KINDRED HEALTHCARE, INC
Form 10-Q
August 11, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

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

SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2014

OR

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

SECURITIES EXCHANGE ACT OF 1934

For the transition period from to .

Commission file number: 001-14057

KINDRED HEALTHCARE, INC.

(Exact name of registrant as specified in its charter)

Delaware	61-1323993
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
680 South Fourth Street Louisville, KY	40202-2412

(Address of principal executive offices) (Zip Code)

(502) 596-7300

(Registrant's telephone number, including area code)

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

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

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

Large accelerated filer	x	Accelerated filer	¨
Non-accelerated filer	¨	Smaller reporting company	¨

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

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, 2014
Common stock, $0.25 par value	64,632,257 shares

KINDRED HEALTHCARE, INC.

FORM 10-Q

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KINDRED HEALTHCARE, INC.

CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS

(Unaudited)

(In thousands, except per share amounts)

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	2014	2013
Revenues	$1,275,964	$1,191,030	$2,562,706	$2,450,464
Salaries, wages and benefits	770,321	715,619	1,544,133	1,497,484
Supplies	80,794	80,603	162,782	164,749
Rent	80,209	77,324	161,257	153,843
Other operating expenses	261,418	227,981	511,022	458,656
Other income	(154)	(26)	(388)	(1,035)
Impairment charges	–	438	–	625
Depreciation and amortization	39,442	38,554	78,779	80,152
Interest expense	80,530	29,074	106,329	57,233
Investment income	(2,449)	(1,474)	(2,632)	(1,559)
	1,310,111	1,168,093	2,561,282	2,410,148
Income (loss) from continuing operations before income taxes	(34,147)	22,937	1,424	40,316
Provision (benefit) for income taxes	(13,082)	9,208	503	15,713
Income (loss) from continuing operations	(21,065)	13,729	921	24,603
Discontinued operations, net of income taxes:				
Loss from operations	(8,153)	(1,050)	(14,654)	(6,426)
Loss on divestiture of operations	(2,018)	(10,852)	(5,024)	(12,877)
Loss from discontinued operations	(10,171)	(11,902)	(19,678)	(19,303)
Net income (loss)	(31,236)	1,827	(18,757)	5,300
(Earnings) loss attributable to noncontrolling interests:				
Continuing operations	(4,828)	(116)	(9,357)	(583)
Discontinued operations	253	34	323	85
	(4,575)	(82)	(9,034)	(498)
Income (loss) attributable to Kindred	$(35,811)	$1,745	$(27,791)	$4,802
Amounts attributable to Kindred stockholders:				
Income (loss) from continuing operations	$(25,893)	$13,613	$(8,436)	$24,020
Loss from discontinued operations	(9,918)	(11,868)	(19,355)	(19,218)
Net income (loss)	$(35,811)	$1,745	$(27,791)	$4,802
Earnings (loss) per common share:				
Basic:				
Income (loss) from continuing operations	$(0.48)	$0.25	$(0.16)	$0.45
Discontinued operations:				
Loss from operations	(0.15)	(0.02)	(0.27)	(0.12)
Loss on divestiture of operations	(0.04)	(0.20)	(0.09)	(0.24)
Loss from discontinued operations	(0.19)	(0.22)	(0.36)	(0.36)
Net income (loss)	$(0.67)	$0.03	$(0.52)	$0.09
Diluted:				

Income (loss) from continuing operations	$(0.48)	$0.25	$ (0.16)	$0.45
Discontinued operations:				
Loss from operations	(0.15)	(0.02)	(0.27)	(0.12)
Loss on divestiture of operations	(0.04)	(0.20)	(0.09)	(0.24)
Loss from discontinued operations	(0.19)	(0.22)	(0.36)	(0.36)
Net income (loss)	$ (0.67)	$0.03	$ (0.52)	$0.09
Shares used in computing earnings (loss) per common share:				
Basic	53,714	52,265	53,180	52,164
Diluted	53,714	52,284	53,180	52,184
Cash dividends declared and paid per common share	$0.12	$–	$ 0.24	$–

See accompanying notes.

KINDRED HEALTHCARE, INC.

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (LOSS)

(Unaudited)

(In thousands)

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	2014	2013
Net income (loss)	$ (31,236)	$1,827	$ (18,757)	$5,300
Other comprehensive income (loss):				
Available-for-sale securities (Note 9):				
Change in unrealized investment gains	347	15	484	1,628
Reclassification of gains realized in net income (loss)	(2,095)	(1,228)	(2,103)	(1,109)
Net change	(1,748)	(1,213)	(1,619)	519
Interest rate swaps (Note 1):				
Change in unrealized gains (losses)	(1,966)	472	(3,046)	1,316
Reclassification of ineffectiveness realized in net income (loss)	52	(276)	84	(276)
Reclassification of (gains) losses realized in net income (loss), net of payments	802	3	797	(2)
Net change	(1,112)	199	(2,165)	1,038
Income tax expense (benefit) related to items of other comprehensive income (loss)	1,358	239	1,737	(698)
Other comprehensive income (loss)	(1,502)	(775)	(2,047)	859
Comprehensive income (loss)	(32,738)	1,052	(20,804)	6,159
Earnings attributable to noncontrolling interests	(4,575)	(82)	(9,034)	(498)
Comprehensive income (loss) attributable to Kindred	$ (37,313)	$970	$ (29,838)	$5,661

See accompanying notes.

KINDRED HEALTHCARE, INC.

CONDENSED CONSOLIDATED BALANCE SHEET

(Unaudited)

(In thousands, except per share amounts)

	June 30, 2014	December 31, 2013
ASSETS		
Current assets:		
Cash and cash equivalents	$45,416	$ 35,972
Cash – restricted	3,490	3,713
Insurance subsidiary investments	93,527	96,295
Accounts receivable less allowance for loss of $50,827 – June 30, 2014 and $41,025 – December 31, 2013	1,006,963	916,529
Inventories	25,660	25,780
Deferred tax assets	39,658	37,920
Income taxes	50,812	36,846
Other	38,651	43,673
	1,304,177	1,196,728
Property and equipment	1,942,214	1,906,366
Accumulated depreciation	(1,024,411)	(979,791)
	917,803	926,575
Goodwill	994,854	992,102
Intangible assets less accumulated amortization of $62,578 – June 30, 2014 and $52,211 – December 31, 2013	411,260	423,303
Assets held for sale	8,435	20,978
Insurance subsidiary investments	160,565	149,094
Deferred tax assets	–	17,043
Other	235,716	220,046
Total assets	$ 4,032,810	$ 3,945,869
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	$ 162,040	$ 181,772
Salaries, wages and other compensation	346,318	361,192
Due to third party payors	18,413	33,747
Professional liability risks	69,657	60,993
Other accrued liabilities	135,420	146,495
Long-term debt due within one year	10,233	8,222
	742,081	792,421
Long-term debt	1,530,340	1,579,391
Professional liability risks	243,536	246,230
Deferred tax liabilities	5,286	–
Deferred credits and other liabilities	215,855	206,611
Commitments and contingencies (Note 11)		
Equity:		
Stockholders' equity:		

Common stock, $0.25 par value; authorized 175,000 shares; issued 63,784 shares – June 30, 2014 and 54,165 shares – December 31, 2013	15,946	13,541
Capital in excess of par value	1,346,561	1,146,193
Accumulated other comprehensive loss	(2,299)	(252)
Accumulated deficit	(107,327)	(76,825)
	1,252,881	1,082,657
Noncontrolling interests	42,831	38,559
Total equity	1,295,712	1,121,216
Total liabilities and equity	$ 4,032,810	$ 3,945,869

See accompanying notes.

KINDRED HEALTHCARE, INC.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

(Unaudited)

(In thousands)

	Three months ended June 30, 2014	2013	Six months ended June 30, 2014	2013
Cash flows from operating activities:				
Net income (loss)	$ (31,236)	$ 1,827	$ (18,757)	$ 5,300
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:				
Depreciation and amortization	40,922	46,960	82,226	99,914
Amortization of stock-based compensation costs	6,378	3,840	8,963	6,088
Amortization of deferred financing costs	16,832	4,407	19,229	7,020
Payment of capitalized lender fees related to debt issuance	(19,125)	(1,600)	(19,125)	(1,600)
Provision for doubtful accounts	12,133	10,071	20,893	21,337
Deferred income taxes	17,528	(24,977)	21,503	(25,321)
Impairment charges	220	646	664	1,082
Loss on divestiture of discontinued operations	2,018	10,852	5,024	12,877
Other	70	(1,284)	2,114	(864)
Change in operating assets and liabilities:				
Accounts receivable	(41,066)	48,294	(112,895)	(19,117)
Inventories and other assets	(3,769)	4,747	(9,987)	(3,400)
Accounts payable	(5,425)	(3,288)	(18,877)	(19,078)
Income taxes	(40,476)	10,025	(11,063)	22,700
Due to third party payors	(12,354)	(8,187)	(14,367)	(9,215)
Other accrued liabilities	7,387	(48,699)	(21,262)	(19,256)
Net cash provided by (used in) operating activities	(49,963)	53,634	(65,717)	78,467
Cash flows from investing activities:				
Routine capital expenditures	(24,485)	(17,430)	(46,162)	(39,800)
Development capital expenditures	(372)	(5,086)	(1,123)	(7,474)
Acquisitions, net of cash acquired	(1,383)	(26,933)	(24,098)	(26,933)
Sale of assets	8,927	7,243	13,961	12,303
Purchase of insurance subsidiary investments	(13,179)	(11,759)	(23,293)	(22,595)
Sale of insurance subsidiary investments	17,758	15,526	26,520	25,528
Net change in insurance subsidiary cash and cash equivalents	(4,957)	(9,782)	(11,556)	(42,878)
Change in other investments	70	39	710	358
Other	17	(77)	(534)	(221)
Net cash used in investing activities	(17,604)	(48,259)	(65,575)	(101,712)
Cash flows from financing activities:				
Proceeds from borrowings under revolving credit	648,315	377,900	1,157,015	861,400
Repayment of borrowings under revolving credit	(943,715)	(385,200)	(1,369,515)	(844,400)
Proceeds from issuance of senior unsecured notes	500,000	–	500,000	–
Proceeds from issuance of term loan, net of discount	997,500	–	997,500	–

Repayment of senior unsecured notes	(550,000)	–	(550,000)	–
Repayment of term loan	(781,594)	(1,969)	(783,563)	(3,969)
Repayment of other long-term debt	(67)	(91)	(157)	(757)
Payment of deferred financing costs	(2,378)	(455)	(2,648)	(657)
Equity offering, net of offering costs	203,977	–	203,977	–
Issuance of common stock in connection with employee benefit plans	883	203	4,687	207
Dividends paid	(6,572)	–	(13,086)	–
Distributions to noncontrolling interests	(2,662)	(1,019)	(5,595)	(1,510)
Other	248	19	2,121	351
Net cash provided by (used in) financing activities	63,935	(10,612)	140,736	10,665
Change in cash and cash equivalents	(3,632)	(5,237)	9,444	(12,580)
Cash and cash equivalents at beginning of period	49,048	42,664	35,972	50,007
Cash and cash equivalents at end of period	$ 45,416	$37,427	$ 45,416	$37,427
Supplemental information:				
Interest payments	$ 68,065	$42,753	$ 79,666	$55,845
Income tax payments (refunds)	4,329	23,461	(21,565)	13,830

See accompanying notes.

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 transitional care ("TC") hospitals, inpatient rehabilitation hospitals ("IRFs"), nursing centers, assisted living facilities, a contract rehabilitation services business and a home health and hospice business across the United States (collectively, the "Company" or "Kindred"). At June 30, 2014, the Company's hospital division operated 97 TC hospitals (certified as long-term acute care ("LTAC") hospitals under the Medicare program) and five IRFs in 22 states. The Company's nursing center division operated 98 nursing centers and six assisted living facilities in 21 states. The Company's rehabilitation division provided rehabilitation services primarily in hospitals and long-term care settings. The Company's care management division (formerly known as the Company's home health and hospice division) primarily provided home health, hospice and private duty services from 153 locations in 13 states.

The Company has completed several transactions related to the divestiture or planned divestiture of unprofitable hospitals and nursing centers to improve its future operating results. For accounting purposes, the operating results of these businesses and the losses or impairments associated with these transactions have been classified as discontinued operations in the accompanying unaudited condensed consolidated statement of operations for all periods presented. Assets held for sale at June 30, 2014 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.

Recently issued accounting requirements

In June 2014, the Financial Accounting Standards Board (the "FASB") issued authoritative guidance which changes the requirements for accounting for share-based payments when the terms of an award provide that a performance target could be achieved after the requisite service period. This guidance is effective for annual and interim periods beginning on or after December 15, 2015. The adoption of this standard is not expected to have a material impact on the Company's business, financial position, net income or liquidity.

In May 2014, the FASB issued authoritative guidance which changes the requirements for recognizing revenue when entities enter into contracts with customers. Under the new provisions, an entity will recognize revenue when it transfers promised goods or services to customers in an amount that reflects what it expects in exchange for the goods or services. It also requires more detailed disclosures to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. This guidance is effective for annual and interim periods beginning on or after December 15, 2016 and early adoption is not permitted. The Company is still assessing this guidance.

In April 2014, the FASB issued authoritative guidance which changes the requirements for reporting discontinued operations. A disposal of a component of an entity or a group of components of an entity is required to be reported in discontinued operations if the disposal represents a strategic shift that has (or will have) a major effect on an entity's operations and financial results when any of the following occurs: (1) the component or group of components meets the criteria to be classified as held for sale, (2) the component or group of components is disposed of by sale, or (3) the component or group of components is disposed of other than by sale (for example, abandonment). The entity shall present separately, for each comparative period, the assets and liabilities of the discontinued operation in the statement of financial position. In addition to the required disclosures for discontinued operations, entities also will be required to provide disclosures about a disposal of an individually significant component of an entity that does not qualify for discontinued operations presentation in the financial statements. The guidance also states an entity shall expand disclosures about significant continuing involvement with a discontinued operation, until the results of operations of the discontinued operation are no longer presented in the statement of operations. The guidance is applicable prospectively for all disposals that occur within annual periods beginning on or after December 15, 2014 and early adoption is permitted. The adoption of the guidance is not expected to have a material impact on the Company’s business, financial position, net income or liquidity but may have a material impact on the Company’s income from continuing operations if planned or completed disposals of components of the Company’s business do not qualify for discontinued operations under the new guidance.

KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 1 – BASIS OF PRESENTATION (Continued)

Equity

The following table sets forth the changes in equity attributable to noncontrolling interests and equity attributable to Kindred stockholders for the six months ended June 30, 2014 and 2013 (in thousands):

For the six months ended June 30, 2014:	Amounts attributable to Kindred stockholders	Noncontrolling interests	Total equity
Balance at December 31, 2013	$ 1,082,657	$ 38,559	$ 1,121,216
Comprehensive income (loss):			
Net income (loss)	(27,791)	9,034	(18,757)
Other comprehensive loss	(2,047)	–	(2,047)
	(29,838)	9,034	(20,804)
Issuance of common stock in connection with employee benefit plans	4,687	–	4,687
Shares tendered by employees for statutory tax withholdings upon issuance of common stock	(5,790)	–	(5,790)
Income tax benefit in connection with the issuance of common stock under employee benefit plans	1,311	–	1,311
Stock-based compensation amortization	8,963	–	8,963
Equity offering, net of offering costs	203,977	–	203,977
Dividends paid	(13,086)	–	(13,086)
Contribution made by noncontrolling interests	–	833	833
Distributions to noncontrolling interests	–	(5,595)	(5,595)
Balance at June 30, 2014	$ 1,252,881	$ 42,831	$ 1,295,712
For the six months ended June 30, 2013:			
Balance at December 31, 2012	$ 1,256,159	$ 36,685	$ 1,292,844
Comprehensive income:			
Net income	4,802	498	5,300
Other comprehensive income	859	–	859
	5,661	498	6,159
Issuance of common stock in connection with employee benefit plans	207	–	207
Shares tendered by employees for statutory tax withholdings upon issuance of common stock	(2,964)	–	(2,964)
Income tax provision in connection with the issuance of common stock under employee benefit plans	(1,647)	–	(1,647)
Stock-based compensation amortization	6,088	–	6,088

Distributions to noncontrolling interests	–	(1,510)	(1,510)
Balance at June 30, 2013	$ 1,263,504	$ 35,673	$ 1,299,177

On July 1, 2013, the Company entered into an agreement to manage seven nursing centers under an inter-governmental payment program partnership with county-owned hospitals in the state of Indiana. The Company began managing another eight nursing centers on January 1, 2014. The 15 nursing centers were consolidated by the Company for all periods presented and the income attributable to noncontrolling interest related to this program was $4.1 million in the second quarter of 2014 and $8.0 million for the six months ended June 30, 2014. These nursing centers were wholly owned subsidiaries of the Company prior to entering into the new payment program.

KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 1 – BASIS OF PRESENTATION (Continued)

Derivative financial instruments

In December 2011, the Company entered into two interest rate swap agreements to hedge its floating interest rate on an aggregate of $225 million of debt outstanding under its senior secured term loan facility entered into in June 2011 (the “Prior Term Loan Facility”). The interest rate swaps had an effective date of January 9, 2012, and will expire on January 11, 2016 and continue to apply to the Amended Term Loan Facility (as defined). The Company is required to make payments based upon a fixed interest rate of 1.8925% calculated on the notional amount of $225 million. In exchange, the Company will receive interest on $225 million at a variable interest rate that is based upon the three-month London Interbank Offered Rate (“LIBOR”), subject to a minimum rate of 1.5%. The Company determined these interest rate swaps continue to qualify for cash flow hedge accounting treatment at June 30, 2014. However, an amendment to the Prior Term Loan Facility completed in May 2013 reduced the LIBOR floor from 1.5% to 1.0%, therefore some partial ineffectiveness will result through the expiration of the interest rate swap agreement.

In March 2014, the Company entered into an additional interest rate swap agreement to hedge its floating interest rate on an aggregate of $400 million of debt outstanding under the Amended Term Loan Facility. On April 8, 2014, the Company completed a novation of a portion of its $400 million swap agreement to two new counterparties, each in the amount of $125 million. The original swap contract was not amended, terminated or otherwise modified. The interest rate swap had an effective date of April 9, 2014, and will expire on April 9, 2018. The Company is required to make payments based upon a fixed interest rate of 1.867% calculated on the notional amount of $400 million. In exchange, the Company will receive interest on $400 million at a variable interest rate that is based upon the three-month LIBOR, subject to a minimum rate of 1.0%. The Company determined this interest rate swap qualifies for cash flow hedge accounting treatment at June 30, 2014.

The Company records the effective portion of the gain or loss on these derivative financial instruments in accumulated other comprehensive income (loss) as a component of stockholders equity and records the ineffective portion of the gain or loss on these derivative financial instruments as interest expense. For the three months and six months ended June 30, 2014, the ineffectiveness related to the interest rate swaps was immaterial.

The aggregate fair value of the interest rate swaps recorded in other accrued liabilities was $4.5 million and $1.4 million at June 30, 2014 and December 31, 2013, respectively. See Note 10.

Other information

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions for Form 10-Q of Regulation S-X and do not include all of the disclosures normally required by generally accepted accounting principles or those normally required in annual reports on Form 10-K. Accordingly, these financial statements should be read in conjunction with the audited consolidated financial statements of the Company for the year ended December 31, 2013 filed with the Securities and Exchange Commission (the “SEC”) on Form 10-K. The accompanying condensed consolidated balance sheet at December 31, 2013 was derived from audited consolidated financial statements, but does not include all disclosures required by generally accepted accounting principles.

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

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

Reclassifications

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

KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 2 – DISCONTINUED OPERATIONS

In accordance with the authoritative guidance for the impairment or disposal of long-lived assets, the divestitures or planned divestiture of unprofitable businesses discussed in Note 1 has been accounted for as discontinued operations. Accordingly, the results of operations of these businesses for all periods presented and the losses or impairments associated with these transactions have been classified as discontinued operations, net of income taxes, in the accompanying unaudited condensed consolidated statement of operations. At June 30, 2014, the Company held for sale one hospital and 17 nursing centers reported as discontinued operations.

In April 2014, the Company acquired for resale the real estate of a previously leased nursing center for $1.2 million.

During the second quarter of 2014, the Company reclassified as discontinued for all periods presented the operations of three TC hospitals and two nursing centers that were either closed or divested through a planned sale of such facility or the expiration of a lease. The Company recorded a loss on divestiture of $2.9 million ($1.7 million net of income taxes) for the three months ended June 30, 2014 related to these divestitures.

