in both the second quarter of 2007 and for the six months ended June 30, 2007 compared to the same periods last year. Medicare same-store admissions declined 4% in both the second quarter of 2007 and for the six months ended June 30, 2007 compared to the respective prior year periods, while non-government same-store admissions increased 14% in both the second quarter of 2007 and for the six months ended June 30, 2007 compared to the same periods in 2006.

Hospital wage and benefit costs increased 5% to \$199 million in the second quarter of 2007 from \$189 million in the same period in 2006 and increased 8% to \$403 million for the six months ended June 30, 2007 from \$374 million in the same period in 2006. Average hourly wage rates grew 4% for the second quarter of 2007 and 3% for the six months ended June 30, 2007 compared to the respective prior year periods, while employee benefit costs increased 3% in the second quarter of 2007 and 6% for the six months ended June 30, 2007 compared to the respective prior year periods.

Professional liability costs were \$4 million and \$5 million in the second quarter of 2007 and 2006, respectively, and \$10 million and \$11 million for the six months ended June 30, 2007 and 2006, respectively.

Hospital operating income declined 18% to \$85 million in the second quarter of 2007 from \$104 million in the same period of 2006 and declined 11% to \$185 million for the six months ended June 30, 2007 from \$207 million in the same period of 2006. Despite increases in non-government revenues, hospital operating income declined in both periods of 2007 primarily as a result of lower Medicare patient volumes and non-government reimbursement rates. In addition, operating income in the first half of 2007 was negatively impacted by a decline in Medicare reimbursement rates resulting from certain regulatory changes that became effective July 1, 2006. Operating margins were 19.6% and 20.7% in the second quarter of 2007 and for the six months ended June 30, 2007, respectively, compared to 24.0% and 24.1% in the same prior year periods. Aggregate operating costs per patient day increased 2% and 1% in the second quarter of 2007 and for the six months ended June 30, 2007, respectively, compared to the same prior year periods. Operating losses associated with the Commonwealth facilities approximated \$1 million in the second quarter of 2007 compared to operating income of \$3 million in the second quarter of 2006. For the six months ended June 30, 2007 and June 30, 2006, the Commonwealth facilities reported operating income of \$1 million and \$4 million, respectively.

Health Services Division

Revenues increased 8% to \$497 million in the second quarter of 2007 from \$459 million in the same period in 2006 and 11% to \$982 million for the six months ended June 30, 2007 from \$886 million in the same period in

Table of Contents**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND****RESULTS OF OPERATIONS (Continued)****Results of Operations - Continuing Operations (Continued)*****Health Services Division (Continued)***

2006, primarily as a result of generally favorable reimbursement rates, new nursing center development and the Commonwealth facilities. Aggregate revenues per patient day increased 6% in both the second quarter of 2007 and for the six months ended June 30, 2007 compared to the respective prior year periods. Aggregate patient days increased 2% and 4% in the second quarter of 2007 and for the six months ended June 30, 2007, respectively, compared to the respective prior year periods. On a same-store basis, aggregate revenues increased 4% in the second quarter of 2007 and 5% for the six months ended June 30, 2007 compared to the same periods in 2006, while aggregate patient days were relatively unchanged in both the second quarter of 2007 and for the six months ended June 30, 2007 compared to the same periods in 2006. Revenues associated with the Commonwealth facilities approximated \$33 million and \$31 million in the second quarter of 2007 and 2006, respectively, and approximated \$66 million and \$41 million for the six months ended June 30, 2007 and 2006, respectively.

Nursing center wage and benefit costs increased 8% to \$258 million in the second quarter of 2007 from \$240 million in the same period in 2006 and increased 10% to \$514 million for the six months ended June 30, 2007 from \$468 million in the same period in 2006. Average hourly wage rates grew 5% for both the second quarter of 2007 and for the six months ended June 30, 2007 compared to the respective prior year periods, while employee benefit costs increased 6% in the second quarter of 2007 and 8% for the six months ended June 30, 2007 compared to the respective prior year periods.

Professional liability costs were \$8 million and \$11 million in the second quarter of 2007 and 2006, respectively, and \$20 million and \$23 million for the six months ended June 30, 2007 and 2006, respectively.

Nursing center operating income increased 15% to \$72 million in the second quarter of 2007 from \$63 million in the same period in 2006 and 21% to \$134 million for the six months ended June 30, 2007 from \$111 million in the same period in 2006. Operating income increased in both periods of 2007 primarily due to improved reimbursement rates and increases in patient days, particularly Medicare and non-government patient days. Operating margins were 14.5% and 13.6% in the second quarter of 2007 and for the six months ended June 30, 2007, respectively, compared to 13.6% and 12.5% in the same prior year periods. Aggregate operating costs per patient day increased 5% for both the second quarter of 2007 and for the six months ended June 30, 2007 compared to the same prior year periods. Operating income associated with the Commonwealth facilities approximated \$5 million and \$3 million in the second quarter of 2007 and 2006, respectively, and \$9 million and \$4 million for the six months ended June 30, 2007 and 2006, respectively.

Rehabilitation Division

Revenues increased 15% to \$85 million in the second quarter of 2007 from \$74 million in the same period in 2006 and 16% to \$169 million for the six months ended June 30, 2007 from \$145 million in the same period in 2006. The increase in revenues in both periods of 2007 was primarily attributable to growth in new customers and the volume of services provided to existing customers. Revenues derived from non-affiliated customers aggregated \$26 million and \$19 million in the second quarter of 2007 and 2006, respectively, and \$51 million and \$39 million for the six months ended June 30, 2007 and 2006, respectively.

Operating income increased 8% to \$9 million in the second quarter of 2007 compared to the same period in 2006 and 51% to \$19 million for the six months ended June 30, 2007 from \$13 million in the same period in 2006. Operating income for the second quarter of 2007 and for the six months ended June 30, 2007 was favorably impacted by growth in revenues and increased therapist productivity compared to the respective prior year periods. Operating income for the six months ended June 30, 2006 included a pretax charge of approximately \$3 million related primarily to revisions to prior estimates for accrued contract labor costs.