The Company allowed the lease to expire on a TC hospital during the six months ended June 30, 2014 resulting in a loss on divestiture primarily related to a write-off of an indefinite-lived intangible asset of $3.4 million ($2.1 million net of income taxes) for the six months ended June 30, 2014. The Company reflected the operating results of this TC hospital as discontinued operations in the accompanying unaudited condensed consolidated statement of operations for all historical periods.

On September 30, 2013, the Company entered into agreements with Ventas, Inc. (“Ventas”) to exit 60 nursing centers (collectively, the “2013 Expiring Facilities”). The lease term for the 2013 Expiring Facilities was initially scheduled to expire in April 2015. Under the terms of the agreements, the lease term for the 2013 Expiring Facilities will now expire on September 30, 2014 unless the Company and Ventas are able to transfer the operations earlier. Through June 30, 2014, the Company has transferred the operations of 43 of the 2013 Expiring Facilities to a new operator. Another facility was closed and its operating license and equipment were sold during the six months ended June 30, 2014. Proceeds from the sale of equipment and inventory for the 2013 Expiring Facilities totaled $8.9 million and $11.5 million for the three months and six months ended June 30, 2014, respectively. The Company has transferred the operations of an additional 12 of the 2013 Expiring Facilities since July 1, 2014. For accounting purposes, the 2013 Expiring Facilities qualified as assets held for sale and the Company reflected the operating results as discontinued operations in the accompanying unaudited condensed consolidated statement of operations for all historical periods.

A summary of discontinued operations follows (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	2014	2013
Revenues	$ 80,680	$ 273,778	$222,048	$625,182

Salaries, wages and benefits	41,835	131,531	114,546	309,050
Supplies	5,059	19,172	13,139	42,548
Rent	12,198	24,068	28,816	57,198
Other operating expenses	33,790	92,094	85,687	206,593
Other expense	5	32	363	155
Impairment charges	220	208	664	457
Depreciation	1,480	8,406	3,447	19,762
Interest expense	5	12	15	29
Investment income	(470)	(16)	(468)	(31)
	94,122	275,507	246,209	635,761
Loss from operations before income taxes	(13,442)	(1,729)	(24,161)	(10,579)
Income tax benefit	(5,289)	(679)	(9,507)	(4,153)
Loss from operations	(8,153)	(1,050)	(14,654)	(6,426)
Loss on divestiture of operations	(2,018)	(10,852)	(5,024)	(12,877)
Loss from discontinued operations	(10,171)	(11,902)	(19,678)	(19,303)
Loss attributable to noncontrolling interests	253	34	323	85
Loss from discontinued operations	$ (9,918)	$ (11,868)	$(19,355)	$(19,218)

KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 2 – DISCONTINUED OPERATIONS (Continued)

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

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	2014	2013
Revenues:				
Hospital division	$ 10,272	$ 84,650	$25,694	$174,995
Nursing center division	70,408	189,128	196,354	450,187
	$ 80,680	$ 273,778	$222,048	$625,182
Operating income (loss):				
Hospital division	$ (592)	$ 13,257	$289	$26,912
Nursing center division	363	17,484	7,360	39,467
	$ (229)	$ 30,741	$7,649	$66,379
Rent:				
Hospital division	$ 1,432	$ 3,631	$3,120	$7,216
Nursing center division	10,766	20,437	25,696	49,982
	$ 12,198	$ 24,068	$28,816	$57,198
Depreciation:				
Hospital division	$ 464	$ 4,227	$982	$8,450
Nursing center division	1,016	4,179	2,465	11,312
	$ 1,480	$ 8,406	$3,447	$19,762

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

	June 30, 2014	December 31, 2013
Long-term assets:		
Property and equipment, net	$ 7,675	$ 19,504
Other	760	1,474
	8,435	20,978
Current liabilities (included in other accrued liabilities)	(36)	(81)
	$ 8,399	$ 20,897

NOTE 3 – PROPOSED ACQUISITION OF GENTIVA

On June 17, 2014, the Company commenced a cash tender offer to acquire all of the outstanding shares of common stock of Gentiva Health Services, Inc. ("Gentiva") (together with the associated preferred share purchase rights) for $14.50 per share in cash (the "Original Offer"). The Original Offer was subject to certain conditions, including a majority of outstanding shares being validly tendered and not withdrawn. In light of the Gentiva Board's implementation of a shareholder rights plan (commonly known as a "poison pill"), the Company reserved the right to amend the Original Offer in any respect, including reducing the number of Gentiva shares subject to the Original Offer up to 14.9% of Gentiva's outstanding shares and extending and waiving certain conditions of the Original Offer.

On July 14, 2014, the Company amended the Original Offer, seeking to purchase 14.9% of Gentiva's outstanding shares (together with the associated preferred share purchase rights) at an increased offer price of $16.00 per share in cash (the "Amended Offer"), subject to the conditions contained therein. The Amended Offer expired at 5:00 pm, New York City time, on July 28, 2014. Certain conditions of the Amended Offer were not satisfied at the expiration of the Amended Offer and all Gentiva shares previously tendered and not withdrawn were promptly returned.

KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 3 – PROPOSED ACQUISITION OF GENTIVA (Continued)

On July 21, 2014, the Company sent a letter to the Gentiva Board confirming that the Company is prepared to enter into a negotiated agreement to acquire all of the outstanding shares of Gentiva for $17.25 per share, provided the Company is permitted to conduct diligence to confirm such additional value is warranted. The Company also confirmed its willingness to enter into appropriate nondisclosure and standstill agreements in order to facilitate discussions with Gentiva. On July 24, 2014, Gentiva announced that its Board had considered the Company’s proposal and was willing to allow the Company to conduct such due diligence subject to the parties entering into a nondisclosure agreement substantially similar to one that Gentiva has entered into with another operator proposing to acquire all of Gentiva’s outstanding shares.

NOTE 4 – ACQUISITIONS

During the six months ended June 30, 2014, the Company acquired the real estate of two previously leased nursing centers for $22.3 million. Annual rent associated with the nursing centers aggregated $2.0 million.

In May 2013, the Company acquired the real estate of a previously leased hospital for $25.2 million. Annual rent associated with the hospital aggregated $2.5 million.

In May 2013, the Company also acquired two home health and hospice businesses for $1.7 million.

The purchase price of acquired businesses and acquired leased facilities resulted from negotiations with each of the sellers that were based upon both the historical and expected future cash flows of the respective businesses and real estate values. All of these acquisitions were financed through operating cash flows and borrowings under the Company’s revolving credit facility.

The fair value of each of the acquisitions noted above was measured using discounted cash flow methodologies which are considered Level 3 inputs (as described in Note 13).

NOTE 5 – REVENUES

Revenues are recorded based upon estimated amounts due from patients and third party payors for healthcare services provided, including anticipated settlements under reimbursement agreements with Medicare, Medicaid, Medicare Advantage and other third party payors. Revenues under third party agreements are subject to examination and retroactive adjustment. Provisions for estimated third party adjustments are provided in the period the related services are rendered. Differences between the amounts accrued and subsequent settlements are recorded in the periods the interim or final settlements are determined.

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

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	2014	2013
Medicare	$ 528,861	$494,191	$ 1,073,837	$1,036,591
Medicaid	157,697	137,104	316,736	273,437
Medicare Advantage	95,911	92,294	195,435	184,269
Other	547,241	520,325	1,083,985	1,062,530
	1,329,710	1,243,914	2,669,993	2,556,827
Eliminations	(53,746)	(52,884)	(107,287)	(106,363)
	$ 1,275,964	$1,191,030	$ 2,562,706	$2,450,464

KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 6 – EARNINGS (LOSS) PER SHARE AND DIVIDENDS

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 per common share includes the dilutive effect of stock options. However, because the Company reported a loss from continuing operations, diluted shares are equal to basic shares. The Company follows the provisions of the authoritative guidance for determining whether instruments granted in share-based payment transactions are participating securities, which requires that unvested restricted stock that entitles the holder to receive nonforfeitable dividends before vesting be included as a participating security in the basic and diluted earnings per common share calculation pursuant to the two-class method. However, because the Company reported a loss from continuing operations for the three months and six months ended June 30, 2014, there was no allocation to participating unvested restricted stockholders for these periods.

The Company paid a quarterly cash dividend of $0.12 per common share on June 11, 2014 to shareholders of record as of the close of business on May 21, 2014. The Company also paid a quarterly cash dividend of $0.12 per common share on March 27, 2014 to shareholders of record as of the close of business on March 6, 2014. Future declarations of quarterly dividends will be subject to the approval of Kindred’s Board of Directors.

KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 6 – EARNINGS (LOSS) PER SHARE AND DIVIDENDS (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,			
	2014		2013		2014		2013	
	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted
Earnings (loss):								
Amounts attributable to Kindred stockholders:								
Income (loss) from continuing operations:								
As reported in Statement of Operations	$ (25,893)	$ (25,893)	$ 13,613	$ 13,613	$(8,436)	$(8,436)	$24,020	$24,020
Allocation to participating unvested restricted stockholders	–	–	(449)	(449)	–	–	(736)	(736)
Available to common stockholders	$ (25,893)	$ (25,893)	$ 13,164	$ 13,164	$(8,436)	$(8,436)	$23,284	$23,284
Discontinued operations, net of income taxes:								
Loss from operations:								
As reported in Statement of Operations	$ (7,900)	$ (7,900)	$ (1,016)	$ (1,016)	$(14,331)	$(14,331)	$(6,341)	$(6,341)
Allocation to participating unvested restricted stockholders	–	–	34	34	–	–	194	194
Available to common stockholders	$ (7,900)	$ (7,900)	$ (982)	$ (982)	$(14,331)	$(14,331)	$(6,147)	$(6,147)

Loss on divestiture of operations:								
As reported in Statement of Operations	$ (2,018)	$ (2,018)	$ (10,852)	$ (10,852)	$(5,024)	$(5,024)	$(12,877)	$(12,877)
Allocation to participating unvested restricted stockholders	–	–	358	358	–	–	395	395
Available to common stockholders	$ (2,018)	$ (2,018)	$ (10,494)	$ (10,494)	$(5,024)	$(5,024)	$(12,482)	$(12,482)
Loss from discontinued operations:								
As reported in Statement of Operations	$ (9,918)	$ (9,918)	$ (11,868)	$ (11,868)	$(19,355)	$(19,355)	$(19,218)	$(19,218)
Allocation to participating unvested restricted stockholders	–	–	392	392	–	–	589	589
Available to common stockholders	$ (9,918)	$ (9,918)	$ (11,476)	$ (11,476)	$(19,355)	$(19,355)	$(18,629)	$(18,629)
Net income (loss):								
As reported in Statement of Operations	$ (35,811)	$ (35,811)	$ 1,745	$ 1,745	$(27,791)	$(27,791)	$4,802	$4,802
Allocation to participating unvested restricted stockholders	–	–	(57)	(57)	–	–	(147)	(147)
Available to common stockholders	$ (35,811)	$ (35,811)	$ 1,688	$ 1,688	$(27,791)	$(27,791)	$4,655	$4,655
Shares used in the computation:								
Weighted average shares outstanding - basic computation	53,714	53,714	52,265	52,265	53,180	53,180	52,164	52,164
Dilutive effect of employee stock options		–		19		–		20
Adjusted weighted average shares outstanding - diluted computation		53,714		52,284		53,180		52,184

Earnings (loss) per common share:								
Income (loss) from continuing operations	$(0.48)	$(0.48)	$0.25	$0.25	$(0.16)	$(0.16)	$0.45	$0.45
Discontinued operations:								
Loss from operations	(0.15)	(0.15)	(0.02)	(0.02)	(0.27)	(0.27)	(0.12)	(0.12)
Loss on divestiture of operations	(0.04)	(0.04)	(0.20)	(0.20)	(0.09)	(0.09)	(0.24)	(0.24)
Loss from discontinued operations	(0.19)	(0.19)	(0.22)	(0.22)	(0.36)	(0.36)	(0.36)	(0.36)
Net income (loss)	$ (0.67)	$(0.67)	$ 0.03	$ 0.03	$(0.52)	$(0.52)	$0.09	$0.09
Number of antidilutive stock options excluded from shares used in the diluted earnings (loss) per common share calculation		314		1,235		337		1,270

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KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 7 – BUSINESS SEGMENT DATA

The Company is organized into four operating divisions: the hospital division, the nursing center division, the rehabilitation division and the care management division. Based upon the authoritative guidance for business segments, the operating divisions represent five reportable operating segments, including (1) hospitals, (2) nursing centers, (3) skilled nursing rehabilitation services, (4) hospital rehabilitation services and (5) home health and hospice services (included in the care management division). These reportable operating segments are consistent with information used by the Company's President and Chief Operating Officer to assess performance and allocate resources. The accounting policies of the operating segments are the same as those described in the summary of significant accounting policies. Prior period segment information has been reclassified to conform with the current period presentation.

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

Segment operating income for both the three months and six months ended June 30, 2014 included severance costs (included in salaries, wages and benefits) of $4.8 million and other operating expenses of $0.1 million related to restructuring activities (nursing center division – $3.2 million, rehabilitation division – $0.3 million (skilled nursing rehabilitation services – $0.2 million and hospital rehabilitation services – $0.1 million), care management division – $0.8 million and corporate – $0.6 million).

Segment operating income for the hospital division for both the three months and six months ended June 30, 2014 also included litigation costs (included in other operating expenses) of $4.6 million. See Note 15.

Segment operating income for the six months ended June 30, 2013 included one-time bonus costs (included in salaries, wages and benefits) paid to employees who do not participate in the Company's incentive compensation program of $19.8 million (hospital division – $7.8 million, nursing center division – $4.6 million, rehabilitation division – $6.3 million (skilled nursing rehabilitation services – $5.0 million and hospital rehabilitation services – $1.3 million), care management division – $0.8 million and corporate – $0.3 million).

Rent expense for the nursing center division for both the three months and six months ended June 30, 2014 included lease cancellation charges of $0.3 million incurred in connection with restructuring activities.

Interest expense for corporate for both the three months and six months ended June 30, 2014 included $56.6 million of charges associated with debt refinancing.

Interest expense for corporate for both the three months and six months ended June 30, 2013 included $1.4 million of charges associated with debt refinancing.

KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 7 – BUSINESS SEGMENT DATA (Continued)

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

	Three months ended June 30, 2014	Three months ended June 30, 2013	Six months ended June 30, 2014	Six months ended June 30, 2013
Revenues:				
Hospital division	$632,156	$ 606,604	$1,278,614	$1,264,418
Nursing center division	280,255	264,847	558,157	535,052
Rehabilitation division:				
Skilled nursing rehabilitation services	253,989	249,647	508,244	508,397
Hospital rehabilitation services	75,324	69,777	149,288	144,300
	329,313	319,424	657,532	652,697
Care management division	87,986	53,039	175,690	104,660
	1,329,710	1,243,914	2,669,993	2,556,827
Eliminations:				
Skilled nursing rehabilitation services	(30,031)	(28,660)	(59,677)	(57,317)
Hospital rehabilitation services	(22,855)	(23,223)	(46,088)	(46,832)
Nursing centers	(860)	(1,001)	(1,522)	(2,214)
	(53,746)	(52,884)	(107,287)	(106,363)
	$ 1,275,964	$ 1,191,030	$2,562,706	$2,450,464
Income (loss) from continuing operations:				
Operating income (loss):				
Hospital division	$ 132,878	$ 129,366	$278,273	$276,859
Nursing center division	36,880	36,018	75,351	65,163
Rehabilitation division:				
Skilled nursing rehabilitation services	19,982	21,623	38,310	34,862
Hospital rehabilitation services	20,084	19,573	39,904	37,705
	40,066	41,196	78,214	72,567
Care management division	7,065	3,961	11,762	6,747
Corporate:				
Overhead	(48,365)	(43,196)	(92,415)	(88,781)
Insurance subsidiary	(443)	(384)	(849)	(893)
	(48,808)	(43,580)	(93,264)	(89,674)
Impairment charges	–	(438)	–	(625)
Transaction costs	(4,496)	(108)	(5,179)	(1,052)
Operating income	163,585	166,415	345,157	329,985
Rent	(80,209)	(77,324)	(161,257)	(153,843)
Depreciation and amortization	(39,442)	(38,554)	(78,779)	(80,152)
Interest, net	(78,081)	(27,600)	(103,697)	(55,674)

Income (loss) from continuing operations before income taxes	(34,147)	22,937	1,424	40,316
Provision (benefit) for income taxes	(13,082)	9,208	503	15,713
	$ (21,065)	$ 13,729	$921	$24,603

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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,	
	2014	2013	2014	2013
Rent:				
Hospital division	$ 52,526	$ 50,221	$105,661	$99,803
Nursing center division	23,856	24,104	47,808	47,980
Rehabilitation division:				
Skilled nursing rehabilitation services	1,067	1,197	2,156	2,432
Hospital rehabilitation services	22	19	73	36
	1,089	1,216	2,229	2,468
Care management division	2,177	1,155	4,433	2,341
Corporate	561	628	1,126	1,251
	$ 80,209	$ 77,324	$161,257	$153,843
Depreciation and amortization:				
Hospital division	$ 17,008	$ 17,525	$33,993	$37,247
Nursing center division	7,686	6,814	15,228	14,155
Rehabilitation division:				
Skilled nursing rehabilitation services	2,885	2,878	5,580	5,990
Hospital rehabilitation services	2,488	2,319	5,052	4,650
	5,373	5,197	10,632	10,640
Care management division	2,139	1,615	4,264	3,141
Corporate	7,236	7,403	14,662	14,969
	$ 39,442	$ 38,554	$78,779	$80,152
Capital expenditures, excluding acquisitions (including discontinued operations):				
Hospital division:				
Routine	$ 8,225	$ 5,593	$16,627	$15,864
Development	51	5,079	562	7,467
	8,276	10,672	17,189	23,331
Nursing center division:				
Routine	5,163	4,259	10,218	10,078
Development	321	7	561	7
	5,484	4,266	10,779	10,085
Rehabilitation division:				
Skilled nursing rehabilitation services:				
Routine	593	464	1,442	1,069
Development	–	–	–	–
	593	464	1,442	1,069
Hospital rehabilitation services:				

Routine	44	45	100	77
Development	–	–	–	–
	44	45	100	77
Care management division:				
Routine	168	339	476	534
Development	–	–	–	–
	168	339	476	534
Corporate:				
Routine:				
Information systems	10,061	6,436	16,967	11,725
Other	231	294	332	453
	$ 24,857	$ 22,516	$47,285	$47,274

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KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 7 – BUSINESS SEGMENT DATA (Continued)

	June 30, 2014	December 31, 2013
Assets at end of period:		
Hospital division	$1,812,238	$ 1,776,899
Nursing center division	551,270	552,336
Rehabilitation division:		
Skilled nursing rehabilitation services	370,571	339,103
Hospital rehabilitation services	344,945	348,968
	715,516	688,071
Care management division	243,977	244,123
Corporate	709,809	684,440
	$4,032,810	$ 3,945,869
Goodwill:		
Hospital division	$679,480	$ 679,480
Rehabilitation division:		
Skilled nursing rehabilitation services	–	–
Hospital rehabilitation services	173,618	173,334
	173,618	173,334
Care management division	141,756	139,288
	$994,854	$ 992,102

NOTE 8 – INSURANCE RISKS

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

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

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

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	2014	2013
Professional liability:				
Continuing operations	$ 16,123	$ 15,709	$ 30,228	$ 31,627
Discontinued operations	2,859	6,011	7,950	15,558
Workers compensation:				
Continuing operations	$ 9,470	$ 10,298	$ 18,000	$ 20,989
Discontinued operations	323	4,299	900	9,080

KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 8 – INSURANCE RISKS (Continued)

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

	June 30, 2014			December 31, 2013		
	Professional liability	Workers compensation	Total	Professional liability	Workers compensation	Total
Assets:						
Current:						
Insurance subsidiary investments	$ 58,071	$ 35,456	$ 93,527	$60,117	$ 36,178	$96,295
Reinsurance recoverables	7,515	–	7,515	7,186	–	7,186
Other	–	100	100	–	150	150
	65,586	35,556	101,142	67,303	36,328	103,631
Non-current:						
Insurance subsidiary investments	80,311	80,254	160,565	66,648	82,446	149,094
Reinsurance and other recoverables	78,078	76,008	154,086	70,465	68,626	139,091
Deposits	4,435	1,428	5,863	4,238	1,489	5,727
Other	–	37	37	–	39	39
	162,824	157,727	320,551	141,351	152,600	293,951
	$ 228,410	$ 193,283	$ 421,693	$208,654	$ 188,928	$397,582
Liabilities:						
Allowance for insurance risks:						
Current	$ 69,657	$ 38,937	$ 108,594	$60,993	$ 40,044	$101,037
Non-current	243,536	153,679	397,215	246,230	147,593	393,823
	$ 313,193	$ 192,616	$ 505,809	$307,223	$ 187,637	$494,860

Provisions for loss for professional liability risks retained by the Company's limited purpose insurance subsidiary have been discounted based upon actuarial estimates of claim payment patterns using a discount rate of 1% to 5% depending upon the policy year. The discount rate was 1% for the 2014 and 2013 policy years. The discount rates are based upon the risk free interest rate for the respective year. Amounts equal to the discounted loss provision are funded annually. The Company does not fund the portion of professional liability risks related to estimated claims that have been incurred but not reported. Accordingly, these liabilities are not discounted. If the Company did not discount any of the allowances for professional liability risks, these balances would have approximated $315.9 million at June 30, 2014 and $309.9 million at December 31, 2013.