Table of Contents**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND****RESULTS OF OPERATIONS (Continued)****Results of Operations - Continuing Operations (Continued)*****Pharmacy Division***

Revenues increased 8% to \$173 million in the second quarter of 2007 from \$160 million in the same period in 2006 and 10% to \$348 million for the six months ended June 30, 2007 from \$317 million in the same period in 2006 due primarily to growth in non-affiliated customers, higher drug utilization and acquisitions. At June 30, 2007, the Company provided pharmacy services to customers containing 102,500 licensed beds, including 28,500 licensed beds that the Company operates. At June 30, 2006, the Company provided pharmacy services to customers containing 95,300 licensed beds, including 30,300 licensed beds that the Company operates.

Pharmacy operating income declined 48% to \$8 million in the second quarter of 2007 from \$15 million in the same period in 2006 and 46% to \$17 million for the six months ended June 30, 2007 from \$32 million in the same period in 2006. The decline in pharmacy operating income in both periods of 2007 compared to last year was primarily attributable to costs associated with the Spin-off Transaction, weaker results from pharmacies acquired in 2005, increases to the provision for doubtful accounts and competitive pricing pressures. Operating margins were 4.5% and 4.9% in the second quarter of 2007 and for the six months ended June 30, 2007, respectively, compared to 9.5% and 10.0% in the same prior year periods. The cost of goods sold as a percentage of institutional pharmacy revenues was 66.8% and 66.7% in the second quarter of 2007 and for the six months ended June 30, 2007, respectively, compared to 64.9% and 65.2% in the same prior year periods.

Pharmacy operating income for the second quarter of 2007 and for the six months ended June 30, 2007 included approximately \$3 million and \$6 million, respectively, of professional fees and other costs incurred in connection with the Spin-off Transaction. Pharmacy operating income for the six months ended June 30, 2006 included a \$1 million gain from a joint venture transaction.

Corporate Overhead

Operating income for the Company's operating divisions excludes allocations of corporate overhead. These costs aggregated \$38 million and \$76 million in the second quarter of 2007 and for the six months ended June 30, 2007, respectively, compared to \$43 million and \$80 million for the respective prior year periods. As previously discussed in Note 3 of the accompanying Notes to Condensed Consolidated Financial Statements, corporate overhead included certain adjustments. Excluding these adjustments, corporate overhead as a percentage of consolidated revenues, totaled 3.5% and 3.4% in the second quarter of 2007 and for the six months ended June 30, 2007 respectively, compared to 3.8% and 3.7% in the same prior year periods.

Corporate expenses included the operating losses of the Company's limited purpose insurance subsidiary of \$2 million and \$3 million in the second quarter of 2007 and for the six months ended June 30, 2007, respectively, compared to \$2 million and \$4 million for the respective prior year periods.

Capital Costs

Rent expense increased 24% to \$89 million in the second quarter of 2007 from \$71 million in the same period in 2006 and 26% to \$173 million for the six months ended June 30, 2007 from \$137 million in the same period in 2006. A substantial portion of the increase resulted from the Ventas rent reset, contractual inflation increases, growth in the number of leased facilities, and other development and acquisition activities. The Ventas rent reset increased rent expense by approximately \$9 million and \$18 million in the second quarter of 2007 and for the six months ended June 30, 2007, respectively, compared to the respective prior year periods.

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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)

Capital Costs (Continued)

Depreciation and amortization expense increased 6% to \$31 million in the second quarter of 2007 from \$28 million in the same period in 2006 and 6% to \$59 million for the six months ended June 30, 2007 from \$55 million in the same period in 2006. The increase was primarily the result of the Company's development and acquisition activities and its ongoing capital expenditure program.

Interest expense approximated \$2 million in the second quarter of 2007 compared to \$3 million in the second quarter of 2006 and approximated \$6 million for both six-month periods ended June 30, 2007 and 2006.

Investment income, related primarily to the Company's insurance subsidiary investments, approximated \$3 million in the second quarter of both 2007 and 2006 and approximated \$7 million for both six-month periods ended June 30, 2007 and 2006.

Consolidated Results

Income from continuing operations before income taxes declined 64% to \$16 million in the second quarter of 2007 from \$47 million in the same period in 2006 and 48% to \$45 million for the six months ended June 30, 2007 from \$88 million in the same period in 2006. Net income from continuing operations declined 64% to \$9 million in the second quarter of 2007 from \$27 million in the same period in 2006 and 48% to \$26 million for the six months ended June 30, 2007 from \$51 million in the same period in 2006.

Discontinued Operations

Net loss from discontinued operations aggregated \$1 million and \$3 million in the second quarter of 2007 and for the six months ended June 30, 2007, respectively, compared to net income of \$3 million for both respective prior year periods. Net income from discontinued operations included a favorable pretax adjustment of \$10 million for the second quarter of 2006 and \$17 million for the six months ended June 30, 2006, resulting from a change in estimate for professional liability reserves related to prior years. See Notes 2 and 8 of the accompanying Notes to Condensed Consolidated Financial Statements.

The Company recorded a pretax loss on divestiture of operations of \$113 million (\$69 million net of income taxes) in the second quarter of 2007 related to the Facility Acquisitions and planned divestitures.

The Company recorded a pretax loss on divestiture of operations related to the HCP Transaction of \$13 million (\$8 million net of income taxes) during the six months ended June 30, 2007.

Liquidity

Cash flows provided by operations (including discontinued operations) aggregated \$80 million for the six months ended June 30, 2007 compared to \$18 million for the same period in 2006. The increase in operating cash flows for the six months ended June 30, 2007 resulted primarily from improved collections in accounts receivable and lower level of income tax payments compared to the same period in 2006. During both periods, the Company maintained sufficient liquidity to fund its ongoing capital expenditure program and finance acquisitions and development activities.