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

NOTE 9 – INSURANCE SUBSIDIARY INVESTMENTS

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

KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 9 – INSURANCE SUBSIDIARY INVESTMENTS (Continued)

The cost for equities, amortized cost for debt securities and estimated fair value of the Company’s insurance subsidiary investments follows (in thousands):

	June 30, 2014				December 31, 2013			
	Cost	Unrealized gains	Unrealized losses	Fair value	Cost	Unrealized gains	Unrealized losses	Fair value
Cash and cash equivalents (a)	$ 195,795	$ –	$ –	$ 195,795	$ 184,239	$ –	$ –	$ 184,239
Debt securities:								
Corporate bonds	21,580	57	(2)	21,635	20,573	50	(8)	20,615
Debt securities issued by U.S. government agencies	17,510	36	(4)	17,542	19,498	37	(8)	19,527
U.S. Treasury notes	9,302	8	–	9,310	7,636	4	(2)	7,638
	48,392	101	(6)	48,487	47,707	91	(18)	47,780
Equities by industry:								
Consumer	1,552	23	(42)	1,533	1,534	303	(21)	1,816
Technology	1,042	134	(105)	1,071	1,214	213	–	1,427
Financial services	861	–	(44)	817	1,445	302	(2)	1,745
Healthcare	595	28	(5)	618	787	186	(3)	970
Industrials	186	–	(2)	184	1,140	326	–	1,466
Other	1,865	42	(22)	1,885	1,650	381	(35)	1,996
	6,101	227	(220)	6,108	7,770	1,711	(61)	9,420
Certificates of deposit	3,700	2	–	3,702	3,950	2	(2)	3,950
	$ 253,988	$ 330	$ (226)	$ 254,092	$ 243,666	$ 1,804	$ (81)	$ 245,389

(a) Includes $12.0 million and $8.5 million of money market funds at June 30, 2014 and December 31, 2013, respectively.

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

The Company considered the severity and duration of its unrealized losses at June 30, 2014 for various investments held in its insurance subsidiary investment portfolio and determined that these unrealized losses were temporary and did not record any impairment losses related to these investments. The Company considered the severity and duration of its unrealized losses at June 30, 2013 and recognized a $0.1 million pretax other-than-temporary impairment during the six months ended June 30, 2013 for various investments held in its insurance subsidiary investment portfolio.

As a result of deterioration in professional liability and workers compensation underwriting results of the Company's limited purpose insurance subsidiary in 2012, the Company made a capital contribution of $14.2 million during the six months ended June 30, 2013 to its limited purpose insurance subsidiary. This transaction was completed in accordance with applicable regulations and had no impact on earnings. No contribution was required to be paid during the six months ended June 30, 2014.

KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 10 – LONG-TERM DEBT

Capitalization

A summary of long-term debt follows (in thousands):

	June 30, 2014	December 31, 2013
Amended Term Loan Facility, net of unamortized original issue discount of $6.9 million at June 30, 2014	$993,137	$–
Prior Term Loan Facility, net of unamortized original issue discount of $6.4 million at December 31, 2013	–	777,197
Notes due 2022	500,000	–
Notes due 2019	–	550,000
Amended ABL Facility	43,600	–
Prior ABL Facility	–	256,100
Capital lease obligations	–	5
Other	3,836	4,311
Total debt, average life of 7 years at June 30, 2014 (weighted average rate 4.8% at June 30, 2014 and 5.4% at December 31, 2013)	1,540,573	1,587,613
Amounts due within one year	(10,233)	(8,222)
Long-term debt	$1,530,340	$1,579,391

The following table summarizes scheduled maturities of long-term debt (in thousands):

Due by:	Amended Term Loan Facility	Notes due 2022	Amended ABL Facility	Other	Total
June 30, 2015	$ 10,000	$ –	$ –	$233	$10,233
June 30, 2016	10,000	–	–	3,603	13,603
June 30, 2017	10,000	–	–	–	10,000
June 30, 2018	10,000	–	–	–	10,000
June 30, 2019	10,000	–	43,600	–	53,600

The estimated fair value of the Company’s long-term debt approximated $1.5 billion and $1.6 billion at June 30, 2014 and December 31, 2013, respectively. See Note 13.

April 2014 Debt Refinancing

On April 9, 2014, the Company completed the refinancing of substantially all of its existing debt with $2.25 billion of secured and unsecured debt, as detailed below.

ABL Amendment Agreement

On April 9, 2014, the Company entered into a second amendment and restatement agreement (the “ABL Amendment Agreement”) among the Company, the other credit parties party thereto, JPMorgan Chase Bank, N.A., as administrative agent and collateral agent (the “ABL Agent”), and the lenders party thereto. The ABL Amendment Agreement amends and restates the ABL Credit Agreement dated as of June 1, 2011, as amended by that certain Amendment No. 1 to the ABL Credit Agreement dated as of October 4, 2012 and as further amended and restated by that certain Amendment and Restatement Agreement dated as of August 21, 2013 (the “Prior ABL Facility”). As used herein, the “Amended ABL Facility” refers to the amended and restated Prior ABL Facility following the ABL Amendment Agreement.

The ABL Amendment Agreement, among other items, (1) extends the maturity date of the Prior ABL Facility from June 1, 2018 to April 9, 2019, (2) provides for the replacement of all revolving commitments outstanding under the Prior ABL Facility with new revolving commitments in the same principal amount, (3) increases the amounts available for incremental commitments and (4) amends certain provisions related to the incurrence of debt and liens and the making of acquisitions, investments and restricted payments.

KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 10 – LONG-TERM DEBT (Continued)

ABL Amendment Agreement (Continued)

The ABL Amendment Agreement also reduces the applicable interest rate margins for LIBOR borrowings under the Prior ABL Facility from a range of 2.50% to 3.00% (depending on average daily excess availability) to a range of 2.00% to 2.50%. The applicable interest rate margins for base rate borrowings are also reduced from a range of 1.50% to 2.00% (depending on average daily excess availability) to a range from 1.00% to 1.50%.

Unamortized deferred financing costs related to the Prior ABL Facility totaling $0.6 million ($0.4 million net of income taxes) were written-off and recorded as interest expense in the second quarter of 2014.

Term Loan Amendment Agreement

Also on April 9, 2014, the Company entered into a third amendment and restatement agreement (the "Term Loan Amendment Agreement") among the Company, the other credit parties party thereto, JPMorgan Chase Bank, N.A., as administrative agent and collateral agent (the "Term Loan Agent"), and the lenders party thereto. The Term Loan Amendment Agreement amends and restates the Term Loan Credit Agreement dated as of June 1, 2011, as amended by that certain Incremental Amendment No. 1 to the Term Loan Credit Agreement dated as of October 4, 2012, as amended and restated by that certain Amendment and Restatement Agreement dated as of May 30, 2013 and as further amended and restated by that certain Second Amendment and Restatement Agreement dated as of August 21, 2013 (previously defined as the "Prior Term Loan Facility"). As used herein, the "Amended Term Loan Facility" shall refer to the amended and restated Prior Term Loan Facility following the Term Loan Amendment Agreement.

The Term Loan Amendment Agreement, among other items, (1) extends the maturity date of the Prior Term Loan Facility from June 1, 2018 to April 9, 2021, (2) provides for the replacement of all term loans outstanding under the Prior Term Loan Facility with new term loans in a principal amount of $1 billion, (3) reduces the interest rate margins applicable to the term loans, (4) increases the available capacity for incremental term loans and (5) amends certain provisions related to the incurrence of debt and liens and the making of acquisitions, investments and restricted payments.

The Term Loan Amendment Agreement also reduces the applicable margin for LIBOR borrowings under the Prior Term Loan Facility from 3.25% to 3.00% and, with respect to base rate borrowings, from 2.25% to 2.00%.

Unamortized deferred financing costs and original issue discount related to the Prior Term Loan Facility totaling $5.0 million ($3.1 million net of income taxes) were written-off and recorded as interest expense in the second quarter of 2014.

Aside from the foregoing changes, the terms and conditions of the Amended ABL Facility and the Amended Term Loan Facility are each substantially similar to their respective terms and conditions before the effectiveness of the ABL Amendment Agreement and Term Loan Amendment Agreement, as applicable.

Indenture and 6.375% Senior Notes due 2022

On April 9, 2014, the Company completed a private placement of $500 million aggregate principal amount of 6.375% senior notes due 2022 (the “Notes due 2022”). The Notes due 2022 were issued pursuant to the indenture dated as of April 9, 2014 among the Company, the guarantors party thereto (the “Guarantors”) and Wells Fargo Bank, National Association, as trustee.

The Notes due 2022 bear interest at an annual rate of 6.375% and are senior unsecured obligations of the Company and of the Guarantors. The indenture governing the Notes due 2022 contains certain restrictive covenants that, among other things, limit the Company’s and its restricted subsidiaries’ ability to incur, assume or guarantee additional indebtedness; pay dividends, make distributions or redeem or repurchase capital stock; restrict dividends, loans or asset transfers from its subsidiaries; sell or otherwise dispose of assets; and enter into transactions with affiliates. These covenants are subject to a number of limitations and exceptions. The indenture governing the Notes due 2022 also contains customary events of default.

Under the terms of the Notes due 2022, the Company may pay dividends pursuant to specified exceptions or, if its consolidated coverage ratio (as defined) is at least 2.0 to 1.0, it may pay dividends in an amount equal to 50% of its consolidated net income (as defined) and 100% of the net cash proceeds from the issuance of capital stock. The making of certain other restricted payments or investments by the Company or its restricted subsidiaries would reduce the amount available for the payment of dividends pursuant to the foregoing exception.

KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 10 – LONG-TERM DEBT (Continued)

Registration Rights Agreement

In connection with the Notes due 2022, on April 9, 2014, the Company and the Guarantors entered into a registration rights agreement (the "Registration Rights Agreement") with J.P. Morgan Securities LLC, on behalf of the initial purchasers of the Notes due 2022.

Pursuant to the Registration Rights Agreement, the Company and the Guarantors will (among other obligations) use commercially reasonable efforts to file with the SEC a registration statement relating to an offer to exchange the Notes due 2022 for registered notes with substantially identical terms and consummate such offer within 365 days after the issuance of the Notes due 2022. A "Registration Default" will occur if, among other things, the Company and the Guarantors fail to comply with this requirement. If a Registration Default occurs, the annual interest rate of the Notes due 2022 will be increased by 0.25% per annum and will increase by 0.25% per annum at the end of each subsequent 90-day period, but in no event will such increase exceed 1.00% per annum.

Redemption of Notes due 2019

On April 9, 2014, an irrevocable notice of redemption of the Company's $550 million, 8.25% senior notes due 2019 (the "Notes due 2019") was delivered to the holders thereof, calling for redemption of the entire outstanding $550 million aggregate principal amount of the Notes due 2019 on May 9, 2014 (the "Redemption Date") pursuant to the terms of the indenture dated as of June 1, 2011, as supplemented and amended from time to time, among the Company, the guarantors party thereto and Wells Fargo Bank, National Association, as trustee. The redemption price for the Notes due 2019 that were redeemed (the "Redemption Price") was equal to 100% of the principal amount of the Notes due 2019 plus accrued and unpaid interest on the Notes due 2019 to but excluding the Redemption Date plus the applicable premium as defined in the indenture governing the Notes due 2019.

On April 9, 2014, the Company deposited funds with the trustee for the Notes due 2019, and provided the trustee with irrevocable instructions to apply the deposit to redeem the Notes due 2019 on the Redemption Date. Pursuant to these actions, the indenture governing the Notes due 2019 was satisfied and discharged in accordance with its terms. As a result, the Company and the guarantors party thereto were released from their obligations with respect to the Notes due 2019, except with respect to those provisions of the indenture governing the Notes due 2019 that by their terms survive the satisfaction and discharge.

The write-off of unamortized deferred financing costs totaling $10.7 million ($6.6 million net of income taxes), the applicable premium totaling $36.4 million ($22.5 million net of income taxes) and interest expense for the period from April 9 to May 9 totaling $3.9 million ($2.4 million net of income taxes), all related to the Notes due 2019, were recorded as interest expense in the second quarter of 2014.

Interest Rate Swap Syndication Agreement

On April 8, 2014, the Company completed a novation of a portion of its $400 million swap agreement to two new counterparties, each in the amount of $125 million. The original swap contract was not amended, terminated or otherwise modified. The Company determined that all three swap agreements were effective and each qualifies for cash flow hedge accounting treatment as of June 30, 2014.

KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 11 – CONTINGENCIES

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

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

Principal contingencies are described below.

Revenues – Certain third party payments are subject to examination by agencies administering the various reimbursement programs. The Company is contesting certain issues raised in audits of prior year cost reports and the denial of payment by third parties to the Company's customers.

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

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

Legal and regulatory proceedings – The Company provides services in a highly regulated industry and is subject to various legal actions and regulatory and other governmental and internal audits and investigations in the ordinary course of business (including investigations resulting from the Company's obligation to self-report suspected violations of law by the Company). The Company cannot predict the ultimate outcome of pending litigation and regulatory and other governmental and internal audits and 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. These matters could potentially subject the Company to sanctions, damages, recoupments, fines and other penalties (some of which may not be covered by insurance), which may, either individually or in the aggregate, have a material adverse effect on the Company's business, financial position, results of operations and liquidity. See Note 15.

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

NOTE 12 – CAPITAL STOCK

On June 25, 2014, the Company closed the underwritten public offering of 9,000,000 shares of Kindred common stock at a public offering price of $23.75 per share and granted the underwriters a 30-day option to purchase up to an additional 1,350,000 shares of Kindred common stock, of which 723,468 shares were purchased on July 14, 2014 at the public offering price of $23.75, less the underwriting discount (the "Offering"). After giving effect to the over-allotment option, there were 64,507,940 shares outstanding as of June 30, 2014, as adjusted.

The Company used the net proceeds of $221.1 million from the Offering to pay down the Company's Amended ABL Facility.

KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 13 – FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS

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

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

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

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

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

KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 13 – FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS (Continued)

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

	Fair value measurements			Assets/liabilities	Total
	Level 1	Level 2	Level 3	at fair value	losses
June 30, 2014:					
Recurring:					
Assets:					
Available-for-sale debt securities:					
Corporate bonds	$–	$21,635	$–	$ 21,635	$–
Debt securities issued by U.S. government agencies	–	17,542	–	17,542	–
U.S. Treasury notes	9,310	–	–	9,310	–
	9,310	39,177	–	48,487	–
Available-for-sale equity securities	6,108	–	–	6,108	–
Money market funds	14,931	–	–	14,931	–
Certificates of deposit	–	3,702	–	3,702	–
Total available-for-sale investments	30,349	42,879	–	73,228	–
Deposits held in money market funds	342	4,435	–	4,777	–
	$30,691	$47,314	$–	$ 78,005	$–
Liabilities:					
Interest rate swaps	$–	$(4,483)	$–	$ (4,483)	$–
Non-recurring:					
Assets:					
Property and equipment	$–	$–	$19	$ 19	$(664)
Liabilities	$–	$–	$–	$ –	$–
December 31, 2013:					
Recurring:					
Assets:					
Available-for-sale debt securities:					
Corporate bonds	$–	$20,615	$–	$ 20,615	$–
Debt securities issued by U.S. government agencies	–	19,527	–	19,527	–
U.S. Treasury notes	7,638	–	–	7,638	–
	7,638	40,142	–	47,780	–
Available-for-sale equity securities	9,420	–	–	9,420	–
Money market funds	12,080	–	–	12,080	–
Certificates of deposit	–	3,950	–	3,950	–
Total available-for-sale investments	29,138	44,092	–	73,230	–
Deposits held in money market funds	643	4,238	–	4,881	–
	$29,781	$48,330	$–	$ 78,111	$–

Liabilities:					
Interest rate swaps	$–	$(1,437)	$–	$ (1,437)	$–
Non-recurring:					
Assets:					
Hospital available for sale	$–	$–	$3,358	$ 3,358	$(9,964)
Property and equipment	–	–	2,888	2,888	(11,743)
Goodwill – home health	–	–	112,378	112,378	(76,082)
	$–	$–	$118,624	$ 118,624	$(97,789)
Liabilities	$–	$–	$–	$ –	$–

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KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 13 – FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS (Continued)

Recurring measurements

The Company’s available-for-sale investments held by its limited purpose insurance subsidiary consist of debt securities, equities, money market funds and certificates of deposit. These available-for-sale investments and the insurance subsidiary’s cash and cash equivalents of $183.8 million as of June 30, 2014 and $175.7 million as of December 31, 2013, classified as insurance subsidiary investments, are maintained for the payment of claims and expenses related to professional liability and workers compensation risks.

The Company also has available-for-sale investments totaling $2.9 million as of June 30, 2014 and $3.6 million as of December 31, 2013 related to a deferred compensation plan that is maintained for certain of the Company’s current and former employees.

The fair value of actively traded debt and equity securities and money market funds are based upon quoted market prices and are generally classified as Level 1. The fair value of inactively traded debt securities and certificates of deposit are based upon either quoted market prices of similar securities or observable inputs such as interest rates using either a market or income valuation approach and are generally classified as Level 2. The Company’s investment advisors obtain and review pricing for each security. The Company is responsible for the determination of fair value and as such the Company reviews the pricing information from its advisors in determining reasonable estimates of fair value. Based upon the Company’s internal review procedures, there were no adjustments to the prices during the three months or six months ended June 30, 2014 or June 30, 2013.

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

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

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

	June 30, 2014		December 31, 2013	
(In thousands)	Carrying value	Fair value	Carrying value	Fair value
Cash and cash equivalents	$ 45,416	$ 45,416	$35,972	$35,972
Cash–restricted	3,490	3,490	3,713	3,713
Insurance subsidiary investments	254,092	254,092	245,389	245,389
Tax refund escrow investments	205	205	205	205

Long-term debt, including amounts due within one year	1,540,573	1,549,936	1,587,608	1,630,192

Non-recurring measurements

In July 2011, CMS issued final rules which, among other things, significantly reduced Medicare payments to nursing centers and changed the reimbursement for the provision for group rehabilitation therapy services to Medicare beneficiaries beginning October 1, 2011 (the “2011 CMS Rules”). The Company recorded pretax impairment charges aggregating $0.2 million in the second quarter of 2014 and $0.7 million for the six months ended June 30, 2014 for property and equipment expenditures in the nursing center asset groups that were determined to be impaired by the 2011 CMS Rules. These charges reflected the amount by which the carrying value of certain assets exceeded their estimated fair value. The fair value of property and equipment was measured using Level 3 inputs such as replacement costs factoring in depreciation, economic obsolesce and inflation trends.

KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 14 – CONDENSED CONSOLIDATING FINANCIAL INFORMATION

The accompanying unaudited condensed consolidating financial information has been prepared and presented pursuant to SEC Regulation S-X, Rule 3-10, "Financial Statements of Guarantors and Issuers of Guaranteed Securities Registered or Being Registered." The Company's Notes due 2019, which were redeemed during the second quarter of 2014, were fully and unconditionally guaranteed by substantially all of the Company's domestic 100% owned subsidiaries. The equity method has been used with respect to the parent company's investment in subsidiaries. The Company's Notes due 2022, which were issued during the second quarter of 2014, are fully and unconditionally guaranteed by the same subsidiaries. See Note 10.

The following unaudited condensed consolidating financial data present the financial position of the parent company/issuer, the guarantor subsidiaries and the non-guarantor subsidiaries as of June 30, 2014 and December 31, 2013, and the respective results of operations and cash flows for the three months and six months ended June 30, 2014 and June 30, 2013.