Cash and cash equivalents totaled \$18 million at June 30, 2007 compared to \$21 million at December 31, 2006. Based upon the Company's existing cash levels, expected operating cash flows, capital spending (including

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

Liquidity (Continued)

planned acquisitions) and the availability of borrowings under the Company's revolving credit facility, management believes that the Company has the necessary financial resources to satisfy its expected short-term and long-term liquidity needs.

Long-term debt at June 30, 2007 aggregated \$252 million. The Company expects to continue to utilize its revolving credit facility in 2007 to fund working capital, development activities and repurchases of common stock. The Company was in compliance with the terms of its revolving credit facility at June 30, 2007.

On January 31, 2007, the Company paid \$37 million to complete the HCP Transaction. The Company also divested the 11 nursing centers acquired in the HCP Transaction during the first six months of 2007 and received proceeds of \$78 million which were used to repay borrowings under the Company's revolving credit facility.

As a result of improved professional liability underwriting results of the Company's limited purpose insurance subsidiary, the Company received distributions of \$37 million and \$34 million during the six months ended June 30, 2007 and 2006, respectively, from its limited purpose insurance subsidiary. These proceeds were used primarily to repay borrowings under the Company's revolving credit facility.

On June 29, 2007, the Company paid approximately \$176 million to complete the Facility Acquisitions with borrowings under the Company's revolving credit facility. The Company intends to complete the divestiture of all of the Facilities by December 31, 2007. The Company expects to generate between \$80 million and \$90 million in proceeds from the sale of the Facilities and the related operations. See Note 2 of the accompanying Notes to Condensed Consolidated Financial Statements.

On July 18, 2007, the Company completed certain amendments to its revolving credit facility. Under the terms of the amended and restated revolving credit facility, the aggregate amount of the credit was increased to \$500 million and may be further increased to \$600 million at the Company's option if certain conditions are met. The term of the amended and restated revolving credit facility was extended by an additional three years until July 2012. The amended and restated revolving credit facility also establishes permitted acquisitions and certain investments by the Company at \$500 million in the aggregate and allows for up to \$150 million of certain restricted payments including, among other things, the repurchase of common stock and payment of cash dividends. Prior to the amendment, the Company's unused permitted acquisition limit approximated \$216 million. The amended and restated revolving credit facility also allowed for the consummation of the Spin-off Transaction.

Interest rates under the amended and restated revolving credit facility will be based upon, at the Company's option, (a) LIBOR plus the applicable margin or (b) the applicable margin plus the higher of the prime rate or 0.5% over the federal funds rate. The applicable margin in the amended and restated revolving credit facility represents a decrease of 75 basis points from the previous pricing.

Outstanding borrowings under the revolving credit facility were \$251 million at June 30, 2007. This amount included \$175 million of borrowings to finance the Facility Acquisitions.

As discussed in Note 12 of the accompanying Notes to Condensed Consolidated Financial Statements, the Company received a tax-free distribution of \$125 million on July 31, 2007 in connection with the Spin-off Transaction. The Company used the cash distribution to reduce outstanding borrowings under the Company's revolving credit facility.

On August 7, 2007, the Company's Board of Directors authorized up to \$100 million in common stock repurchases. The authorization allows for repurchases of up to \$50 million of common stock during 2007 and the

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

Liquidity (Continued)

remainder during 2008. The Company intends to finance any repurchases from operating cash flows or from borrowings under its revolving credit facility. The authorization includes both open market purchases as well as private transactions.

Capital Resources

Excluding acquisitions, capital expenditures totaled \$79 million for the six months ended June 30, 2007 compared to \$62 million for the same period in 2006. Capital expenditures (excluding the Facility Acquisitions and other acquisitions) could approximate \$175 million to \$225 million in 2007. Management believes that its capital expenditure program is adequate to improve and equip existing facilities and complete its construction in progress. The Company's capital expenditure program is financed generally through the use of internally generated funds and borrowings under its revolving credit facility. At June 30, 2007, the estimated cost to complete and equip construction in progress approximated \$102 million.

The Commonwealth Transaction was financed primarily through borrowings under the Company's revolving credit facility.

The terms of the Company's revolving credit facility include certain covenants which limit the Company's acquisitions and annual capital expenditures. At June 30, 2007 and prior to the effectiveness of the amended and restated revolving credit facility, the Company's remaining permitted acquisition amount under its revolving credit facility aggregated \$216 million.

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 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.

On May 1, 2007, CMS issued regulatory changes regarding Medicare reimbursement for LTAC hospitals (the Final Rule) that became effective for discharges occurring on or after July 1, 2007. The Final Rule was amended on June 29, 2007 by revising the high cost outlier threshold. The Final Rule projects an overall decrease in payments to all Medicare certified LTAC hospitals of approximately 1.2%. Included in the Final Rule are (1) an increase to the standard federal payment rate of 0.71%; (2) revisions to payment methodologies impacting short stay outliers, which reduce payments by 0.9%; (3) adjustments to the wage index component of the federal payment resulting in projected reductions in payments of 0.5%; (4) an increase in the high cost outlier threshold per discharge to \$20,738, resulting in projected reductions of 0.4%; and (5) an extension of the policy known as the 25 Percent Rule to all LTAC hospitals, with a three-year phase-in, which CMS projects will not result in payment reductions for the first year of implementation. The Final Rule also states that the annual update to the long-term acute care diagnostic related groups (LTAC DRG) classifications and relative weights will be made in a budget neutral manner, effective October 1, 2007. Accordingly, the estimated aggregate payments under LTAC PPS would be unaffected by the annual recalibration of LTAC DRG payment weights.

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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 Company believes that the Final Rule could reduce its hospital Medicare payments by approximately \$22 million in the second half of 2007, including the effect of a lower than expected market basket increase.

The Final Rule expands the so-called 25 Percent Rule to all LTAC hospitals, regardless of whether they are co-located within another hospital. Under the Final Rule, all LTAC hospitals will 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 are not counted when computing the 25% limit. Admissions beyond the 25% threshold would be paid at a lower amount based upon short-term acute care hospital rates.