Condensed Consolidating Statement of Operations and Comprehensive Income (Loss)

(In thousands)	Three months ended June 30, 2014 Parent company/ issuer	Guarantor subsidiaries	Non-guarantor subsidiaries	Consolidating and eliminating adjustments	Consolidated
Revenues	$–	$1,133,616	$ 168,158	$ (25,810)	$ 1,275,964
Salaries, wages and benefits	–	712,988	57,333	–	770,321
Supplies	–	71,736	9,058	–	80,794
Rent	–	68,194	12,015	–	80,209
Other operating expenses	–	213,621	73,607	(25,810)	261,418
Other (income) expense	–	133	(287)	–	(154)
Depreciation and amortization	–	37,358	2,084	–	39,442
Management fees	–	(3,437)	3,437	–	–
Intercompany interest (income) expense from affiliates	(28,572)	19,398	9,174	–	–
Interest expense	80,479	6	45	–	80,530
Investment income	–	(236)	(2,213)	–	(2,449)
Equity in net loss of consolidating affiliates	4,330	–	–	(4,330)	–
	56,237	1,119,761	164,253	(30,140)	1,310,111
Income (loss) from continuing operations before income taxes	(56,237)	13,855	3,905	4,330	(34,147)
Provision (benefit) for income taxes	(20,426)	6,521	823	–	(13,082)
Income (loss) from continuing operations	(35,811)	7,334	3,082	4,330	(21,065)

Discontinued operations, net of income taxes:					
Loss from operations	–	(5,726)	(2,427)	–	(8,153)
Loss on divestiture of operations	–	(343)	(1,675)	–	(2,018)
Loss from discontinued operations	–	(6,069)	(4,102)	–	(10,171)
Net income (loss)	(35,811)	1,265	(1,020)	4,330	(31,236)
(Earnings) loss attributable to noncontrolling interests:					
Continuing operations	–	–	(4,828)	–	(4,828)
Discontinued operations	–	–	253	–	253
	–	–	(4,575)	–	(4,575)
Income (loss) attributable to Kindred	$ (35,811)	$ 1,265	$ (5,595)	$ 4,330	$ (35,811)
Comprehensive income (loss)	$ (37,313)	$ 1,265	$ (2,184)	$ 5,494	$ (32,738)
Comprehensive income (loss) attributable to Kindred	$ (37,313)	$ 1,265	$ (6,759)	$ 5,494	$ (37,313)

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KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 14 – CONDENSED CONSOLIDATING FINANCIAL INFORMATION (Continued)

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

(In thousands)	Three months ended June 30, 2013 Parent company/ issuer	Guarantor subsidiaries	Non-guarantor subsidiaries	Consolidating and eliminating adjustments	Consolidated
Revenues	$–	$1,109,284	$ 110,768	$ (29,022)	$1,191,030
Salaries, wages and benefits	–	675,595	40,024	–	715,619
Supplies	–	73,382	7,221	–	80,603
Rent	–	69,686	7,638	–	77,324
Other operating expenses	–	208,245	48,758	(29,022)	227,981
Other (income) expense	–	197	(223)	–	(26)
Impairment charges	–	438	–	–	438
Depreciation and amortization	–	36,168	2,386	–	38,554
Management fees	–	(3,217)	3,217	–	–
Intercompany interest (income) expense from affiliates	(25,976)	17,362	8,614	–	–
Interest expense	29,025	–	49	–	29,074
Investment income	–	(86)	(1,388)	–	(1,474)
Equity in net income of consolidating affiliates	(3,569)	–	–	3,569	–
	(520)	1,077,770	116,296	(25,453)	1,168,093
Income (loss) from continuing operations before income taxes	520	31,514	(5,528)	(3,569)	22,937
Provision (benefit) for income taxes	(1,225)	9,659	774	–	9,208
Income (loss) from continuing operations	1,745	21,855	(6,302)	(3,569)	13,729
Discontinued operations, net of income taxes:					
Income (loss) from operations	–	(1,234)	184	–	(1,050)
Loss on divestiture of operations	–	(10,852)	–	–	(10,852)
Income (loss) from discontinued operations	–	(12,086)	184	–	(11,902)
Net income (loss)	1,745	9,769	(6,118)	(3,569)	1,827
(Earnings) loss attributable to noncontrolling interests:					
Continuing operations	–	–	(116)	–	(116)
Discontinued operations	–	–	34	–	34
	–	–	(82)	–	(82)
Income (loss) attributable to Kindred	$1,745	$9,769	$ (6,200)	$ (3,569)	$1,745

Comprehensive income (loss)	$970	$9,769	$ (6,907)	$ (2,780)	$1,052
Comprehensive income (loss) attributable to Kindred	$970	$9,769	$ (6,989)	$ (2,780)	$970

KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 14 – CONDENSED CONSOLIDATING FINANCIAL INFORMATION (Continued)

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

	Six months ended June 30, 2014				
(In thousands)	Parent company/ issuer	Guarantor subsidiaries	Non-guarantor subsidiaries	Consolidating and eliminating adjustments	Consolidated
Revenues	$–	$ 2,278,335	$ 335,991	$ (51,620)	$ 2,562,706
Salaries, wages and benefits	–	1,430,316	113,817	–	1,544,133
Supplies	–	144,789	17,993	–	162,782
Rent	–	137,167	24,090	–	161,257
Other operating expenses	–	415,189	147,453	(51,620)	511,022
Other (income) expense	–	274	(662)	–	(388)
Depreciation and amortization	–	74,477	4,302	–	78,779
Management fees	–	(7,246)	7,246	–	–
Intercompany interest (income) expense from affiliates	(56,699)	38,387	18,312	–	–
Interest expense	106,227	11	91	–	106,329
Investment income	–	(306)	(2,326)	–	(2,632)
Equity in net income of consolidating affiliates	(2,245)	–	–	2,245	–
	47,283	2,233,058	330,316	(49,375)	2,561,282
Income (loss) from continuing operations before income taxes	(47,283)	45,277	5,675	(2,245)	1,424
Provision (benefit) for income taxes	(19,492)	19,069	926	–	503
Income (loss) from continuing operations	(27,791)	26,208	4,749	(2,245)	921
Discontinued operations, net of income taxes:					
Loss from operations	–	(11,561)	(3,093)	–	(14,654)
Loss on divestiture of operations	–	(3,349)	(1,675)	–	(5,024)
Loss from discontinued operations	–	(14,910)	(4,768)	–	(19,678)
Net income (loss)	(27,791)	11,298	(19)	(2,245)	(18,757)
(Earnings) loss attributable to noncontrolling interests:					
Continuing operations	–	–	(9,357)	–	(9,357)
Discontinued operations	–	–	323	–	323
	–	–	(9,034)	–	(9,034)
Income (loss) attributable to Kindred	$ (27,791)	$ 11,298	$ (9,053)	$ (2,245)	$ (27,791)
Comprehensive income (loss)	$ (29,838)	$ 11,298	$ (1,099)	$ (1,165)	$ (20,804)

Comprehensive income (loss) attributable to Kindred	$ (29,838)	$11,298	$ (10,133)	$ (1,165)	$ (29,838)

KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 14 – CONDENSED CONSOLIDATING FINANCIAL INFORMATION (Continued)

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

	Six months ended June 30, 2013				
(In thousands)	Parent company/ issuer	Guarantor subsidiaries	Non-guarantor subsidiaries	Consolidating and eliminating adjustments	Consolidated
Revenues	$–	$2,279,303	$229,204	$(58,043)	$2,450,464
Salaries, wages and benefits	–	1,416,531	80,953	–	1,497,484
Supplies	–	149,633	15,116	–	164,749
Rent	–	138,988	14,855	–	153,843
Other operating expenses	–	418,334	98,365	(58,043)	458,656
Other income	–	(182)	(853)	–	(1,035)
Impairment charges	–	625	–	–	625
Depreciation and amortization	–	75,079	5,073	–	80,152
Management fees	–	(6,276)	6,276	–	–
Intercompany interest (income) expense from affiliates	(53,911)	36,601	17,310	–	–
Interest expense	57,119	9	105	–	57,233
Investment income	–	(124)	(1,435)	–	(1,559)
Equity in net income of consolidating affiliates	(6,692)	–	–	6,692	–
	(3,484)	2,229,218	235,765	(51,351)	2,410,148
Income (loss) from continuing operations before income taxes	3,484	50,085	(6,561)	(6,692)	40,316
Provision (benefit) for income taxes	(1,318)	16,131	900	–	15,713
Income (loss) from continuing operations	4,802	33,954	(7,461)	(6,692)	24,603
Discontinued operations, net of income taxes:					
Income (loss) from operations	–	(6,697)	271	–	(6,426)
Loss on divestiture of operations	–	(12,877)	–	–	(12,877)
Income (loss) from discontinued operations	–	(19,574)	271	–	(19,303)
Net income (loss)	4,802	14,380	(7,190)	(6,692)	5,300
(Earnings) loss attributable to noncontrolling interests:					
Continuing operations	–	–	(583)	–	(583)
Discontinued operations	–	–	85	–	85
	–	–	(498)	–	(498)
Income (loss) attributable to Kindred	$4,802	$14,380	$(7,688)	$(6,692)	$4,802

Comprehensive income (loss)	$5,661	$14,380	$(6,853)	$(7,029)	$6,159
Comprehensive income (loss) attributable to Kindred	$5,661	$14,380	$(7,351)	$(7,029)	$5,661

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KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 14 – CONDENSED CONSOLIDATING FINANCIAL INFORMATION (Continued)

Condensed Consolidating Balance Sheet

(In thousands)	As of June 30, 2014 Parent company/ issuer	Guarantor subsidiaries	Non-guarantor subsidiaries	Consolidating and eliminating adjustments	Consolidated
ASSETS					
Current assets:					
Cash and cash equivalents	$–	$25,901	$ 19,515	$–	$45,416
Cash – restricted	–	3,490	–	–	3,490
Insurance subsidiary investments	–	–	93,527	–	93,527
Accounts receivable, net	–	886,836	120,127	–	1,006,963
Inventories	–	22,834	2,826	–	25,660
Deferred tax assets	–	39,658	–	–	39,658
Income taxes	–	49,921	891	–	50,812
Other	–	34,310	4,341	–	38,651
	–	1,062,950	241,227	–	1,304,177
Property and equipment, net	–	872,735	45,068	–	917,803
Goodwill	–	702,047	292,807	–	994,854
Intangible assets, net	–	388,270	22,990	–	411,260
Assets held for sale	–	8,435	–	–	8,435
Insurance subsidiary investments	–	–	160,565	–	160,565
Investment in subsidiaries	56,774	–	–	(56,774)	–
Intercompany	2,707,965	–	–	(2,707,965)	–
Deferred tax assets	–	–	11,389	(11,389)	–
Other	45,885	108,522	81,309	–	235,716
	$2,810,624	$3,142,959	$ 855,355	$(2,776,128)	$4,032,810
LIABILITIES AND EQUITY					
Current liabilities:					
Accounts payable	$–	$124,298	$ 37,742	$–	$162,040
Salaries, wages and other compensation	–	335,191	11,127	–	346,318
Due to third party payors	–	18,413	–	–	18,413
Professional liability risks	–	14,415	55,242	–	69,657
Other accrued liabilities	21,006	98,045	16,369	–	135,420
Long-term debt due within one year	10,000	–	233	–	10,233
	31,006	590,362	120,713	–	742,081
Long-term debt	1,526,737	–	3,603	–	1,530,340

Intercompany	–	2,333,019	374,946	(2,707,965)	–
Professional liability risks	–	53,952	189,584	–	243,536
Deferred tax liabilities	–	16,675	–	(11,389)	5,286
Deferred credits and other liabilities	–	94,641	121,214	–	215,855
Commitments and contingencies					
Equity:					
Stockholders' equity	1,252,881	54,310	2,464	(56,774)	1,252,881
Noncontrolling interests	–	–	42,831	–	42,831
	1,252,881	54,310	45,295	(56,774)	1,295,712
	$2,810,624	$3,142,959	$ 855,355	$(2,776,128)	$4,032,810

KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 14 – CONDENSED CONSOLIDATING FINANCIAL INFORMATION (Continued)

Condensed Consolidating Balance Sheet (Continued)

	As of December 31, 2013				
(In thousands)	Parent company/ issuer	Guarantor subsidiaries	Non-guarantor subsidiaries	Consolidating and eliminating adjustments	Consolidated
ASSETS					
Current assets:					
Cash and cash equivalents	$–	$23,535	$ 12,437	$–	$35,972
Cash – restricted	–	3,713	–	–	3,713
Insurance subsidiary investments	–	–	96,295	–	96,295
Accounts receivable, net	–	819,103	97,426	–	916,529
Inventories	–	22,870	2,910	–	25,780
Deferred tax assets	–	37,920	–	–	37,920
Income taxes	–	36,083	763	–	36,846
Other	–	40,679	2,994	–	43,673
	–	983,903	212,825	–	1,196,728
Property and equipment, net	–	878,284	48,291	–	926,575
Goodwill	–	700,278	291,824	–	992,102
Intangible assets, net	–	400,313	22,990	–	423,303
Assets held for sale	–	20,978	–	–	20,978
Insurance subsidiary investments	–	–	149,094	–	149,094
Investment in subsidiaries	55,609	–	–	(55,609)	–
Intercompany	2,580,391	–	–	(2,580,391)	–
Deferred tax assets	–	6,193	10,850	–	17,043
Other	43,332	104,113	72,601	–	220,046
	$2,679,332	$3,094,062	$ 808,475	$(2,636,000)	$3,945,869
LIABILITIES AND EQUITY					
Current liabilities:					
Accounts payable	$–	$158,497	$ 23,275	$–	$181,772
Salaries, wages and other compensation	–	314,413	46,779	–	361,192
Due to third party payors	–	33,747	–	–	33,747
Professional liability risks	–	3,339	57,654	–	60,993
Other accrued liabilities	13,378	122,381	10,736	–	146,495
Long-term debt due within one year	7,875	109	238	–	8,222
	21,253	632,486	138,682	–	792,421
Long-term debt	1,575,422	249	3,720	–	1,579,391

Intercompany	–	2,226,940	353,451	(2,580,391)	–
Professional liability risks	–	62,115	184,115	–	246,230
Deferred credits and other liabilities	–	129,260	77,351	–	206,611
Commitments and contingencies					
Equity:					
Stockholders' equity	1,082,657	43,012	12,597	(55,609)	1,082,657
Noncontrolling interests	–	–	38,559	–	38,559
	1,082,657	43,012	51,156	(55,609)	1,121,216
	$2,679,332	$3,094,062	$ 808,475	$ (2,636,000)	$ 3,945,869

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KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 14 – CONDENSED CONSOLIDATING FINANCIAL INFORMATION (Continued)

Condensed Consolidating Statement of Cash Flows

	Three months ended June 30, 2014				
(In thousands)	Parent company/ issuer	Guarantor subsidiaries	Non-guarantor subsidiaries	Consolidating and eliminating adjustments	Consolidated
Net cash provided by (used in) operating activities	$ (37,649)	$ (14,137)	$ 1,823	$ –	$ (49,963)
Cash flows from investing activities:					
Routine capital expenditures	–	(23,609)	(876)	–	(24,485)
Development capital expenditures	–	(372)	–	–	(372)
Acquisitions, net of cash acquired	–	(1,233)	(150)	–	(1,383)
Sale of assets	–	8,927	–	–	8,927
Purchase of insurance subsidiary investments	–	–	(13,179)	–	(13,179)
Sale of insurance subsidiary investments	–	–	17,758	–	17,758
Net change in insurance subsidiary cash and cash equivalents	–	–	(4,957)	–	(4,957)
Change in other investments	–	70	–	–	70
Other	–	17	–	–	17
Net cash used in investing activities	–	(16,200)	(1,404)	–	(17,604)
Cash flows from financing activities:					
Proceeds from borrowings under revolving credit	648,315	–	–	–	648,315
Repayment of borrowings under revolving credit	(943,715)	–	–	–	(943,715)
Proceeds from issuance of senior unsecured notes	500,000	–	–	–	500,000
Proceeds from issuance of term loan, net of discount	997,500	–	–	–	997,500
Repayment of senior unsecured notes	(550,000)	–	–	–	(550,000)
Repayment of term loan	(781,594)	–	–	–	(781,594)
Repayment of other long-term debt	–	(8)	(59)	–	(67)
Payment of deferred financing costs	(2,378)	–	–	–	(2,378)
Equity offering, net of offering costs	203,977	–	–	–	203,977
Issuance of common stock in connection with employee benefit plans	883	–	–	–	883
Dividends paid	(6,572)	–	–	–	(6,572)
Distributions to noncontrolling interests	–	–	(2,662)	–	(2,662)

Other	–	248	–	–	248
Net change in intercompany accounts	(28,767)	25,020	3,747	–	–
Net cash provided by financing activities	37,649	25,260	1,026	–	63,935
Change in cash and cash equivalents	–	(5,077)	1,445	–	(3,632)
Cash and cash equivalents at beginning of period	–	30,978	18,070	–	49,048
Cash and cash equivalents at end of period	$–	$ 25,901	$ 19,515	$ –	$ 45,416

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KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 14 – CONDENSED CONSOLIDATING FINANCIAL INFORMATION (Continued)

Condensed Consolidating Statement of Cash Flows (Continued)

(In thousands)	Three months ended June 30, 2013 Parent company/ issuer	Guarantor subsidiaries	Non-guarantor subsidiaries	Consolidating and eliminating adjustments	Consolidated
Net cash provided by (used in) operating activities	$(17,517)	$ 64,109	$ 7,042	$ –	$ 53,634
Cash flows from investing activities:					
Routine capital expenditures	–	(16,541)	(889)	–	(17,430)
Development capital expenditures	–	(4,734)	(352)	–	(5,086)
Acquisitions, net of cash acquired	–	(26,933)	–		(26,933)
Sale of assets	–	7,243	–	–	7,243
Purchase of insurance subsidiary investments	–	–	(11,759)	–	(11,759)
Sale of insurance subsidiary investments	–	–	15,526	–	15,526
Net change in insurance subsidiary cash and cash equivalents	–	–	(9,782)	–	(9,782)
Change in other investments	–	39	–	–	39
Other	–	(77)	–	–	(77)
Net cash used in investing activities	–	(41,003)	(7,256)	–	(48,259)
Cash flows from financing activities:					
Proceeds from borrowings under revolving credit	377,900	–	–	–	377,900
Repayment of borrowings under revolving credit	(385,200)	–	–	–	(385,200)
Repayment of term loan	(1,969)	–	–	–	(1,969)
Repayment of other long-term debt	–	(26)	(65)	–	(91)
Payment of deferred financing costs	(455)	–	–	–	(455)
Issuance of common stock in connection with employee benefit plans	203	–	–	–	203
Distributions to noncontrolling interests	–	–	(1,019)	–	(1,019)
Other	–	19	–	–	19
Net change in intercompany accounts	27,038	(25,901)	(1,137)	–	–
Net cash provided by (used in) financing activities	17,517	(25,908)	(2,221)	–	(10,612)
Change in cash and cash equivalents	–	(2,802)	(2,435)	–	(5,237)
Cash and cash equivalents at beginning of period	–	31,989	10,675	–	42,664

Cash and cash equivalents at end of period	$–	$ 29,187	$ 8,240	$ –	$ 37,427

KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 14 – CONDENSED CONSOLIDATING FINANCIAL INFORMATION (Continued)

Condensed Consolidating Statement of Cash Flows (Continued)

	Six months ended June 30, 2014				
(In thousands)	Parent company/ issuer	Guarantor subsidiaries	Non-guarantor subsidiaries	Consolidating and eliminating adjustments	Consolidated
Net cash provided by (used in) operating activities	$ (25,756)	$ (41,827)	$ 1,866	$ –	$ (65,717)
Cash flows from investing activities:					
Routine capital expenditures	–	(44,075)	(2,087)	–	(46,162)
Development capital expenditures	–	(1,123)	–	–	(1,123)
Acquisitions, net of cash acquired	–	(23,948)	(150)	–	(24,098)
Sale of assets	–	13,961	–	–	13,961
Purchase of insurance subsidiary investments	–	–	(23,293)	–	(23,293)
Sale of insurance subsidiary investments	–	–	26,520	–	26,520
Net change in insurance subsidiary cash and cash equivalents	–	–	(11,556)	–	(11,556)
Change in other investments	–	710	–	–	710
Other	–	(534)	–	–	(534)
Net cash used in investing activities	–	(55,009)	(10,566)	–	(65,575)
Cash flows from financing activities:					
Proceeds from borrowings under revolving credit	1,157,015	–	–	–	1,157,015
Repayment of borrowings under revolving credit	(1,369,515)	–	–	–	(1,369,515)
Proceeds from issuance of senior unsecured notes	500,000	–	–	–	500,000
Proceeds from issuance of term loan, net of discount	997,500	–	–	–	997,500
Repayment of senior unsecured notes	(550,000)	–	–	–	(550,000)
Repayment of term loan	(783,563)	–	–	–	(783,563)
Repayment of other long-term debt	–	(35)	(122)	–	(157)
Payment of deferred financing costs	(2,648)	–	–	–	(2,648)
Equity offering, net of offering costs	203,977				203,977
Issuance of common stock in connection with employee benefit plans	4,687	–	–	–	4,687
Dividends paid	(13,086)	–	–	–	(13,086)

Distributions to noncontrolling interests	–	–	(5,595)	–	(5,595)
Other	–	2,121	–	–	2,121
Net change in intercompany accounts	(118,611)	97,116	21,495	–	–
Net cash provided by financing activities	25,756	99,202	15,778	–	140,736
Change in cash and cash equivalents	–	2,366	7,078	–	9,444
Cash and cash equivalents at beginning of period	–	23,535	12,437	–	35,972
Cash and cash equivalents at end of period	$–	$ 25,901	$ 19,515	$ –	$ 45,416

KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 14 – CONDENSED CONSOLIDATING FINANCIAL INFORMATION (Continued)

Condensed Consolidating Statement of Cash Flows (Continued)

	Six months ended June 30, 2013				
(In thousands)	Parent company/ issuer	Guarantor subsidiaries	Non-guarantor subsidiaries	Consolidating and eliminating adjustments	Consolidated
Net cash provided by (used in) operating activities	$ (6,285)	$ 72,087	$ 12,665	$ –	$ 78,467
Cash flows from investing activities:					
Routine capital expenditures	–	(36,683)	(3,117)	–	(39,800)
Development capital expenditures	–	(6,956)	(518)	–	(7,474)
Acquisitions, net of cash acquired	–	(26,933)			(26,933)
Sale of assets	–	12,303	–	–	12,303
Purchase of insurance subsidiary investments	–	–	(22,595)	–	(22,595)
Sale of insurance subsidiary investments	–	–	25,528	–	25,528
Net change in insurance subsidiary cash and cash equivalents	–	–	(42,878)	–	(42,878)
Change in other investments	–	358	–	–	358
Capital contribution to insurance subsidiary	–	(14,220)	–	14,220	–
Other	–	(221)	–	–	(221)
Net cash used in investing activities	–	(72,352)	(43,580)	14,220	(101,712)
Cash flows from financing activities:					
Proceeds from borrowings under revolving credit	861,400	–	–	–	861,400
Repayment of borrowings under revolving credit	(844,400)	–	–	–	(844,400)
Repayment of term loan	(3,969)	–	–	–	(3,969)
Repayment of other long-term debt	–	(51)	(706)	–	(757)
Payment of deferred financing costs	(657)	–	–	–	(657)
Issuance of common stock in connection with employee benefit plans	207	–	–	–	207
Capital contribution to insurance subsidiary	–	–	14,220	(14,220)	–
Distributions to noncontrolling interests	–	–	(1,510)	–	(1,510)
Other	–	351	–	–	351
Net change in intercompany accounts	(6,296)	(8,218)	14,514	–	–
Net cash provided by (used in) financing activities	6,285	(7,918)	26,518	(14,220)	10,665

Change in cash and cash equivalents	–	(8,183)	(4,397)	–	(12,580)
Cash and cash equivalents at beginning of period	–	37,370	12,637	–	50,007
Cash and cash equivalents at end of period	$–	$ 29,187	$ 8,240	$ –	$ 37,427

KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 15 – LEGAL AND REGULATORY PROCEEDINGS

The Company provides services in a highly regulated industry and is subject to various legal actions and regulatory and other governmental and internal audits and investigations in the ordinary course of business (including investigations resulting from the Company’s obligation to self-report suspected violations of law by the Company). These matters could (1) require the Company to pay substantial damages, fines, penalties or amounts in judgments or settlements, which individually or in the aggregate could exceed amounts, if any, that may be recovered under the Company’s insurance policies where coverage applies and is available; (2) cause the Company to incur substantial expenses; (3) require significant time and attention from the Company’s management; (4) subject the Company to sanctions including possible exclusions from the Medicare and Medicaid programs; and (5) cause the Company to close or sell one or more facilities or otherwise modify the way the Company conducts business. The ultimate resolution of these matters, whether as a result of litigation or settlement, could have a material adverse effect on the Company’s business, financial position, results of operations and liquidity.

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

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

Medicare and Medicaid payment reviews, audits and investigations—as a result of the Company’s participation in the Medicare and Medicaid programs, the Company faces and is currently subject to various governmental and internal reviews, audits and investigations to verify the Company’s compliance with these programs and applicable laws and regulations. The Company is routinely subject to audits under various government programs, such as the CMS Recovery Audit Contractor program, in which third party firms engaged by CMS conduct extensive reviews of claims data and medical and other records to identify potential improper payments to healthcare providers under the Medicare program. In addition, the Company, like other hospital and nursing center operators and rehabilitation therapy service providers, is subject to ongoing investigations by the U.S. Department of Health and Human Services Office of Inspector General, the DOJ and state attorneys general into the billing of rehabilitation and other services provided to Medicare and Medicaid patients, including whether rehabilitation therapy services were properly documented and billed, whether services provided were medically necessary and general compliance with conditions of participation in the Medicare and Medicaid programs. Private pay sources such as third party insurance and managed care entities also often reserve the right to conduct audits. The Company's costs to respond to and defend any such reviews, audits and investigations are significant and are likely to increase in the current enforcement environment. These audits and investigations may require the Company to refund or retroactively adjust amounts that have been paid under the relevant government program or by other payors. Further, an adverse review, audit or investigation also could result in other adverse consequences, particularly if the underlying conduct is found to be pervasive or systemic. These consequences include (1) state or federal agencies imposing fines, penalties and other sanctions on the Company; (2) loss of the Company's right to participate in the Medicare or Medicaid programs or one or more third party payor networks; (3) indemnity claims asserted by customers and others for which the Company provides services; and (4) damage to the Company's reputation in various markets, which could adversely affect the Company's ability to attract patients, residents and employees.

KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 15 – LEGAL AND REGULATORY PROCEEDINGS (Continued)

The Company has responded to extensive document subpoenas and requests for employee interviews from the U.S. Attorney's Office in Boston, Massachusetts concerning the operations of RehabCare Group, Inc. ("RehabCare"), a therapy services company acquired by the Company on June 1, 2011. On July 22, 2014, the Company met with the DOJ in Boston regarding its investigation of RehabCare. The DOJ asserts, among other things, that rehabilitation therapy services provided to patients in skilled nursing centers were not delivered or billed in accordance with Medicare requirements, and that there may have been questionable financial arrangements between RehabCare and a vendor and certain skilled nursing facility customers. The Company is cooperating fully with the DOJ investigation. No estimate of the possible loss or range of loss resulting from this investigation can be made at this time. The Company disputes the allegations related to the DOJ investigation and will defend any related claims vigorously.

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

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

Four wage and hour class action lawsuits are currently pending against the Company in federal district court for the Central District of California, and are being addressed together by the court. Each case pertains to alleged errors made by the Company with respect to regular pay and overtime pay calculations, waiting times, meal period waivers and wage statements under California law. The Company tentatively settled this claim in June 2014, subject to finalizing settlement details and court approval. The Company recorded an additional $4.6 million loss provision in the second quarter of 2014 (for a total loss reserve of $16.6 million) related to this lawsuit.

A wage and hour class action lawsuit against the Company alleging violations of federal and state wage and hour laws is pending in federal district court for the Northern District of Illinois. This lawsuit pertains to the Company's previous automatic meal break deduction practice for non-exempt employees in the Company's hospitals located outside California. The court granted conditional class certification in part on June 11, 2013. This lawsuit was settled on January 31, 2014 by the Company's agreement to pay $0.7 million to claimants from the Company's five Illinois hospitals, plaintiffs' attorney's fees and certain administrative costs. The Company had previously recorded a $0.7 million loss provision related to this lawsuit. The Company expects this lawsuit to be dismissed upon completion of the claims administration process currently underway.

These expected loss reserves are based upon currently available information and are subject to significant judgment and a variety of assumptions, and known and unknown uncertainties. Given the uncertainty of litigation, the actual losses may vary significantly from the current reserves, which do not represent the Company's maximum loss exposure. At this time, no estimate of the possible loss or range of loss, in excess of the amounts accrued, can be made regarding these lawsuits.

KINDRED HEALTHCARE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 15 – LEGAL AND REGULATORY PROCEEDINGS (Continued)

Minimum staffing lawsuits—various states in which the Company operates hospitals and nursing centers have established minimum staffing requirements or may establish minimum staffing requirements in the future. While the Company seeks to comply with all applicable staffing requirements, the regulations in this area are complex and the Company may experience compliance issues from time to time. Failure to comply with such minimum staffing requirements may result in one or more facilities failing to meet the conditions of participation under relevant federal and state healthcare programs and the imposition of significant fines, damages or other sanctions.

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

On January 6, 2014, a purported class action complaint was filed in the federal district court for the Southern District of Florida against the Company and one of its subsidiaries. The lawsuit, styled Pines Nursing Home, et al. v. Polaris and RehabCare Group, Inc., et al. alleges that one of the Company's subsidiaries sent "junk" faxes in violation of the Telephone Consumer Protection Act of 1991 and the Junk Fax Prevention Act of 2005. The complaint seeks statutory damages, penalties, attorneys' fees and an injunction prohibiting such conduct in the future. The court denied plaintiff's motion for class certification on June 20, 2014. Subsequently, the Company filed an offer of judgment for $49,900 which was accepted by the plaintiff on July 29, 2014. No estimate of the possible loss or range of loss resulting from this lawsuit in excess of this amount can be made at this time. The Company continues to dispute the allegations in the complaint.

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 potential acquisition of Gentiva (including financing of the proposed transaction and the benefits, results, effects and timing of such transaction), and 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," "potential" and c 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, performance or plans to differ materially from any future results, performance or plans 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, results or stock price include, without limitation:

the impact of healthcare reform, which will initiate significant changes to the United States healthcare system, including potential material changes to the delivery of healthcare services and the reimbursement paid for such services by the government or other third party payors, including reforms resulting from the Patient Protection and Affordable Care Act and the Healthcare Education and Reconciliation Act (collectively, the "ACA") or future deficit reduction measures adopted at the federal or state level. Healthcare reform is affecting each of the Company's businesses in some manner. Potential future efforts in the U.S. Congress to repeal, amend, modify or retract funding for various aspects of the ACA create additional uncertainty about the ultimate impact of the ACA on the Company and the healthcare industry. Due to the substantial regulatory changes that will need to be implemented by CMS and others, and the numerous processes required to implement these reforms, the Company cannot predict which healthcare initiatives will be implemented at the federal or state level, the timing of any such reforms, or the effect such reforms or any other future legislation or regulation will have on the Company's business, financial position, results of operations and liquidity,

the Company's ability to adjust to the new patient criteria for LTAC hospitals under the Pathway for SGR Reform Act of 2013 (the "SGR Reform Act"), which will reduce the population of patients eligible for the Company's hospital services and change the basis upon which the Company is paid,

the impact of final rules issued by CMS on August 1, 2012 (the "2012 CMS Rules") which, among other things, will reduce Medicare reimbursement to the Company's TC hospitals in 2013 and beyond by imposing a budget neutrality adjustment and modifying the short-stay outlier rules,

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

the impact of the Budget Control Act of 2011 (as amended by the American Taxpayer Relief Act of 2012 (the "Taxpayer Relief Act")) which instituted an automatic 2% reduction on each claim submitted to Medicare beginning April 1, 2013, the costs of defending and insuring against alleged professional liability and other claims and investigations (including those related to pending investigations and whistleblower and wage and hour class action lawsuits against the Company) and the Company's ability to predict the estimated costs and reserves related to such claims and investigations, including the impact of differences in actuarial assumptions and estimates compared to eventual outcomes,

the impact of the Taxpayer Relief Act which, among other things, reduces Medicare payments by an additional 25% for subsequent procedures when multiple therapy services are provided on the same day. At this time, the Company believes that the rules related to multiple therapy services will reduce its Medicare revenues by $25 million to $30 million on an annual basis,

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND

RESULTS OF OPERATIONS (Continued)

Cautionary Statement (Continued)

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

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

the ability of the Company's hospitals and nursing centers to adjust to medical necessity reviews,

the impact of the Company's significant level of indebtedness on its funding costs, operating flexibility and ability to fund ongoing operations, development capital expenditures or other strategic acquisitions with additional borrowings,

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

the Company's ability to pay a dividend as, when and if declared by the Board of Directors, in compliance with applicable laws and the Company's debt and other contractual arrangements,

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

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

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

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

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

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

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

the Company's obligations under various laws to self-report suspected violations of law by the Company to various government agencies, including any associated obligation to refund overpayments to government payors, fines and other sanctions,

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

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

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

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

events or circumstances which could result in the impairment of an asset or other charges, such as the impact of the Medicare reimbursement regulations that resulted in the Company recording significant impairment charges in the last three fiscal years,

changes in generally accepted accounting principles or practices, and changes in tax accounting or tax laws (or authoritative interpretations relating to any of these matters),

the Company's ability to maintain an effective system of internal control over financial reporting, the Company's ability to realize the anticipated operating and financial synergies from the potential acquisition of Gentiva,

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND

RESULTS OF OPERATIONS (Continued)

Cautionary Statement (Continued)

- the uncertainties as to whether Gentiva or any other companies that the Company may acquire will have the accretive effect on the Company's earnings or cash flows that are expected, and
- the outcome of the potential acquisition of Gentiva, including the Company's ability to realize the strategic rationale behind the Gentiva acquisition.

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

General

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

The Company is a healthcare services company that through its subsidiaries operates TC hospitals, IRFs, nursing centers, assisted living facilities, a contract rehabilitation services business and a home health and hospice business across the United States. At June 30, 2014, the Company's hospital division operated 97 TC hospitals (7,145 licensed beds) and five IRFs (215 licensed beds) in 22 states. The Company's nursing center division operated 98 nursing centers (12,394 licensed beds) and six assisted living facilities (341 licensed beds) in 21 states. The Company's rehabilitation division provided rehabilitation services primarily in hospitals and long-term care settings. The Company's care management division (formerly known as the Company's home health and hospice division) primarily provided home health, hospice and private duty services from 153 locations in 13 states.

Discontinued operations

The Company has completed several strategic divestitures or planned divestitures to improve its future operating results. For accounting purposes, the operating results of these businesses and the losses or impairments associated with these transactions have been classified as discontinued operations in the accompanying unaudited condensed consolidated statement of operations for all periods presented. Assets held for sale at June 30, 2014 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.

During the second quarter of 2014, the Company reclassified as discontinued for all periods presented the operations of three TC hospitals and two nursing centers that were either closed or divested through a planned sale of such facility or the expiration of a lease. The Company recorded a loss on divestiture of $3 million ($2 million net of income taxes) for the three months ended June 30, 2014 related to these divestitures.

The Company allowed the lease to expire on a TC hospital during the six months ended June 30, 2014 resulting in a loss on divestiture primarily related to a write-off of an indefinite-lived intangible asset of $3 million ($2 million net of income taxes) for the six months ended June 30, 2014. The Company reflected the operating results of this TC hospital as discontinued operations in the accompanying unaudited condensed consolidated statement of operations for all historical periods.

On September 30, 2013, the Company entered into agreements with Ventas to exit the 2013 Expiring Facilities. The lease term for the 2013 Expiring Facilities was initially scheduled to expire in April 2015. Under the terms of the agreements, the lease term for the 2013 Expiring Facilities will now expire on September 30, 2014 unless the Company and Ventas are able to transfer the operations earlier. Through June 30, 2014, the Company has transferred the operations of 43 of the 2013 Expiring Facilities to a new operator. Another facility was closed and its operating license and equipment were sold during the six months ended June 30, 2014. Proceeds from the sale of equipment and inventory for the 2013 Expiring Facilities totaled $9 million and $12 million for the three months and six months ended June 30, 2014, respectively. The Company has transferred the operations of an additional 12 of the 2013 Expiring Facilities since July 1, 2014. For accounting purposes, the 2013 Expiring Facilities qualified as assets held for sale and the Company reflected the operating results as discontinued operations in the accompanying unaudited condensed consolidated statement of operations for all historical periods.

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

Critical Accounting Policies

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

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

Revenue recognition

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

Collectibility of accounts receivable

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

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

The provision for doubtful accounts totaled $8 million and $4 million for the second quarter of 2014 and 2013, respectively, and $16 million and $11 million for the six months ended June 30, 2014 and 2013, respectively.

Allowances for insurance risks

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

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

Provisions for loss for professional liability risks retained by the Company’s limited purpose insurance subsidiary have been discounted based upon actuarial estimates of claim payment patterns using a discount rate of 1% to 5% depending upon the policy year. The discount rate was 1% for the 2014 and 2013 policy years. The discount rates are based upon the risk free interest rate for the respective year. Amounts equal to the discounted loss provision are funded annually. The Company does not fund the portion of professional liability risks related to estimated claims that have been incurred but not reported. Accordingly, these liabilities are not discounted. The allowance for professional liability risks aggregated $313 million at June 30, 2014 and $307 million at December 31, 2013. If the Company did not discount any of the allowances for professional liability risks, these balances would have approximated $316 million at June 30, 2014 and $310 million at December 31, 2013.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND

RESULTS OF OPERATIONS (Continued)

Critical Accounting Policies (Continued)

Allowances for insurance risks (Continued)

As a result of deterioration in professional liability and workers compensation underwriting results of the Company's limited purpose insurance subsidiary in 2012, the Company made a capital contribution of $14 million during the six months ended June 30, 2013 to its limited purpose insurance subsidiary. This transaction was completed in accordance with applicable regulations and had no impact on earnings. No contribution was required to be paid during the six months ended June 30, 2014.

Changes in the number of professional liability claims and the cost to settle these claims significantly impact the allowance for professional liability risks. A relatively small variance between the Company's estimated and actual number of claims or average cost per claim could have a material impact, either favorable or unfavorable, on the adequacy of the allowance for professional liability risks. For example, a 1% variance in the allowance for professional liability risks at June 30, 2014 would impact the Company's operating income by approximately $3 million.

The provision for professional liability risks (continuing operations), including the cost of coverage maintained with unaffiliated commercial reinsurance carriers, aggregated $16 million for the second quarter of both 2014 and 2013, and $30 million and $32 million for the six months ended June 30, 2014 and 2013, 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 $193 million at June 30, 2014 and $188 million at December 31, 2013. The provision for workers compensation risks (continuing operations), including the cost of coverage maintained with unaffiliated commercial insurance carriers, aggregated $9 million and $10 million for the second quarter of 2014 and 2013, respectively, and $18 million and $21 million for the six months ended June 30, 2014 and 2013, respectively.

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 losses 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 38.3% and 40.1% for the second quarter of 2014 and 2013, respectively, and 35.3% and 39.0% for the six months ended June 30, 2014 and 2013, respectively. The decrease in the effective tax rate for both periods in 2014 was primarily attributable to an increase in pretax income from noncontrolling interests not taxable to the Company.

There are significant uncertainties with respect to capital loss carryforwards that could affect materially the realization of certain deferred tax assets. Accordingly, the Company has recognized deferred tax assets to the extent it is more likely than not they will be realized and a valuation allowance is provided for deferred tax assets to the extent that it is uncertain that the deferred tax asset will be realized. The Company recognized net deferred tax assets totaling $34 million and $55 million at June 30, 2014 and December 31, 2013, respectively.

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

Valuation of long-lived assets, goodwill and intangible assets

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

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND

RESULTS OF OPERATIONS (Continued)

Critical Accounting Policies (Continued)

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

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

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

In connection with the 2011 CMS Rules, the Company determined that the impact of the 2011 CMS Rules was a triggering event in the third quarter of 2011 and accordingly tested the recoverability of its nursing centers reporting unit goodwill, intangible assets and property and equipment asset groups impacted by the reduced Medicare payments. The Company recorded pretax impairment charges aggregating $0.4 million ($0.3 million net of income taxes) in the second quarter of 2013 for property and equipment expenditures in the nursing center asset groups that were determined to be impaired by the 2011 CMS Rules. The Company also recorded pretax impairment charges aggregating $0.6 million ($0.4 million net of income taxes) for the six months ended June 30, 2013. These charges reflected the amount by which the carrying value of certain assets exceeded their estimated fair value. The impairment charges did not impact the Company's cash flows or liquidity.