Under the Final Rule, the 25% threshold would be phased in over three years. Hospitals having fiscal years beginning on or after July 1, 2007 and before October 1, 2007, including most of the Company's hospitals, will have their admission cap initially established at the lesser of 75% of Medicare referrals or the actual percentage of Medicare referrals received from a primary referral source for that hospital in the base year of 2005. For most of the Company's hospitals, this initial first year cap would begin on September 1, 2007. Beginning on September 1, 2008, the cap would be reduced to the lesser of 50% of Medicare referrals or the actual percentage of Medicare referrals for that hospital in the 2005 base year. The fully phased-in cap of 25% would apply to most of the Company's hospitals after September 1, 2009.

On August 1, 2007, CMS issued final regulations regarding Medicare hospital inpatient payments to short-term acute care hospitals as well as certain provisions affecting LTAC hospitals. These regulations adopt a new system for classifying patients into diagnostic categories called Medicare Severity Diagnosis Related Groups or more specifically, for LTAC hospitals, MS-LTAC-DRGs. This new MS-LTAC-DRG system replaces the current diagnostic related group system for LTAC hospitals and becomes effective for discharges occurring on or after October 1, 2007. The MS-LTAC-DRG system creates additional severity-adjusted categories for most diagnoses, resulting in an expansion of the aggregate number of diagnostic groups from 538 to 745. CMS states that MS-LTAC-DRG weights were developed in a budget neutral manner and as such, the estimated aggregate payments under LTAC PPS would be unaffected by the annual recalibration of MS-LTAC-DRG payment weights.

Currently, CMS has regulations governing payment to LTAC hospitals that are co-located within another hospital, such as a hospital-in-hospital. Most co-located hospitals can admit up to 25% of their patients from their host hospitals and be paid according to LTAC PPS. Admissions that exceed this 25 Percent Rule are paid using the short-term hospital payment system. Patients reaching high cost outlier status in the short-term hospital are not counted when computing the 25% limit. CMS is currently phasing in this policy, which will become fully effective on September 1, 2008.

In August 2006, CMS issued the final rule to reweight LTAC DRGs, among other things, which began October 1, 2006 for the Company. CMS estimated that the effect of this rule would decrease Medicare reimbursements to LTAC hospitals by an additional 1.3%. The revised LTAC DRG reweighting is not expected to have a material impact on the Company's financial position, results of operations or liquidity.

In May 2006, CMS issued final regulatory changes regarding Medicare reimbursement to LTAC hospitals (the 2006 Hospital Medicare Rule). The 2006 Hospital Medicare Rule became effective for discharges occurring after June 30, 2006. Based upon the Company's historical Medicare patient volumes, the Company expects the 2006 Hospital Medicare Rule will reduce Medicare revenues to its hospitals associated with short-stay outliers and high cost outliers by approximately \$42 million on an annual basis. This estimate does not include the negative impact resulting from the elimination of the annual market basket adjustment to 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)

Medicare payment rates that also is contained in the 2006 Hospital Medicare Rule. The annual market basket adjustment has typically ranged between 3% and 4%, or approximately \$25 million to \$30 million annually. The 2006 Hospital Medicare Rule also extends until July 1, 2008 CMS's authority to impose a one-time prospective budget neutrality adjustment to LTAC hospital rates. This authority was previously scheduled to expire on October 1, 2006.

Operating results under LTAC PPS are subject to changes in patient acuity and expense levels in the Company's hospitals. These factors, among others, are subject to significant change. Slight variations in patient acuity 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 as patient acuity levels change. Under this system, Medicare reimbursements to the Company's hospitals are based upon a fixed payment system. Operating margins in the hospital division could be negatively impacted if the Company is unable to control the operating costs of the division. As a result of these uncertainties, the Company cannot predict the ultimate long-term impact of LTAC PPS on its hospital operating results and there can be no assurances that such regulations or operational changes resulting from these regulations will not have a material adverse impact on the Company's financial position, results of operations or liquidity. In addition, the Company can provide no assurances that LTAC PPS will not have a material adverse effect on revenues from private and commercial third party payors. Various factors, including a reduction in average length of stay, have had a negative impact on revenues from private and commercial third party payors.

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 Medicare patients must be at least 25 days. Under the previous system, compliance with the 25-day average length of stay threshold was based upon all patient discharges.

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.

In February 2006, Congress passed the Deficit Reduction Act of 2005. This legislation allows, among other things, an annual \$1,740 Medicare Part B outpatient therapy cap, effective January 1, 2006. The legislation also requires CMS to implement a broad process for reviewing medically necessary therapy claims, creating an exception to the cap. This exception process, which was set to expire on January 1, 2007, was included in the Tax Relief and Health Care Act of 2006 and will continue to function as an exception to the Medicare Part B outpatient therapy cap until January 1, 2008.

In January 2006, Medicare Part D implemented a major expansion of the Medicare program through the introduction of a prescription drug benefit. Medicare beneficiaries who also are entitled to benefits under a state Medicaid program (so-called "dual eligibles") will have their outpatient prescription drug costs covered by the Medicare drug benefit, subject to certain limitations. Most of the nursing center residents that our former pharmacy division served whose drug costs were previously covered by state Medicaid programs are dual eligibles who qualify for the new Medicare drug benefit. Accordingly, Medicaid is no longer a primary payor for the pharmacy services provided to these residents.

The first year of Medicare Part D resulted in significant challenges to the Company's former institutional pharmacy business as well as the institutional pharmacy industry. These challenges included, but were not

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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)

limited to, the inability of the Medicare Part D program to accurately reflect dual eligible residents, inaccurate reimbursement associated with Medicare co-payments and extensive prior authorization and other processes mandated by the private prescription drug plan sponsors.

The Company believes that its operating margins may continue to be under pressure as the growth in operating expenses, particularly professional liability, and 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.