In accordance with the authoritative guidance for goodwill and other intangible assets, the Company is required to perform an impairment test for goodwill and indefinite-lived intangible assets at least annually or more frequently if adverse events or changes in circumstances indicate that the asset may be impaired. The Company performs its annual goodwill impairment test at the end of each fiscal year for each of its reporting units. A reporting unit is either an operating segment or one level below the operating segment, referred to as a component. When the components within the Company's operating segments have similar economic characteristics, the Company aggregates the components of its operating segments into one reporting unit. Accordingly, the Company has determined that its reporting units are hospitals, nursing centers, skilled nursing rehabilitation services, hospital rehabilitation services, home health and hospice. The home health and hospice reporting units are included in the care management division. The carrying value of goodwill for each of the Company's reporting units at June 30, 2014 and December 31, 2013 follows (in thousands):

	June 30, 2014	December 31, 2013

Hospitals	$679,480	$ 679,480
Nursing centers	–	–
Rehabilitation division:		
Skilled nursing rehabilitation services	–	–
Hospital rehabilitation services	173,618	173,334
Home health	114,846	112,378
Hospice	26,910	26,910
	$994,854	$ 992,102

The goodwill impairment test involves a two-step process. The first step is a comparison of each reporting unit's fair value to its carrying value. If the carrying value of the reporting unit is greater than its fair value, there is an indication that impairment may exist and the second step must be performed to measure the amount of impairment loss, if any. Based upon the results of the step one impairment test for goodwill for hospitals, hospital rehabilitation services and hospice reporting units for the year ended December 31, 2013, no goodwill impairment charges were recorded in connection with the Company's annual impairment test. The Company recorded a goodwill impairment charge of $76 million ($58 million net of income taxes) in the fourth quarter of 2013 in its home health reporting unit to reflect the amount by which the carrying value of goodwill exceeded the fair value.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND

RESULTS OF OPERATIONS (Continued)

Critical Accounting Policies (Continued)

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

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

The Company has determined that during the six months ended June 30, 2014, there were no events or changes in circumstances since December 31, 2013 requiring an interim impairment test. Although the Company has determined that there was no goodwill or other indefinite-lived intangible asset impairments as of June 30, 2014, adverse changes in the operating environment and related key assumptions used to determine the fair value of the Company's reporting units and indefinite-lived intangible assets or declines in the value of the Company's common stock may result in future impairment charges for a portion or all of these assets. Specifically, if the rate of growth of government and commercial revenues earned by the Company's reporting units were to be less than projected or if healthcare reforms were to negatively impact the Company's business, an impairment charge of a portion or all of these assets may be required.

An impairment charge could have a material adverse effect on the Company's business, financial position and results of operations, but would not be expected to have an impact on the Company's cash flows or liquidity.

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

The annual impairment tests for certain of the Company's indefinite-lived intangible assets are performed as of May 1, July 1, September 1 and October 1 while all others are performed as of December 31. No impairment charges were recorded in connection with the annual impairment tests performed at May 1, 2014 or for each of these dates in 2013.

Recently Issued Accounting Requirements

In June 2014, the FASB issued authoritative guidance which changes the requirements for accounting for share-based payments when the terms of an award provide that a performance target could be achieved after the requisite service period. This guidance is effective for annual and interim periods beginning on or after December 15, 2015. The adoption of this standard is not expected to have a material impact on the Company's business, financial position, net income or liquidity.

In May 2014, the FASB issued authoritative guidance which changes the requirements for recognizing revenue when entities enter into contracts with customers. Under the new provisions, an entity will recognize revenue when it transfers promised goods or services to customers in an amount that reflects what it expects in exchange for the goods or services. It also requires more detailed disclosures to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. This guidance is effective for annual and interim periods beginning on or after December 15, 2016 and early adoption is not permitted. The Company is still assessing this guidance.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND

RESULTS OF OPERATIONS (Continued)

Recently Issued Accounting Requirements (Continued)

In April 2014, the FASB issued authoritative guidance which changes the requirements for reporting discontinued operations. A disposal of a component of an entity or a group of components of an entity is required to be reported in discontinued operations if the disposal represents a strategic shift that has (or will have) a major effect on an entity's operations and financial results when any of the following occurs: (1) the component or group of components meets the criteria to be classified as held for sale, (2) the component or group of components is disposed of by sale, or (3) the component or group of components is disposed of other than by sale (for example, abandonment). The entity shall present separately, for each comparative period, the assets and liabilities of the discontinued operation in the statement of financial position. In addition to the required disclosures for discontinued operations, entities also will be required to provide disclosures about a disposal of an individually significant component of an entity that does not qualify for discontinued operations presentation in the financial statements. The guidance also states an entity shall expand disclosures about significant continuing involvement with a discontinued operation, until the results of operations of the discontinued operation are no longer presented in the statement of operations. The guidance is applicable prospectively for all disposals that occur within annual periods beginning on or after December 15, 2014 and early adoption is permitted. The adoption of the guidance is not expected to have a material impact on the Company's business, financial position, net income or liquidity but may have a material impact on the Company's income from continuing operations if planned or completed disposals of components of the Company's business do not qualify for discontinued operations under the new guidance.

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

Results of Operations – Continuing Operations

A summary of the Company's operating data follows (unaudited):

(In thousands)	Three months ended June 30, 2014	2013	Six months ended June 30, 2014	2013
Revenues:				
Hospital division	$632,156	$ 606,604	$1,278,614	$1,264,418
Nursing center division	280,255	264,847	558,157	535,052
Rehabilitation division:				
Skilled nursing rehabilitation services	253,989	249,647	508,244	508,397
Hospital rehabilitation services	75,324	69,777	149,288	144,300
	329,313	319,424	657,532	652,697
Care management division	87,986	53,039	175,690	104,660
	1,329,710	1,243,914	2,669,993	2,556,827
Eliminations:				
Skilled nursing rehabilitation services	(30,031)	(28,660)	(59,677)	(57,317)
Hospital rehabilitation services	(22,855)	(23,223)	(46,088)	(46,832)
Nursing centers	(860)	(1,001)	(1,522)	(2,214)
	(53,746)	(52,884)	(107,287)	(106,363)
	$ 1,275,964	$ 1,191,030	$2,562,706	$2,450,464
Income (loss) from continuing operations:				
Operating income (loss):				
Hospital division	$ 132,878	$ 129,366	$278,273	$276,859
Nursing center division	36,880	36,018	75,351	65,163
Rehabilitation division:				
Skilled nursing rehabilitation services	19,982	21,623	38,310	34,862
Hospital rehabilitation services	20,084	19,573	39,904	37,705
	40,066	41,196	78,214	72,567
Care management division	7,065	3,961	11,762	6,747
Corporate:				
Overhead	(48,365)	(43,196)	(92,415)	(88,781)
Insurance subsidiary	(443)	(384)	(849)	(893)
	(48,808)	(43,580)	(93,264)	(89,674)
Impairment charges	–	(438)	–	(625)
Transaction costs	(4,496)	(108)	(5,179)	(1,052)
Operating income	163,585	166,415	345,157	329,985
Rent	(80,209)	(77,324)	(161,257)	(153,843)
Depreciation and amortization	(39,442)	(38,554)	(78,779)	(80,152)
Interest, net	(78,081)	(27,600)	(103,697)	(55,674)
Income (loss) from continuing operations before income taxes	(34,147)	22,937	1,424	40,316

Provision (benefit) for income taxes	(13,082)	9,208	503	15,713
	$ (21,065)	$ 13,729	$921	$24,603

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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)

A summary of the Company's consolidating statement of operations follows (unaudited):

	Three months ended June 30, 2014									
			Rehabilitation division							
n ousands)	Hospital division (a)	Nursing center division (b,c)	Skilled nursing services (b)	Hospital services (b)	Total	Care management division (b)	Corporate (b,d)	Transaction costs	Eliminations	Consolidate
evenues	$ 632,156	$ 280,255	$ 253,989	$ 75,324	$ 329,313	$ 87,986	$–	$–	$(53,746)	$ 1,275,964
laries, ages and nefits	271,092	128,641	223,907	50,303	274,210	66,804	29,813	–	(239)	770,321
pplies	66,509	10,559	680	32	712	2,833	181	–	–	80,794
ent	52,526	23,856	1,067	22	1,089	2,177	561	–	–	80,209
her erating penses	161,722	104,317	9,406	4,899	14,305	11,281	18,804	4,496	(53,507)	261,418
her come) pense	(45)	(142)	14	6	20	3	10	–	–	(154
epreciation d nortization	17,008	7,686	2,885	2,488	5,373	2,139	7,236	–	–	39,442
terest pense	187	7	51	–	51	12	80,273	–	–	80,530
vestment come	(16)	(10)	(225)	–	(225)	(1)	(2,197)	–	–	(2,449
	568,983	274,914	237,785	57,750	295,535	85,248	134,681	4,496	(53,746)	1,310,111
come (loss) om ntinuing erations fore come taxes	$ 63,173	$ 5,341	$ 16,204	$ 17,574	$ 33,778	$ 2,738	$(134,681)	$(4,496)	$–	(34,147
come tax nefit										(13,082
										$ (21,065

oss from ntinuing erations										
apital penditures, cluding quisitions ncluding scontinued erations):										
outine	$ 8,225	$ 5,163	$ 593	$ 44	$ 637	$ 168	$ 10,292	$–	$–	$ 24,485
evelopment	51	321	–	–	–	–	–	–	–	372
	$ 8,276	$ 5,484	$ 593	$ 44	$ 637	$ 168	$ 10,292	$–	$–	$ 24,857

(a) Includes litigation costs (included in other operating expenses) of $4.6 million.

(b) Includes severance costs (included in salaries, wages and benefits) of $4.8 million and other operating expenses of $0.1 million related to restructuring activities (nursing center division – $3.2 million, rehabilitation division – $0.3 million (skilled nursing rehabilitation services – $0.2 million and hospital rehabilitation services – $0.1 million), care management division – $0.8 million and corporate – $0.6 million).

(c) Includes lease cancellation charges (included in rent) of $0.3 million incurred in connection with restructuring activities.

(d) Includes $56.6 million of charges (included in interest expense) associated with debt refinancing.

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

Results of Operations – Continuing Operations (Continued)

Consolidating statement of operations follows (unaudited) (Continued):

	Three months ended June 30, 2013									
			Rehabilitation division							
	Hospital division	Nursing center division	Skilled nursing services	Hospital services	Total	Care management division	Corporate (a)	Transaction costs	Eliminations	Consolidated
Revenues	$606,604	$264,847	$249,647	$69,777	$319,424	$53,039	$–	$–	$(52,884)	$1,191,030
Salaries, wages and benefits	261,362	123,242	219,874	46,236	266,110	39,730	25,242	–	(67)	715,619
Supplies	64,737	12,568	785	30	815	2,325	158	–	–	80,603
Rent	50,221	24,104	1,197	19	1,216	1,155	628	–	–	77,324
Other operating expenses	150,959	93,274	7,326	3,930	11,256	7,023	18,178	108	(52,817)	227,981
Other (income) expense	180	(255)	39	8	47	–	2	–	–	(26)
Impairment charges	408	30	–	–	–	–	–	–	–	438
Depreciation and amortization	17,525	6,814	2,878	2,319	5,197	1,615	7,403	–	–	38,554
Interest expense	179	1	73	–	73	–	28,821	–	–	29,074
Investment income	(2)	(13)	(74)	–	(74)	–	(1,385)	–	–	(1,474)
	545,569	259,765	232,098	52,542	284,640	51,848	79,047	108	(52,884)	1,168,093
Income from continuing operations before income taxes	$61,035	$5,082	$17,549	$17,235	$34,784	$1,191	$(79,047)	$(108)	$–	22,937
Provision for income taxes										9,208
										$13,729

Income from continuing operations										
Capital expenditures, excluding acquisitions (including discontinued operations):										
Routine	$5,593	$4,259	$464	$45	$509	$339	$6,730	$–	$–	$17,430
Development	5,079	7	–	–	–	–	–	–	–	5,086
	$10,672	$4,266	$464	$45	$509	$339	$6,730	$–	$–	$22,516

(a) Includes $1.4 million of charges (included in interest expense) associated with debt refinancing.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND

RESULTS OF OPERATIONS (Continued)

Results of Operations – Continuing Operations (Continued)

Consolidating statement of operations follows (unaudited) (Continued):

Six months ended June 30, 2014

	Hospital division (a)	Nursing center division (b,c)	Rehabilitation division Skilled nursing services (b)	Hospital services (b)	Total	Care management division (b)	Corporate (b,d)	Transaction costs	Eliminations	Consolid
nues	$ 1,278,614	$ 558,157	$ 508,244	$ 149,288	$ 657,532	$ 175,690	$–	$–	$(107,287)	$ 2,562,7
ies, s and fits	545,928	256,395	448,514	100,302	548,816	135,493	57,651	339	(489)	1,544,
lies	133,677	21,328	1,416	67	1,483	5,932	362	–	–	162,78
	105,661	47,808	2,156	73	2,229	4,433	1,126	–	–	161,25
r ating nses	320,814	205,426	19,995	9,004	28,999	22,500	35,241	4,840	(106,798)	511,02
r me) nse	(78)	(343)	9	11	20	3	10	–	–	(388
eciation tization	33,993	15,228	5,580	5,052	10,632	4,264	14,662	–	–	78,779
est nse	372	12	109	–	109	22	105,814	–	–	106,32
tment ne	(18)	(21)	(284)	–	(284)	(1)	(2,308)	–	–	(2,632
	1,140,349	545,833	477,495	114,509	592,004	172,646	212,558	5,179	(107,287)	2,561,2
ne from nuing ations e ne taxes	$ 138,265	$ 12,324	$ 30,749	$ 34,779	$ 65,528	$ 3,044	$(212,558)	$(5,179)	$–	1,424
sion for ne taxes										503
ne from nuing										$ 921

ations										
al nditures, ding sitions uding ntinued ations):										
ne	$ 16,627	$ 10,218	$ 1,442	$ 100	$ 1,542	$ 476	$ 17,299	$–	$–	$ 46,162
lopment	562	561	–	–	–	–	–	–	–	1,123
	$ 17,189	$ 10,779	$ 1,442	$ 100	$ 1,542	$ 476	$ 17,299	$–	$–	$ 47,285

(a) Includes litigation costs (included in other operating expenses) of $4.6 million.

(b) Includes severance costs (included in salaries, wages and benefits) of $4.8 million and other operating expenses of $0.1 million related to restructuring activities (nursing center division – $3.2 million, rehabilitation division – $0.3 million (skilled nursing rehabilitation services – $0.2 million and hospital rehabilitation services – $0.1 million), care management division – $0.8 million and corporate – $0.6 million).

(c) Includes lease cancellation charges (included in rent) of $0.3 million incurred in connection with restructuring activities.

(d) Includes $56.6 million of charges (included in interest expense) associated with debt refinancing.

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

Results of Operations – Continuing Operations (Continued)

Consolidating statement of operations follows (unaudited) (Continued):

	Six months ended June 30, 2013									
			Rehabilitation division							
	Hospital division (a)	Nursing center division (a)	Skilled nursing services (a)	Hospital services (a)	Total	Care management division (a)	Corporate (a,b)	Transaction costs	Eliminations	Consolidat
venues	$1,264,418	$535,052	$508,397	$144,300	$652,697	$104,660	$–	$–	$(106,363)	$2,450,46
aries, ges and nefits	551,019	258,425	454,718	98,656	553,374	80,044	54,930	–	(308)	1,497,48
pplies	132,883	25,282	1,596	62	1,658	4,563	363	–	–	164,749
nt	99,803	47,980	2,432	36	2,468	2,341	1,251	–	–	153,843
her erating penses	303,582	186,838	17,182	7,849	25,031	13,306	34,902	1,052	(106,055)	458,656
her come) pense	75	(656)	39	28	67	–	(521)	–	–	(1,035
pairment arges	584	41	–	–	–	–	–	–	–	625
preciation d ortization	37,247	14,155	5,990	4,650	10,640	3,141	14,969	–	–	80,152
erest pense	361	6	169	–	169	–	56,697	–	–	57,233
vestment ome	(6)	(21)	(102)	–	(102)	–	(1,430)	–	–	(1,559
	1,125,548	532,050	482,024	111,281	593,305	103,395	161,161	1,052	(106,363)	2,410,14
ome from ntinuing erations fore ome taxes	$138,870	$3,002	$26,373	$33,019	$59,392	$1,265	$(161,161)	$(1,052)	$–	40,316
ovision for ome taxes										15,713

come from ntinuing erations										$24,603
pital penditures, cluding quisitions cluding continued erations):										
utine	$15,864	$10,078	$1,069	$77	$1,146	$534	$12,178	$–	$–	$39,800
velopment	7,467	7	–	–	–	–	–	–	–	7,474
	$23,331	$10,085	$1,069	$77	$1,146	$534	$12,178	$–	$–	$47,274

(a) Includes one-time bonus costs (included in salaries, wages and benefits) of $19.8 million (hospital division – $7.8 million, nursing center division – $4.6 million, rehabilitation division – $6.3 million (skilled nursing rehabilitation services – $5.0 million and hospital rehabilitation services – $1.3 million), care management division – $0.8 million and corporate – $0.3 million).

(b) Includes $1.4 million of charges (included in interest expense) associated with debt refinancing.

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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)

Operating data:

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	2014	2013
Hospital division data:				
End of period data:				
Number of hospitals:				
Transitional care	97	97		
Inpatient rehabilitation	5	5		
	102	102		
Number of licensed beds:				
Transitional care	7,145	7,059		
Inpatient rehabilitation	215	215		
	7,360	7,274		
Revenue mix %:				
Medicare	58.9	60.7	59.6	61.6
Medicaid	6.6	5.9	6.5	5.6
Medicare Advantage	11.0	11.1	11.1	10.7
Medicaid Managed	2.9	1.9	2.6	1.9
Commercial insurance and other	20.6	20.4	20.2	20.2
Admissions:				
Medicare	9,410	9,432	19,268	19,706
Medicaid	914	744	1,749	1,429
Medicare Advantage	1,449	1,474	2,964	2,993
Medicaid Managed	381	208	698	417
Commercial insurance and other	2,055	1,869	4,162	3,820
	14,209	13,727	28,841	28,365
Admissions mix %:				
Medicare	66.2	68.7	66.8	69.5
Medicaid	6.4	5.4	6.1	5.0
Medicare Advantage	10.2	10.8	10.3	10.5
Medicaid Managed	2.7	1.5	2.4	1.5
Commercial insurance and other	14.5	13.6	14.4	13.5
Patient days:				
Medicare	230,122	234,490	469,881	486,685
Medicaid	32,821	30,425	65,730	59,190
Medicare Advantage	44,094	43,040	89,073	86,056
Medicaid Managed	13,247	8,342	23,980	17,150
Commercial insurance and other	61,892	57,091	124,750	120,318
	382,176	373,388	773,414	769,399
Average length of stay:				
Medicare	24.5	24.9	24.4	24.7

Medicaid	35.9	40.9	37.6	41.4
Medicare Advantage	30.4	29.2	30.1	28.8
Medicaid Managed	34.8	40.1	34.4	41.1
Commercial insurance and other	30.1	30.5	30.0	31.5
Weighted average	26.9	27.2	26.8	27.1
Revenues per admission:				
Medicare	$39,559	$39,004	$39,520	$39,550
Medicaid	45,392	48,221	47,687	49,769
Medicare Advantage	48,067	45,709	47,899	45,007
Medicaid Managed	48,953	55,496	48,421	57,137
Commercial insurance and other	63,315	66,306	61,981	66,859
Weighted average	44,490	44,190	44,333	44,577
Revenues per patient day:				
Medicare	$1,618	$1,569	$1,621	$1,601
Medicaid	1,264	1,179	1,269	1,202
Medicare Advantage	1,580	1,565	1,594	1,565
Medicaid Managed	1,408	1,384	1,409	1,389
Commercial insurance and other	2,102	2,171	2,068	2,123
Weighted average	1,654	1,625	1,653	1,643
Medicare case mix index (discharged patients only)	1.18	1.18	1.18	1.18
Average daily census	4,200	4,103	4,273	4,251
Occupancy %	64.9	63.5	66.1	65.9
Annualized employee turnover %	20.8	21.7		

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

Results of Operations – Continuing Operations (Continued)

Operating data (Continued):

	Three months ended June 30, 2014	2013	Six months ended June 30, 2014	2013
Nursing center division data:				
End of period data:				
Number of facilities:				
Nursing centers:				
Owned or leased	94	94		
Managed	4	4		
Assisted living facilities	6	6		
	104	104		
Number of licensed beds:				
Nursing centers:				
Owned or leased	11,909	11,921		
Managed	485	485		
Assisted living facilities	341	341		
	12,735	12,747		
Revenue mix %:				
Medicare	31.8	34.0	31.9	34.5
Medicaid	39.7	36.4	40.0	36.0
Medicare Advantage	8.1	8.3	8.4	8.2
Medicaid Managed	3.6	3.5	3.4	3.5
Private and other	16.8	17.8	16.3	17.8
Patient days (a):				
Medicare	149,385	158,780	298,342	326,171
Medicaid	506,917	506,025	1,023,404	1,011,987
Medicare Advantage	51,355	51,337	105,759	103,032
Medicaid Managed	55,997	52,532	105,854	105,032
Private and other	155,530	163,167	308,337	326,808
	919,184	931,841	1,841,696	1,873,030
Patient day mix % (a):				
Medicare	16.3	17.0	16.2	17.4
Medicaid	55.1	54.3	55.6	54.0
Medicare Advantage	5.6	5.5	5.7	5.5
Medicaid Managed	6.1	5.7	5.8	5.6
Private and other	16.9	17.5	16.7	17.5
Revenues per patient day (a):				
Medicare Part A	$551	$527	$551	$528
Total Medicare (including Part B)	597	567	597	566
Medicaid	220	190	218	190
Medicaid (net of provider taxes) (b)	197	168	196	168

Medicare Advantage	442	430	442	428
Medicaid Managed	180	177	179	177
Private and other	302	289	295	291
Weighted average	305	284	303	286
Average daily census (a)	10,101	10,240	10,175	10,348
Admissions (a)	10,170	10,066	20,422	20,872
Occupancy % (a)	80.2	81.5	80.7	82.4
Medicare average length of stay (a)	29.7	31.1	29.7	30.7
Annualized employee turnover %	40.7	44.0		

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

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND

RESULTS OF OPERATIONS (Continued)

Results of Operations – Continuing Operations (Continued)

Operating data (Continued):

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	2014	2013
Rehabilitation division data:				
Skilled nursing rehabilitation services:				
Revenue mix %:				
Company-operated	12	11	12	11
Non-affiliated	88	89	88	89
Sites of service (at end of period)	1,863	1,713		
Revenue per site	$136,333	$145,736	$273,694	$295,389
Therapist productivity %	79.8	80.4	79.9	80.7
Hospital rehabilitation services:				
Revenue mix %:				
Company-operated	30	33	31	32
Non-affiliated	70	67	69	68
Sites of service (at end of period):				
Inpatient rehabilitation units	104	103		
LTAC hospitals	118	123		
Sub-acute units	9	8		
Outpatient units	143	104		
	374	338		
Revenue per site	$201,400	$206,441	$396,557	$430,907
Annualized employee turnover %	14.7	13.2		

Hospital division

Revenues increased 4% to $633 million in the second quarter of 2014 compared to $606 million for the same period in 2013 and increased 1% to $1.28 billion for the six months ended June 30, 2014 from $1.26 billion for the same period in 2013. The increase in revenues in both periods was primarily a result of an increase in volumes and aggregate reimbursement rates. Aggregate same-facility admissions increased 3% and 1% in the second quarter of 2014 and for the six months ended June 30, 2014 compared to the respective prior year periods. Same-facility average daily census increased 2% in the second quarter of 2014 and was relatively unchanged for the six months ended June 30, 2014 compared to the respective prior year periods.

Operating income for the three months ended June 30, 2014 included $5 million related to litigation costs. Excluding these charges, hospital operating margins increased for the three months ended June 30, 2014 compared to the three months ended June 30, 2013, primarily as a result of an increase in reimbursement rates and operating efficiencies associated with increased volumes. Operating income for the six months ended June 30, 2014 included $5 million related to litigation costs. Operating income for the six months ended June 30, 2013 included $8 million related to one-time bonus costs. Excluding these charges, hospital operating margins declined slightly for the six months ended

June 30, 2014 compared to the six months ended June 30, 2013 due to changes in revenue mix with growth in Medicaid and Medicaid Managed volumes and revenues that have lower reimbursement per patient day than Medicare, Medicare Advantage and commercial payors.

Average hourly wage rates increased 2% in the second quarter of 2014 and were relatively unchanged for the six months ended June 30, 2014 compared to the respective prior year periods. Employee benefit costs increased 6% in the second quarter of 2014 compared to the same period last year, primarily as a result of an increase in health expense, and were relatively unchanged for the six months ended June 30, 2014 compared to the same period last year.

Professional liability costs were $10 million and $7 million in the second quarter of 2014 and 2013, respectively, and $18 million and $15 million for the six months ended June 30, 2014 and 2013, respectively. The increase in professional liability costs was attributable to an increase in the frequency and severity of claims.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND

RESULTS OF OPERATIONS (Continued)

Results of Operations – Continuing Operations (Continued)

Nursing center division

Revenues increased 6% to $280 million in the second quarter of 2014 compared to $265 million for the same period in 2013 and increased 4% to $558 million for the six months ended June 30, 2014 from $535 million for the same period in 2013. The increase in revenues in both periods was primarily a result of an increase in aggregate revenue rates. Revenue rates in the second quarter of 2014 and for the six months ended June 30, 2014 benefited from the Company's participation in an inter-governmental payment program in the state of Indiana that provides federal matching funds under Medicaid for nursing center providers that partner with county-owned hospitals. The Company operated seven nursing centers under this program beginning July 1, 2013 and added eight additional nursing centers on January 1, 2014. Average daily census declined 1% and 2% in the second quarter of 2014 and for the six months ended June 30, 2014 compared to the respective prior year periods, primarily as a result of the decline in Medicare average length of stay in the second quarter of 2014 and a decline in admissions and Medicare average length of stay for the six months ended June 30, 2014. Admissions increased 1% in the second quarter of 2014 and declined 2% for the six months ended June 30, 2014 compared to the respective prior year periods. The decline in admissions for the six months ended June 30, 2014 was primarily attributable to generally lower healthcare utilization experienced by the Company and some of its referral sources.

Operating income for the three months ended June 30, 2014 included $3 million related to severance costs. Excluding these charges, nursing center operating margins increased for the three months ended June 30, 2014 compared to the three months ended June 30, 2013. Operating income for the six months ended June 30, 2014 included $3 million related to severance costs. Operating income for the six months ended June 30, 2013 included $5 million related to one-time bonus costs. Excluding these charges, nursing center operating margins increased for the six months ended June 30, 2014 compared to the six months ended June 30, 2013. The increase in operating income margins for both periods was primarily a result of an increase in aggregate revenue rates and cost efficiencies.

Average hourly wage rates increased 4% and 3% in the second quarter of 2014 and for the six months ended June 30, 2014 compared to the respective prior year periods. Employee benefit costs increased 7% in the second quarter of 2014 compared to the same period last year, primarily as a result of an increase in health expense. Employee benefit costs decreased 2% for the six months ended June 30, 2014 compared to the same period last year, primarily as a result of a reduction in workers compensation expense.

Professional liability costs were $6 million and $8 million in the second quarter of 2014 and 2013, respectively, and $11 million and $15 million for the six months ended June 30, 2014 and 2013, respectively. The decreases in professional liability costs were attributable to improvement in the frequency and severity of claims.

Rehabilitation division

Skilled nursing rehabilitation services

Revenues increased 2% to $254 million in the second quarter of 2014 compared to $249 million for the same period in 2013 and were relatively unchanged at $508 million for the six months ended June 30, 2014 compared to the same period in 2013. The increase in revenues in the second quarter of 2014 was primarily attributable to contract growth and growth in the volume of services provided to existing customers. Revenues derived from non-affiliated customers aggregated $223 million and $221 million in the second quarter of 2014 and 2013, respectively, and $448 million and $451 million for the six months ended June 30, 2014 and 2013, respectively.

Operating margins decreased in the second quarter of 2014 compared to the same period in 2013, primarily as a result of contract pricing concessions provided to customers impacted by Medicare reimbursement reductions under the Taxpayer Relief Act that became effective April 1, 2013. Operating income for the six months ended June 30, 2013 included $5 million related to one-time bonus costs. Excluding these charges, operating margins decreased for the six months ended June 30, 2014 compared to the six months ended June 30, 2013, primarily as a result of the Medicare reimbursement reductions discussed above.

Employee benefit costs increased 5% in the second quarter of 2014, primarily as a result of an increase in health expense, and were relatively unchanged for the six months ended June 30, 2014 compared to the respective prior year periods.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND

RESULTS OF OPERATIONS (Continued)

Results of Operations – Continuing Operations (Continued)

Rehabilitation division (Continued)

Hospital rehabilitation services

Revenues increased 8% to $75 million in the second quarter of 2014 compared to $70 million for the same period in 2013 and increased 3% to $149 million for the six months ended June 30, 2014 from $144 million for the same period in 2013. The increase in revenues in both periods was primarily attributable to an acquisition completed in the fourth quarter of 2013. Revenues derived from non-affiliated customers aggregated $52 million and $47 million in the second quarter of 2014 and 2013, respectively, and $103 million and $97 million for the six months ended June 30, 2014 and 2013, respectively.

Operating margins decreased for the three months ended June 30, 2014 compared to the three months ended June 30, 2013, primarily as a result of an increase in the provision for doubtful accounts. Operating income for the six months ended June 30, 2013 included $1 million related to one-time bonus costs. Excluding these charges, operating margins were relatively unchanged for the six months ended June 30, 2014 compared to the six months ended June 30, 2013.

Employee benefit costs increased 11% and 5% in the second quarter of 2014 and for the six months ended June 30, 2014 compared to the respective prior year periods, primarily as a result of an increase in health expense and paid time off expense associated with an increased employee count as a result of an acquisition completed in the fourth quarter of 2013.

Care management division

Revenues increased 66% to $88 million in the second quarter of 2014 compared to $53 million for the same period in 2013 and increased 68% to $176 million for the six months ended June 30, 2014 from $105 million for the same period in 2013. The growth in revenues in both periods was primarily attributable to acquisitions completed during 2013.

Operating income for the three months ended June 30, 2014 included $1 million related to severance costs. Excluding these charges, operating margins increased for the three months ended June 30, 2014 compared to the three months ended June 30, 2013, primarily related to increased operating efficiencies associated with progress in integrating and standardizing activities in this business segment. Operating income for the six months ended June 30, 2014 included $1 million related to severance costs. Operating income for the six months ended June 30, 2013 included $1 million related to one-time bonus costs. Excluding these charges, operating margins were relatively unchanged for the six months ended June 30, 2014 compared to the six months ended June 30, 2013.

Corporate overhead

Operating income for the Company's operating divisions excludes allocations of corporate overhead. These costs aggregated $48 million and $43 million in the second quarter of 2014 and 2013, respectively, and $92 million and $89 million for the six months ended June 30, 2014 and 2013, respectively. The increase in corporate overhead in both periods was primarily attributable to an increase in incentive compensation costs and legal costs. As a percentage of consolidated revenues, corporate overhead totaled 3.8% and 3.6% in the second quarter of 2014 and 2013, respectively, and 3.6% for both the six months ended June 30, 2014 and 2013.

Transaction costs

Operating results included transaction costs associated with acquisition activities totaling $4 million and $0.1 million in the second quarter of 2014 and 2013, respectively, and $5 million and $1 million for the six months ended June 30, 2014 and 2013, respectively. Transaction costs in all periods were included in salaries, wages and benefits, and other operating expenses.

Other expenses

Rent expense increased 4% to $80 million in the second quarter of 2014 compared to $77 million for the same period of 2013 and increased 5% to $161 million for the six months ended June 30, 2014 from $154 million for the same period in 2013. The increase in both periods was primarily attributable to an increase in straight-line rent expense totaling $5 million and $9 million in the second quarter of 2014 and for the six months ended June 30, 2014, respectively, associated with the September 30, 2013 renewal of 26 nursing centers and 22 TC hospitals leased from Ventas, and contingent rent increases.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND

RESULTS OF OPERATIONS (Continued)

Results of Operations – Continuing Operations (Continued)

Other expenses (Continued)

Depreciation and amortization expense increased 2% to $40 million in the second quarter of 2014 compared to $38 million for the same period of 2013 and decreased 2% to $79 million for the six months ended June 30, 2014 from $80 million for the same period in 2013. The increase in the second quarter of 2014 resulted from the Company's ongoing capital expenditure program. The decrease for the six months ended June 30, 2014 resulted from an increase in assets becoming fully depreciated as compared to the same periods in 2013.

Interest expense in the second quarter of 2014 and for the six months ended June 30, 2014 included $57 million of charges associated with debt refinancing. Interest expense in the second quarter of 2013 and for the six months ended June 30, 2013 included $1 million of charges associated with debt refinancing. Excluding these charges, interest expense decreased 14% to $24 million in the second quarter of 2014 compared to $28 million for the same period of 2013 and decreased 11% to $50 million for the six months ended June 30, 2014 from $56 million for the same period in 2013. The decrease in both periods was primarily attributable to lower borrowing levels and lower interest rates as compared to the same periods in 2013.

Consolidated results

Loss from continuing operations before income taxes aggregated $34 million in the second quarter of 2014 compared to income from continuing operations before income taxes of $23 million for the same period of 2013. Income from continuing operations before income taxes aggregated $2 million for the six months ended June 30, 2014 compared to $40 million for the same period of 2013. Loss from continuing operations aggregated $21 million in the second quarter of 2014 compared to income from continuing operations of $14 million for the same period of 2013. Income from continuing operations aggregated $1 million for the six months ended June 30, 2014 compared to $25 million for the same period of 2013. Severance costs, litigation costs, interest expense related to debt refinancing and transaction costs negatively impacted consolidated pretax operating results by $71 million ($45 million net of income taxes) in the second quarter of 2014 and by $72 million ($45 million net of income taxes) for the six months ended June 30, 2014. Interest expense related to debt refinancing and transaction costs negatively impacted the consolidated pretax operating results by $1 million ($1 million net of income taxes) in the second quarter of 2013. One-time bonus costs, debt refinancing costs and transaction costs negatively impacted the consolidated pretax operating results by $22 million ($13 million net of income taxes) for the six months ended June 30, 2013.

Results of Operations – Discontinued Operations

Loss from discontinued operations aggregated $8 million in the second quarter of 2014 compared to $1 million for the same period of 2013 and $15 million for the six months ended June 30, 2014 compared to $7 million for the same period of 2013. The Company recorded a net loss of $2 million and $11 million in the second quarter of 2014 and 2013, respectively, related to the divestiture of discontinued operations. The Company recorded a net loss of $5 million and $13 million for the six months ended June 30, 2014 and 2013, respectively, related to the divestiture of discontinued operations.

During the second quarter of 2014, the Company reclassified as discontinued for all periods presented the operations of three TC hospitals and two nursing centers that were either closed or divested through a planned sale of such facility or the expiration of a lease.

On September 30, 2013, the Company entered into agreements with Ventas to exit the 2013 Expiring Facilities. The lease term for the 2013 Expiring Facilities was initially scheduled to expire in April 2015. Under the terms of the agreements, the lease term for the 2013 Expiring Facilities will now expire on September 30, 2014 unless the Company and Ventas are able to transfer the operations earlier. Through June 30, 2014, the Company has transferred the operations of 43 of the 2013 Expiring Facilities to a new operator. Another facility was closed and its operating license and equipment were sold during the six months ended June 30, 2014. Proceeds from the sale of equipment and inventory for the 2013 Expiring Facilities totaled $9 million and $12 million for the three months and six months ended June 30, 2014, respectively. The Company has transferred the operations of an additional 12 of the 2013 Expiring Facilities since July 1, 2014. For accounting purposes, the 2013 Expiring Facilities qualified as assets held for sale and the Company reflected the operating results as discontinued operations in the accompanying unaudited condensed consolidated statement of operations for all historical periods.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND

RESULTS OF OPERATIONS (Continued)

Liquidity

Operating cash flows

Cash flows used in operations (including discontinued operations) aggregated $66 million for the six months ended June 30, 2014 compared to cash flows provided by operations of $78 million for the six months ended June 30, 2013. Operating cash flows for the six months ended June 30, 2014 were negatively impacted by $95 million ($66 million net of income taxes) for litigation, severance, retirement, retention, debt refinancing and transaction payments. Operating cash flows for the six months ended June 30, 2014 also were negatively impacted by growth in accounts receivable, increased cash settlements of certain previously-accrued balance sheet liabilities and other cash flow changes. The Company expects annual 2014 operating cash flows to be negatively impacted from previous expectations by approximately $45 million. Approximately one-half of this reduction relates to unanticipated revenue mix expansion into slower paying Medicaid, Medicaid Managed and commercial payors. Approximately one-fourth of this reduction relates to cash payments for previously accrued contingent reinsurance premiums for malpractice insurance, with the remainder relating to the net impact of a variety of factors.

Accounts receivable increased by $113 million for the six months ended June 30, 2014, of which approximately one-half was attributable to revenue growth during the period, approximately one-fourth was attributable to a revenue mix expansion into slower paying Medicaid, Medicaid Managed and temporary payment delays from three state Medicaid programs, and the remainder is attributable to a cash overpayment made under the Medicare periodic interim payment program along with other factors slowing the payment cycle and driving growth in accounts receivable days outstanding.

Operating cash flows for the six months ended June 30, 2013 were negatively impacted by $34 million ($21 million net of income taxes) for one-time employee bonus, severance, retention, debt refinancing and transaction payments.

The Company utilizes its Amended ABL Facility to meet working capital needs and finance its acquisition and development activities. As a result, the Company typically carries minimal amounts of cash on its consolidated balance sheet. Based upon the Company's expected operating cash flows and the availability of borrowings under the Amended ABL Facility ($652 million at June 30, 2014), management believes that the Company has the necessary financial resources to satisfy its expected short-term and long-term liquidity needs.

Equity Offering

On June 25, 2014, the Company closed the underwritten public offering of 9,000,000 shares of Kindred common stock at a public offering price of $23.75 per share and granted the underwriters a 30-day option to purchase up to an additional 1,350,000 shares of Kindred common stock, of which 723,468 shares were purchased on July 14, 2014 at the public offering price of $23.75, less the underwriting discount. After giving effect to the over-allotment option, there were 64,507,940 shares outstanding as of June 30, 2014, as adjusted.

The Company used the net proceeds of $221 million from the Offering to pay down the Company's Amended ABL Facility.

Dividend payments

The Company paid a quarterly cash dividend of $0.12 per common share on June 11, 2014 to shareholders of record as of the close of business on May 21, 2014. The Company also paid a quarterly cash dividend of $0.12 per common share on March 27, 2014 to shareholders of record as of the close of business on March 6, 2014. On August 6, 2014, the Company's Board of Directors approved the quarterly cash dividend to its shareholders of $0.12 per common share to be paid on September 10, 2014 to shareholders of record as of the close of business on August 20, 2014. Future declarations of quarterly dividends will be subject to the approval of Kindred's Board of Directors. The current cash dividend funding will require the use of approximately $31 million on an annual basis.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND

RESULTS OF OPERATIONS (Continued)

Liquidity (Continued)

Credit facilities and notes

The Company entered into the Prior ABL Facility and the Prior Term Loan Facility (collectively, the "Prior Credit Agreements") and issued the Notes due 2019 in connection with the acquisition of RehabCare. In addition to customary affirmative covenants and events of default, the Prior Credit Agreements and the indenture governing the Notes due 2019 included a number of restrictive covenants that imposed operating and financial restrictions on the Company and certain of its subsidiaries, including limiting the Company's ability to pay dividends to certain restricted payment baskets. The Prior Credit Agreements also established a minimum fixed charge coverage ratio and a maximum total leverage ratio.

All obligations under the Prior Credit Agreements were fully and unconditionally guaranteed, subject to certain customary release provisions, by substantially all of the Company's existing and future direct and indirect domestic 100% owned subsidiaries, as well as certain non-100% owned domestic subsidiaries as the Company determined in its sole discretion. The Notes due 2019 were fully and unconditionally guaranteed, subject to certain customary release provisions, by substantially all of the Company's domestic 100% owned subsidiaries. In addition, the Prior Credit Agreements were collateralized by substantially all of the Company's assets, including certain owned real property.