Table of Contents**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)**

| | 2006 Quarters | | | | 2007 Quarters | |
|---|---------------|--------------|--------------|--------------|---------------|--------------|
| | First | Second | Third | Fourth | First | Second |
| Revenues | \$ 997,124 | \$ 1,040,814 | \$ 1,024,144 | \$ 1,067,970 | \$ 1,108,989 | \$ 1,096,245 |
| Salaries, wages and benefits | 540,980 | 561,284 | 567,716 | 573,126 | 603,552 | 603,047 |
| Supplies | 161,125 | 165,313 | 168,379 | 181,509 | 181,635 | 181,121 |
| Rent | 65,671 | 71,235 | 78,458 | 82,299 | 84,672 | 88,273 |
| Other operating expenses | 162,185 | 168,209 | 168,683 | 170,405 | 182,434 | 177,587 |
| Depreciation and amortization | 26,764 | 28,664 | 30,808 | 31,186 | 28,202 | 30,388 |
| Interest expense | 2,649 | 3,533 | 4,667 | 3,071 | 3,595 | 2,692 |
| Investment income | (3,690) | (3,443) | (3,528) | (3,834) | (3,833) | (3,617) |
| | 955,684 | 994,795 | 1,015,183 | 1,037,762 | 1,080,257 | 1,079,491 |
| Income from continuing operations before income taxes | 41,440 | 46,019 | 8,961 | 30,208 | 28,732 | 16,754 |
| Provision for income taxes | 17,191 | 19,555 | 4,397 | 8,822 | 12,207 | 7,111 |
| Income from continuing operations | 24,249 | 26,464 | 4,564 | 21,386 | 16,525 | 9,643 |
| Discontinued operations, net of income taxes: | | | | | | |
| Income (loss) from operations | (447) | 3,517 | (1,752) | 762 | (1,426) | (1,874) |
| Gain (loss) on divestiture of operations | 157 | (308) | 126 | (7) | (7,266) | (69,702) |
| Net income (loss) | \$ 23,959 | \$ 29,673 | \$ 2,938 | \$ 22,141 | \$ 7,833 | \$ (61,933) |
| Earnings (loss) per common share: | | | | | | |
| Basic: | | | | | | |
| Income from continuing operations | \$ 0.66 | \$ 0.64 | \$ 0.12 | \$ 0.55 | \$ 0.42 | \$ 0.24 |
| Discontinued operations: | | | | | | |
| Income (loss) from operations | (0.01) | 0.08 | (0.05) | 0.02 | (0.03) | (0.05) |
| Gain (loss) on divestiture of operations | | (0.01) | | | (0.19) | (1.76) |
| Net income (loss) | \$ 0.65 | \$ 0.71 | \$ 0.07 | \$ 0.57 | \$ 0.20 | \$ (1.57) |
| Diluted: | | | | | | |
| Income from continuing operations | \$ 0.59 | \$ 0.62 | \$ 0.11 | \$ 0.54 | \$ 0.41 | \$ 0.24 |
| Discontinued operations: | | | | | | |
| Income (loss) from operations | (0.01) | 0.08 | (0.04) | 0.02 | (0.03) | (0.05) |
| Gain (loss) on divestiture of operations | | (0.01) | | | (0.18) | (1.71) |
| Net income (loss) | \$ 0.58 | \$ 0.69 | \$ 0.07 | \$ 0.56 | \$ 0.20 | \$ (1.52) |

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Shares used in computing earnings (loss) per
common share:

| | | | | | | |
|---------|--------|--------|--------|--------|--------|--------|
| Basic | 36,576 | 41,695 | 39,014 | 39,120 | 39,212 | 39,591 |
| Diluted | 41,091 | 42,956 | 39,769 | 39,784 | 39,997 | 40,645 |

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

Operating Data**(Unaudited)****(In thousands)**

| | 2006 Quarters | | | | 2007 Quarters | |
|--|---------------|--------------|--------------|--------------|---------------|-----------------|
| | First | Second | Third | Fourth | First | Second |
| Revenues: | | | | | | |
| Hospital division | \$ 426,269 | \$ 435,787 | \$ 402,884 | \$ 445,730 | \$ 459,806 | \$ 437,473 |
| Health services division | 426,602 | 459,036 | 463,944 | 469,738 | 485,635 | 496,399 |
| Rehabilitation division | 71,162 | 74,376 | 76,003 | 78,565 | 83,756 | 85,288 |
| Pharmacy division | 157,214 | 159,926 | 170,443 | 165,025 | 174,704 | 173,407 |
| | 1,081,247 | 1,129,125 | 1,113,274 | 1,159,058 | 1,203,901 | 1,192,567 |
| Eliminations: | | | | | | |
| Rehabilitation | (51,321) | (54,448) | (54,394) | (55,374) | (58,917) | (59,251) |
| Pharmacy | (32,802) | (33,863) | (34,736) | (35,714) | (35,995) | (37,071) |
| | (84,123) | (88,311) | (89,130) | (91,088) | (94,912) | (96,322) |
| | \$ 997,124 | \$ 1,040,814 | \$ 1,024,144 | \$ 1,067,970 | \$ 1,108,989 | \$ 1,096,245 |
| Income from continuing operations: | | | | | | |
| Operating income (loss): | | | | | | |
| Hospital division | \$ 102,970 | \$ 104,772 | \$ 73,890 | \$ 103,113 | \$ 99,748 | \$ 85,696 (a) |
| Health services division | 48,077 | 62,598 | 59,784 | 71,393 | 61,669 | 71,953 (a) |
| Rehabilitation division | 4,239 | 8,453 | 8,857 | 8,813 | 10,044 | 9,097 |
| Pharmacy division | 16,729 | 15,139 | 16,152 | 441 | 9,243 | 7,883 (b) |
| Corporate: | | | | | | |
| Overhead | (37,334) | (43,257) | (37,683) | (38,883) | (37,794) | (38,506)(a,b,c) |
| Insurance subsidiary | (1,847) | (1,697) | (1,634) | (1,947) | (1,542) | (1,633) |
| | (39,181) | (44,954) | (39,317) | (40,830) | (39,336) | (40,139) |
| Operating income | 132,834 | 146,008 | 119,366 | 142,930 | 141,368 | 134,490 |
| Rent | (65,671) | (71,235) | (78,458) | (82,299) | (84,672) | (88,273) |
| Depreciation and amortization | (26,764) | (28,664) | (30,808) | (31,186) | (28,202) | (30,388) |
| Interest, net | 1,041 | (90) | (1,139) | 763 | 238 | 925 |
| Income from continuing operations before income taxes | 41,440 | 46,019 | 8,961 | 30,208 | 28,732 | 16,754 |
| Provision for income taxes | 17,191 | 19,555 | 4,397 | 8,822 | 12,207 | 7,111 |
| | \$ 24,249 | \$ 26,464 | \$ 4,564 | \$ 21,386 | \$ 16,525 | \$ 9,643 |

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- (a) Includes employee severance costs of \$1.7 million (hospital division), \$0.7 million (health services division) and \$1.0 million (corporate overhead).
- (b) Includes professional fees and other costs incurred in connection with the recently completed Spin-off Transaction of \$2.4 million (pharmacy division) and \$0.4 million (corporate overhead).
- (c) Includes an unfavorable judgment rendered in connection with a civil dispute with a hospital vendor of \$4.6 million and a favorable settlement of a rehabilitation therapy contract dispute from prior years of \$5.5 million.

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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)**

| | 2006 Quarters | | | | 2007 Quarters | |
|--|---------------|-----------|-----------|-----------|---------------|-----------|
| | First | Second | Third | Fourth | First | Second |
| Rent: | | | | | | |
| Hospital division | \$ 26,134 | \$ 29,099 | \$ 31,950 | \$ 33,903 | \$ 34,648 | \$ 36,129 |
| Health services division | 37,310 | 39,851 | 44,053 | 45,799 | 47,239 | 48,985 |
| Rehabilitation division | 869 | 897 | 932 | 999 | 1,069 | 1,133 |
| Pharmacy division | 1,280 | 1,316 | 1,448 | 1,510 | 1,642 | 1,943 |
| Corporate | 78 | 72 | 75 | 88 | 74 | 83 |
| | \$ 65,671 | \$ 71,235 | \$ 78,458 | \$ 82,299 | \$ 84,672 | \$ 88,273 |
| Depreciation and amortization: | | | | | | |
| Hospital division | \$ 10,902 | \$ 11,452 | \$ 12,142 | \$ 11,789 | \$ 9,083 | \$ 10,027 |
| Health services division | 8,410 | 9,302 | 9,949 | 10,590 | 10,981 | 11,825 |
| Rehabilitation division | 80 | 115 | 127 | 211 | 236 | 273 |
| Pharmacy division | 1,797 | 1,857 | 2,594 | 2,587 | 2,816 | 2,760 |
| Corporate | 5,575 | 5,938 | 5,996 | 6,009 | 5,086 | 5,503 |
| | \$ 26,764 | \$ 28,664 | \$ 30,808 | \$ 31,186 | \$ 28,202 | \$ 30,388 |
| Capital expenditures, excluding acquisitions (including discontinued operations): | | | | | | |
| Hospital division | \$ 15,365 | \$ 14,105 | \$ 16,535 | \$ 24,149 | \$ 20,765 | \$ 25,909 |
| Health services division | 5,225 | 11,151 | 12,849 | 12,004 | 6,696 | 10,460 |
| Rehabilitation division | 19 | 130 | 146 | 308 | 118 | 253 |
| Pharmacy division | 2,057 | 2,219 | 2,581 | 2,994 | 1,712 | 1,613 |
| Corporate: | | | | | | |
| Information systems | 2,514 | 8,958 | 5,376 | 11,298 | 4,457 | 5,765 |
| Other | 115 | 177 | 232 | 567 | 274 | 734 |
| | \$ 25,295 | \$ 36,740 | \$ 37,719 | \$ 51,320 | \$ 34,022 | \$ 44,734 |

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

Operating Data (Continued)**(Unaudited)**

| | 2006 Quarters | | | | 2007 Quarters | |
|-------------------------------|---------------|-----------|-----------|-----------|---------------|-----------|
| | First | Second | Third | Fourth | First | Second |
| Hospital data: | | | | | | |
| End of period data: | | | | | | |
| Number of hospitals | 79 | 79 | 79 | 80 | 81 | 81 |
| Number of licensed beds | 6,127 | 6,143 | 6,139 | 6,199 | 6,319 | 6,378 |
| Revenue mix % (a): | | | | | | |
| Medicare | 64 | 62 | 60 | 58 | 60 | 58 |
| Medicaid | 7 | 9 | 10 | 13 | 10 | 10 |
| Private and other | 29 | 29 | 30 | 29 | 30 | 32 |
| Admissions: | | | | | | |
| Medicare | 7,729 | 7,278 | 6,912 | 7,403 | 7,745 | 7,160 |
| Medicaid | 913 | 1,018 | 1,031 | 1,023 | 1,067 | 1,021 |
| Private and other | 1,903 | 1,944 | 1,874 | 1,980 | 2,278 | 2,249 |
| | 10,545 | 10,240 | 9,817 | 10,406 | 11,090 | 10,430 |
| Admissions mix %: | | | | | | |
| Medicare | 73 | 71 | 70 | 71 | 70 | 69 |
| Medicaid | 9 | 10 | 11 | 10 | 10 | 10 |
| Private and other | 18 | 19 | 19 | 19 | 20 | 21 |
| Patient days: | | | | | | |
| Medicare | 209,795 | 209,644 | 198,213 | 212,602 | 213,622 | 205,545 |
| Medicaid | 37,608 | 50,155 | 51,658 | 53,650 | 53,346 | 52,286 |
| Private and other | 65,772 | 70,440 | 71,425 | 75,549 | 83,292 | 85,941 |
| | 313,175 | 330,239 | 321,296 | 341,801 | 350,260 | 343,772 |
| Average length of stay: | | | | | | |
| Medicare | 27.1 | 28.8 | 28.7 | 28.7 | 27.6 | 28.7 |
| Medicaid | 41.2 | 49.3 | 50.1 | 52.4 | 50.0 | 51.2 |
| Private and other | 34.6 | 36.2 | 38.1 | 38.2 | 36.6 | 38.2 |
| Weighted average | 29.7 | 32.2 | 32.7 | 32.8 | 31.6 | 33.0 |
| Revenues per admission (a): | | | | | | |
| Medicare | \$ 35,182 | \$ 36,959 | \$ 34,788 | \$ 35,156 | \$ 35,532 | \$ 35,373 |
| Medicaid | 34,196 | 40,107 | 40,599 | 54,035 | 42,911 | 44,265 |
| Private and other | 64,701 | 64,801 | 64,338 | 65,753 | 60,940 | 61,807 |
| Weighted average | 40,424 | 42,557 | 41,040 | 42,834 | 41,461 | 41,944 |
| Revenues per patient day (a): | | | | | | |
| Medicare | \$ 1,296 | \$ 1,283 | \$ 1,213 | \$ 1,224 | \$ 1,288 | \$ 1,232 |
| Medicaid | 830 | 814 | 810 | 1,030 | 858 | 864 |
| Private and other | 1,872 | 1,788 | 1,688 | 1,723 | 1,667 | 1,617 |
| Weighted average | 1,361 | 1,319 | 1,254 | 1,304 | 1,313 | 1,272 |
| Medicare case mix index | | | | | | |

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| | | | | | | |
|----------------------------|-------|-------|-------|-------|-------|-------|
| (discharged patients only) | 1.11 | 1.12 | 1.11 | 1.06 | 1.11 | 1.10 |
| Average daily census | 3,480 | 3,629 | 3,492 | 3,715 | 3,892 | 3,778 |
| Occupancy % | 66.1 | 64.2 | 62.0 | 65.9 | 68.4 | 65.6 |

- (a) Includes income related to certain Medicare reimbursement issues of \$1.8 million in the first quarter of 2006, \$4.3 million in the second quarter of 2006 and \$2.3 million in the fourth quarter of 2006.

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

Operating Data (Continued)**(Unaudited)**

| | 2006 Quarters | | | | 2007 Quarters | |
|--|---------------|-----------|-----------|-----------|---------------|-----------|
| | First | Second | Third | Fourth | First | Second |
| Nursing center data: | | | | | | |
| End of period data: | | | | | | |
| Number of nursing centers: | | | | | | |
| Owned or leased | 215 | 215 | 215 | 215 | 223 | 223 |
| Managed | 5 | 5 | 5 | 5 | 4 | 4 |
| | 220 | 220 | 220 | 220 | 227 | 227 |
| Number of licensed beds: | | | | | | |
| Owned or leased | 27,573 | 27,583 | 27,583 | 27,568 | 28,481 | 28,477 |
| Managed | 605 | 605 | 605 | 605 | 485 | 485 |
| | 28,178 | 28,188 | 28,188 | 28,173 | 28,966 | 28,962 |
| Revenue mix %: | | | | | | |
| Medicare | 36 | 35 | 33 | 34 | 35 | 35 |
| Medicaid | 45 | 46 | 47 | 46 | 44 | 44 |
| Private and other | 19 | 19 | 20 | 20 | 21 | 21 |
| Patient days (excludes managed facilities): | | | | | | |
| Medicare | 367,955 | 387,950 | 367,674 | 371,975 | 389,354 | 390,142 |
| Medicaid | 1,347,751 | 1,413,797 | 1,442,757 | 1,434,336 | 1,405,392 | 1,417,578 |
| Private and other | 370,701 | 403,844 | 426,256 | 426,115 | 432,145 | 448,605 |
| | 2,086,407 | 2,205,591 | 2,236,687 | 2,232,426 | 2,226,891 | 2,256,325 |
| Patient day mix %: | | | | | | |
| Medicare | 18 | 18 | 16 | 17 | 18 | 17 |
| Medicaid | 64 | 64 | 65 | 64 | 63 | 63 |
| Private and other | 18 | 18 | 19 | 19 | 19 | 20 |
| Revenues per patient day: | | | | | | |
| Medicare Part A | \$ 378 | \$ 379 | \$ 382 | \$ 399 | \$ 406 | \$ 408 |
| Total Medicare (including Part B) | 413 | 412 | 420 | 436 | 442 | 444 |
| Medicaid | 144 | 148 | 150 | 150 | 152 | 153 |
| Private and other | 218 | 221 | 220 | 218 | 231 | 237 |
| Weighted average | 204 | 208 | 208 | 210 | 218 | 220 |
| Average daily census | 23,182 | 24,237 | 24,312 | 24,266 | 24,743 | 24,795 |
| Occupancy % | 87.9 | 88.3 | 88.5 | 88.4 | 88.2 | 87.4 |
| Rehabilitation data: | | | | | | |
| Revenue mix %: | | | | | | |
| Company-operated | 78 | 78 | 75 | 74 | 74 | 69 |
| Non-affiliated | 22 | 22 | 25 | 26 | 26 | 31 |
| Pharmacy data: | | | | | | |
| Number of customer licensed beds at end of period: | | | | | | |
| Company-operated | 30,449 | 30,287 | 30,232 | 30,232 | 28,341 | 28,520 |

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| | | | | | | |
|----------------|--------|--------|---------|---------|---------|---------|
| Non-affiliated | 63,683 | 65,036 | 72,268 | 72,339 | 74,985 | 73,951 |
| | 94,132 | 95,323 | 102,500 | 102,571 | 103,326 | 102,471 |

Table of Contents**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. The information presented has been prepared utilizing certain assumptions considered reasonable in light of information currently available to the Company. 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 the London Interbank Offered Rate 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 | | | | | | Total | Fair value 6/30/07 |
|--|---------------------|-------|------------|-------|-------|------------|------------|-----------------------|
| | 2007 | 2008 | 2009 | 2010 | 2011 | Thereafter | | |
| Liabilities: | | | | | | | | |
| Long-term debt, including amounts due within one year: | | | | | | | | |
| Fixed rate | \$ 36 | \$ 76 | \$ 81 | \$ 86 | \$ 91 | \$ 556 | \$ 926 | \$ 889 |
| Average interest rate | 6.0% | 6.0% | 6.0% | 6.0% | 6.0% | 6.0% | | |
| Variable rate (a) | \$ | \$ | \$ 251,200 | \$ | \$ | \$ | \$ 251,200 | \$ 251,200 |

- (a) Interest on borrowings under the Company's revolving credit facility is payable, at the Company's option, at (1) the London Interbank Offered Rate plus an applicable margin ranging from 2.00% to 2.75% or (2) prime plus an applicable margin ranging from 1.00% to 1.75%. The applicable margin is based upon the Company's adjusted leverage ratio as defined in the Company's revolving credit facility.

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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 June 30, 2007, 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 quarter ended June 30, 2007, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Table of Contents**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 government investigations and sanctions arising in the ordinary course of its business. The Company is unable to predict the ultimate outcome of pending litigation and regulatory and other government investigations. 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 financial position, results of operations and liquidity.

Item 4. Submission of Matters to a Vote of Security Holders

The Company's Annual Meeting of Shareholders was held on May 31, 2007 in Louisville, Kentucky. At the meeting, shareholders elected a board of nine directors pursuant to the following votes:

| Director | Votes in Favor | Votes Withheld |
|------------------------|-----------------------|-----------------------|
| Edward L. Kuntz | 36,694,041 | 560,261 |
| Ann C. Berzin | 37,018,954 | 235,348 |
| Thomas P. Cooper, M.D. | 36,203,251 | 1,051,051 |
| Paul J. Diaz | 37,035,576 | 218,726 |
| Michael J. Embler | 36,126,377 | 1,127,925 |
| Garry N. Garrison | 36,203,083 | 1,051,219 |
| Isaac Kaufman | 37,005,066 | 249,236 |
| John H. Klein | 36,194,372 | 1,059,930 |
| Eddy J. Rogers, Jr. | 37,017,424 | 236,878 |

In addition to electing directors, shareholders of the Company approved a proposal to amend and restate the Company's 2001 Stock Option Plan for Non-Employee Directors (Amended and Restated) by the vote of 30,245,375 in favor, 3,446,964 against, 260,990 abstentions and no non-votes.

Also at the Annual Meeting, the Company's shareholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent auditor for fiscal year 2007 by the vote of 37,237,942 in favor, 12,636 against, 3,721 abstentions and no non-votes.

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PART II. OTHER INFORMATION (Continued)

Item 6. Exhibits

- 2.1 Amendment No. 1 To Master Transaction Agreement, dated as of June 4, 2007, among AmerisourceBergen Corporation, PharMerica, Inc., Kindred Healthcare, Inc., Kindred Healthcare Operating, Inc., Kindred Pharmacy Services, Inc., Safari Holding Corporation, Hippo Merger Corporation and Rhino Merger Corporation. Exhibit 10.1 to the Company's Current Report on Form 8-K dated June 4, 2007 (Comm. File No. 001-14057) is hereby incorporated by reference.
- 10.1 Kindred Healthcare, Inc. 2001 Equity Plan for Non-Employee Directors (Amended and Restated).
- 10.2 Consent No. 4 and Waiver dated as of April 26, 2007, pursuant to the \$400,000,000 Amended and Restated Credit Agreement dated as of June 28, 2004 among Kindred Healthcare, Inc., the Lenders party thereto, and JPMorgan Chase Bank, N.A. (formerly known as JPMorgan Chase Bank), as Administrative Agent and Collateral Agent.
- 10.3 Second Amended and Restated Master Lease Agreement No. 1 dated as of April 27, 2007 for Lease Executed by Ventas Realty, Limited Partnership, as Lessor and Kindred Healthcare, Inc. and Kindred Healthcare Operating, Inc., as Tenant.
- 10.4 Second Amended and Restated Master Lease Agreement No. 2 dated as of April 27, 2007 for Lease Executed by Ventas Realty, Limited Partnership, as Lessor and Kindred Healthcare, Inc. and Kindred Healthcare Operating, Inc., as Tenant.
- 10.5 Second Amended and Restated Master Lease Agreement No. 3 dated as of April 27, 2007 for Lease Executed by Ventas Realty, Limited Partnership, as Lessor and Kindred Healthcare, Inc. and Kindred Healthcare Operating, Inc., as Tenant.
- 10.6 Second Amended and Restated Master Lease Agreement No. 4 dated as of April 27, 2007 for Lease Executed by Ventas Realty, Limited Partnership, as Lessor and Kindred Healthcare, Inc. and Kindred Healthcare Operating, Inc., as Tenant.
- 10.7 Consent No. 5 and Waiver dated as of June 19, 2007, pursuant to the \$400,000,000 Amended and Restated Credit Agreement dated as of June 28, 2004 among Kindred Healthcare, Inc., the Lenders party thereto, and JPMorgan Chase Bank, N.A. (formerly known as JPMorgan Chase Bank), as Administrative Agent and Collateral Agent. Exhibit 10.1 to the Company's Current Report on Form 8-K dated June 19, 2007 (Comm. File No. 001-14057) is hereby incorporated by reference.
- 31 Rule 13a-14(a)/15d-14(a) Certifications.
- 32 Section 1350 Certifications.

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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: August 9, 2007

/s/ PAUL J. DIAZ
Paul J. Diaz
President and
Chief Executive Officer

Date: August 9, 2007

/s/ RICHARD A. LECHLEITER
Richard A. Lechleiter
Executive Vice President and
Chief Financial Officer