In August 2013, the Company completed amendments and restatements to the Prior Credit Agreements to increase its borrowing capacity and improve its financial flexibility. The amendments included, among other things, the following changes: (1) refreshing the option to increase the credit capacity in the aggregate between the Prior Credit Agreements by $250 million; (2) establishing the option to further increase the credit capacity between the Prior Credit Agreements upon satisfaction of a secured leverage ratio; (3) extending the maturity of the Prior ABL Facility by two years to June 2018; (4) eliminating the annual and cumulative limitations on acquisitions; (5) raising to $150 million the Company's basket for paying cash dividends, buying back stock and making other restricted payments; and (6) easing the restrictions on the Company's ability to make investments and enter into other joint venture arrangements. The interest rate pricing levels were not changed in connection with the amendments.

In May 2013, the Company completed an amendment and restatement of its Prior Term Loan Facility to reduce its annual interest cost by 100 basis points. The applicable interest rate on the Prior Term Loan Facility was reduced by 50 basis points to LIBOR plus 325 basis points (previously LIBOR plus 375 basis points). In addition, the LIBOR floor was reduced to 1.00% from 1.50%.

The Prior Credit Agreements also included an option to increase the credit capacity in an aggregate amount between the two facilities by $200 million. In October 2012, the Company exercised this option to increase the credit capacity by completing modifications to increase by $100 million the Prior Term Loan Facility and expand by $100 million the borrowing capacity under the Prior ABL Facility. The additional Prior Term Loan Facility borrowings were issued at 97.5% and the net proceeds were used to pay down a portion of the outstanding balance under the Prior ABL Facility. In connection with the $100 million expansion of the borrowing capacity under the Prior ABL Facility, the Company also modified the accounts receivable borrowing base which allowed the Company to more easily access the full amount of the available credit.

April 2014 Debt Refinancing

On April 9, 2014, the Company completed the refinancing of substantially all of its existing debt with $2.25 billion of secured and unsecured debt. The refinancing lowers borrowing costs, extends debt maturities, reduces interest rate risk, improves covenant flexibility and increases the available capacity under the Company's Amended ABL Facility. Aside from the changes noted below, the terms and conditions of the Amended ABL Facility and the Amended Term Loan Facility are each substantially similar to their respective terms and conditions before the effectiveness of the ABL Amendment Agreement and Term Loan Amendment Agreement, as applicable. During the three months ended June 30, 2014, the Company paid approximately $57 million in premiums, lender fees and third party costs related to the April 2014 refinancing.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND

RESULTS OF OPERATIONS (Continued)

Liquidity (Continued)

ABL Amendment Agreement

On April 9, 2014, the Company entered into the ABL Amendment Agreement. The ABL Amendment Agreement amends and restates the Prior ABL Facility. As used herein, the "Amended ABL Facility" refers to the amended and restate Prior ABL Facility following the ABL Amendment Agreement.

The ABL Amendment Agreement, among other items, (1) extends the maturity date of the Prior ABL Facility from June 1, 2018 to April 9, 2019, (2) provides for the replacement of all revolving commitments outstanding under the Prior ABL Facility with new revolving commitments in the same principal amount, (3) increases the amounts available for incremental commitments and (4) amends certain provisions related to the incurrence of debt and liens and the making of acquisitions, investments and restricted payments.

The ABL Amendment Agreement also reduces the applicable interest rate margins for LIBOR borrowings under the Prior ABL Facility from a range of 2.50% to 3.00% (depending on average daily excess availability) to a range of 2.00% to 2.50%. The applicable interest rate margins for base rate borrowings are also reduced from a range of 1.50% to 2.00% (depending on average daily excess availability) to a range from 1.00% to 1.50%. At June 30, 2014, the applicable margin for borrowings under the Amended ABL Facility was 2.25% with respect to LIBOR borrowings and 1.25% with respect to base rate borrowings.

Term Loan Amendment Agreement

Also on April 9, 2014, the Company entered into the Term Loan Amendment Agreement. The Term Loan Amendment Agreement amends and restates the Prior Term Loan Facility. As used herein, the "Amended Term Loan Facility" refers to the amended and restated Prior Term Loan Facility following the Term Loan Amendment Agreement.

The Term Loan Amendment Agreement, among other items, (1) extends the maturity date of the Prior Term Loan Facility from June 1, 2018 to April 9, 2021, (2) provides for the replacement of all term loans outstanding under the Prior Term Loan Facility with new term loans in a principal amount of $1 billion, (3) reduces the interest rate margins applicable to the term loans, (4) increases the available capacity for incremental term loans and (5) amends certain provisions related to the incurrence of debt and liens and the making of acquisitions, investments and restricted payments.

The Term Loan Amendment Agreement also reduces the applicable margin for LIBOR borrowings under the Prior Term Loan Facility from 3.25% to 3.00% and, with respect to base rate borrowings, from 2.25% to 2.00%.

Notes due 2022

On April 9, 2014, the Company completed a private placement of the Notes due 2022. The Notes due 2022 were issued pursuant to the indenture dated as of April 9, 2014, among the Company, the Guarantors and Wells Fargo Bank, National Association, as trustee.

The Notes due 2022 bear interest at an annual rate of 6.375% and are senior unsecured obligations of the Company and of the Guarantors. The indenture governing the Notes due 2022 contains certain restrictive covenants that, among other things, limit the Company's and its restricted subsidiaries' ability to incur, assume or guarantee additional indebtedness; pay dividends, make distributions or redeem or repurchase capital stock; restrict dividends, loans or asset transfers from its subsidiaries; sell or otherwise dispose of assets; and enter into transactions with affiliates. These covenants are subject to a number of limitations and exceptions. The indenture governing the Notes due 2022 also contains customary events of default.

Under the terms of the Notes due 2022, the Company may pay dividends pursuant to specified exceptions or, if its consolidated coverage ratio (as defined) is at least 2.0 to 1.0, it may pay dividends in an amount equal to 50% of its consolidated net income (as defined) and 100% of the net cash proceeds from the issuance of capital stock. The making of certain other restricted payments or investments by the Company or its restricted subsidiaries would reduce the amount available for the payment of dividends pursuant to the foregoing exception.

In connection with the Notes due 2022, on April 9, 2014, the Company and the Guarantors entered into the Registration Rights Agreement with J.P. Morgan Securities LLC, on behalf of the initial purchasers of the Notes due 2022.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND

RESULTS OF OPERATIONS (Continued)

Liquidity (Continued)

Notes due 2022 (Continued)

Pursuant to the Registration Rights Agreement, the Company and the Guarantors will (among other obligations) use commercially reasonable efforts to file with the SEC a registration statement relating to an offer to exchange the Notes due 2022 for registered notes with substantially identical terms and consummate such offer within 365 days after the issuance of the Notes due 2022. A "Registration Default" will occur if, among other things, the Company and the Guarantors fail to comply with this requirement. If a Registration Default occurs, the annual interest rate of the Notes due 2022 will be increased by 0.25% per annum and will increase by 0.25% per annum at the end of each subsequent 90-day period, but in no event will such increase exceed 1.00% per annum.

Redemption of the Notes Due 2019

On April 9, 2014, an irrevocable notice of redemption of the Notes due 2019 was delivered to the holders thereof, calling for redemption of the entire outstanding $550 million aggregate principal amount of the Notes due 2019 on the Redemption Date pursuant to the terms of the indenture governing the Notes due 2019. The Redemption Price was equal to 100% of the principal amount of the Notes due 2019 plus accrued and unpaid interest on the Notes due 2019 to but excluding the Redemption Date plus the Applicable Premium as defined in the indenture governing the Notes due 2019.

On April 9, 2014, the Company deposited funds with the trustee for the Notes due 2019, and provided the trustee with irrevocable instructions to apply the deposit to redeem the Notes due 2019 on the Redemption Date. Pursuant to these actions, the indenture governing the Notes due 2019 was satisfied and discharged in accordance with its terms. As a result, the Company and the guarantors party thereto have been released from their obligations with respect to the Notes due 2019, except with respect to those provisions of the indenture governing the Notes due 2019 that by their terms survive the satisfaction and discharge.

Interest rate swaps

In December 2011, the Company entered into two interest rate swap agreements to hedge its floating interest rate on an aggregate of $225 million of debt outstanding under the Prior Term Loan Facility. The interest rate swaps had an effective date of January 9, 2012, and will expire on January 11, 2016 and continue to apply to the Amended Term Loan Facility. The Company is required to make payments based upon a fixed interest rate of 1.8925% calculated on the notional amount of $225 million. In exchange, the Company will receive interest on $225 million at a variable interest rate that is based upon the three-month LIBOR, subject to a minimum rate of 1.5%. The Company determined these interest rate swaps continue to qualify for cash flow hedge accounting treatment at June 30, 2014. However, an amendment to the Prior Term Loan Facility completed in May 2013 reduced the LIBOR floor from 1.5% to 1.0%, therefore some partial ineffectiveness will result through the expiration of the interest rate swap agreement.

In March 2014, the Company entered into an additional interest rate swap agreement to hedge its floating interest rate on an aggregate of $400 million of debt outstanding under the Term Loan Amendment Agreement. On April 8, 2014, the Company completed a novation of a portion of its $400 million swap agreement to two new counterparties, each in the amount of $125 million. The original swap contract was not amended, terminated or otherwise modified. The interest rate swap had an effective date of April 9, 2014, and will expire on April 9, 2018. The Company is required to make payments based upon a fixed interest rate of 1.867% calculated on the notional amount of $400 million. In exchange, the Company will receive interest on $400 million at a variable interest rate that is based upon the three-month LIBOR, subject to a minimum rate of 1.0%. The Company determined this interest rate swap qualifies for cash flow hedge accounting treatment at June 30, 2014.

The Company records the effective portion of the gain or loss on these derivative financial instruments in accumulated other comprehensive income (loss) as a component of stockholders equity and records the ineffective portion of the gain or loss on these derivative financial instruments as interest expense. For the three months and six months ended June 30, 2014, the ineffectiveness related to the interest rate swaps was immaterial.

The aggregate fair value of the interest rate swaps recorded in other accrued liabilities was $4 million and $1 million at June 30, 2014 and December 31, 2013, respectively.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND

RESULTS OF OPERATIONS (Continued)

Liquidity (Continued)

Other financing activities

As a result of deterioration in professional liability and workers compensation underwriting results of the Company's limited purpose insurance subsidiary in 2012, the Company made a capital contribution of $14 million during the six months ended June 30, 2013 to its limited purpose insurance subsidiary. This transaction was completed in accordance with applicable regulations and had no impact on earnings. No contribution was required to be paid during the three months ended June 30, 2014.

Capital Resources

Capital expenditures and acquisitions

Excluding acquisitions, routine capital expenditures (expenditures necessary to maintain existing facilities that generally do not increase capacity or add services) totaled $46 million for the six months ended June 30, 2014 compared to $40 million for the same period in 2013. Hospital development capital expenditures (primarily new and replacement facility construction) totaled $0.5 million for the six months ended June 30, 2014 compared to $7 million for the same period in 2013. Nursing center development capital expenditures (primarily the addition of transitional care services for higher acuity patients) totaled $0.5 million for the six months ended June 30, 2014 and were immaterial for the same period in 2013. Excluding acquisitions, the Company anticipates that routine capital spending for 2014 should approximate $100 million to $105 million and development capital spending should approximate $15 million to $20 million. Management expects that substantially all of these expenditures will be financed through internal sources. Management believes that its capital expenditure program is adequate to improve and equip existing facilities. At June 30, 2014, the estimated cost to complete and equip construction in progress approximated $16 million.

Acquisition expenditures totaled $24 million for the six months ended June 30, 2014 compared to $27 million for the same period in 2013. The Company financed these acquisitions with operating cash flows and its Amended ABL Facility.

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 TC 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.

Various healthcare reform provisions became law upon the enactment of the ACA. The reforms contained in the ACA have affected each of the Company's businesses in some manner and are directed in large part at increased quality and cost reductions. Several of the reforms are very significant and could ultimately change the nature of the Company's services, the methods of payment for the Company's services and the underlying regulatory environment. These reforms include possible modifications to the conditions of qualification for payment, bundling of payments to cover both acute and post-acute care and the imposition of enrollment limitations on new providers.

The ACA also provides for: (1) reductions to the annual market basket payment updates for LTAC hospitals, IRFs, home health agencies and hospice providers which could result in lower reimbursement than in the preceding year; (2) additional annual "productivity adjustment" reductions to the annual market basket payment update as determined by CMS for LTAC hospitals, IRFs, and nursing centers (beginning in federal fiscal year 2012), home health agencies (beginning in federal fiscal year 2015) and hospice providers (beginning in federal fiscal year 2013); (3) new transparency, reporting and certification requirements for skilled nursing facilities, including disclosures regarding organizational structure, officers, directors, trustees, managing employees and financial, clinical and other related data; (4) a quality reporting system for hospitals (including LTAC hospitals and IRFs) beginning in federal fiscal year 2014; and (5) reductions in Medicare payments to hospitals (including LTAC hospitals and IRFs) beginning in federal fiscal year 2014 for failure to meet certain quality reporting standards or to comply with standards in new value based purchasing demonstration project programs.

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 healthcare reforms and changes resulting from the ACA, as well as other similar healthcare reforms, could have a material adverse effect on the Company's business, financial position, results of operations and liquidity.

LTAC Legislation

As part of the SGR Reform Act enacted on December 26, 2013, Congress adopted various legislative changes impacting LTAC hospitals (the "LTAC Legislation"). The LTAC Legislation creates new Medicare criteria and payment rules for LTAC hospitals. Under the new criteria, LTAC hospitals treating patients with at least a three-day prior stay in an acute care hospital intensive care unit and patients on prolonged mechanical ventilation admitted from an acute care hospital will continue to receive payment under the Long-Term Acute Care Prospective Payment System ("LTAC PPS"), a prospective payment system specifically for LTAC hospitals. Other patients will continue to have access to LTAC hospital care, whether they are admitted to LTAC hospitals from acute care hospitals or directly from other settings or the community. LTAC hospitals will be paid at a "site-neutral" rate for these patients, based on the lesser of per diem Medicare rates paid for patients with the same diagnoses under the prospective payment system for general short-term acute care hospitals ("IPPS") or LTAC costs.

The effective date of the new patient criteria is October 1, 2015, followed by a two-year phase-in period tied to each LTAC hospital's cost reporting period. During the phase-in period, payment for patients receiving the site neutral rate will be based 50% on the current LTAC PPS and 50% on the new site neutral rate. Nearly all of the Company's TC hospitals have a cost reporting period starting on September 1 of each year. Accordingly, the phase-in will not begin for most of the Company's TC hospitals until September 1, 2016 and full implementation of the new criteria will not begin until September 1, 2018.

The Company continues to analyze Medicare and internal data to estimate the number of its cases that will continue to be paid under the LTAC PPS rate. At this time, the Company estimates that approximately 40% of its current LTAC patients will be paid at the site neutral rate under the new criteria once it is fully phased-in. The site-neutral payment rates will be based on LTAC costs or a Medicare per diem rate paid for patients with the same diagnoses under IPPS. There can be no assurance that these site neutral payments will not be materially less than the payments currently provided under LTAC PPS.

The additional patient criteria imposed by the LTAC Legislation will reduce the population of patients eligible for LTAC PPS and change the basis upon which the Company is paid for other patients. These changes could have a material adverse effect on the Company's business, financial position, results of operations and liquidity.

CMS has regulations governing payments to a LTAC hospital that is co-located with another hospital (a "HIH"). The rules generally limit Medicare payments to the HIH if the Medicare admissions to the HIH from its co-located hospital exceed 25% of the total Medicare discharges for the HIH's cost reporting period, known as the "25 Percent Rule." There are limited exceptions for admissions from rural, urban single or a hospital that generates more than 25% of the Medicare discharges in a metropolitan statistical area ("MSA Dominant hospital"). Admissions that exceed this "25 Percent Rule" are paid using IPPS. Patients transferred after they have reached the short-term acute care outlier payment status are not counted toward the admission threshold. Patients admitted prior to meeting the admission threshold, as well as Medicare patients admitted from a non co-located hospital, are eligible for the full payment under LTAC PPS. If the HIH's admissions from the co-located hospital exceed the limit in a cost reporting period, Medicare will pay the lesser of: (1) the amount payable under LTAC PPS; or (2) the amount payable under IPPS, which will likely reduce the Company's revenues for such admissions. At June 30, 2014, the Company operated 20 HIHs with 768 licensed beds.

The LTAC Legislation extends the moratorium on the expansion of the "25 Percent Rule" to LTAC hospitals certified prior to October 1, 2004 for four years. LTAC hospitals certified after October 1, 2004 continue to be ineligible for relief from the "25 Percent Rule." Freestanding LTAC hospitals will not be subject to the "25 Percent Rule" payment adjustment until cost reporting periods beginning on or after July 1, 2016. In addition, for cost reporting periods beginning before October 1, 2016: (1) LTAC hospitals may admit up to 50% of their patients from a co-located hospital and still be paid according to LTAC PPS; and (2) LTAC hospitals that are co-located with an urban single hospital or a MSA Dominant hospital may admit up to 75% of their patients from such urban single or MSA Dominant hospital and still be paid according to LTAC PPS. The LTAC Legislation further provides that co-located LTAC hospitals certified on or before September 30, 1995 are exempt from the provisions of the "25 Percent Rule." The LTAC Legislation also mandates that the Secretary of the Health and Human Services report to Congress by July 1, 2015 on whether the "25 Percent Rule" should continue to be applied.

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)

LTAC Legislation (Continued)

The LTAC Legislation also will change the 25-day average length of stay requirement for LTAC hospitals. To maintain certification under LTAC PPS, the average length of stay of Medicare patients must be greater than 25 days. Medicare Advantage patients are included with Medicare fee-for-service patients in order to determine compliance with the 25-day average length of stay requirements. Under the LTAC Legislation, the average Medicare 25-day length of stay rule will remain in effect for patients paid for under the new Medicare LTAC payment system. However, for cost reporting periods beginning on or after October 1, 2015, the 25-day requirement will not apply to patients receiving the site neutral rate or to Medicare Advantage patients treated in LTAC hospitals.

Beginning in 2020, the LTAC Legislation requires that at least 50% of a hospital's patients must be paid under the new LTAC payment system to maintain Medicare certification as a LTAC hospital. Under the new criteria, LTAC hospitals treating patients with at least a three-day prior stay in an acute care hospital intensive care unit and patients on prolonged mechanical ventilation admitted from an acute care hospital will continue to receive payment under LTAC PPS.

The failure of one or more of the Company's TC hospitals to maintain its Medicare certification as a LTAC hospital could have a material adverse effect on the Company's business, financial position, results of operations and liquidity.

The LTAC Legislation also will impose a new moratorium continuing through September 30, 2017 on the establishment and classification of new LTAC hospitals, LTAC satellite facilities and LTAC beds in existing LTAC hospitals or satellite hospitals. This moratorium will limit the Company's ability to increase LTAC bed capacity, expand into new areas or increase bed capacity in existing markets that it serves. The Protecting Access to Medicare Act of 2014 enacted on April 1, 2014 ("PAMA") moved the start date of this moratorium from January 1, 2015 to April 1, 2014 and provided three possible exceptions for any LTAC hospital or satellite facility that as of April 1, 2014: (1) began its qualifying period for payment as a LTAC hospital; (2) has a binding written contract with an outside, unrelated party for the development of a LTAC hospital or satellite facility and has expended at least 10% of the estimated cost of the project or if less, $2.5 million; or (3) has obtained an approved certificate of need.

The Budget Control Act of 2011 and the Taxpayer Relief Act

The Budget Control Act of 2011, enacted on August 2, 2011, initiated $1.2 trillion in domestic and defense spending reductions automatically on February 1, 2013, split evenly between domestic and defense spending. Payments to Medicare providers are subject to these automatic spending reductions, subject to a 2% cap. As discussed below, the Taxpayer Relief Act subsequently delayed by two months the automatic budget sequestration cuts established by the Budget Control Act of 2011. The automatic 2% reduction on each claim submitted to Medicare began on April 1, 2013.

The Taxpayer Relief Act was enacted on January 2, 2013. As noted above, this Act delayed by two months the automatic budget sequestration cuts established by the Budget Control Act of 2011. The Taxpayer Relief Act also: (1) reduced Medicare payments by an additional 25% for subsequent procedures when multiple therapy services are provided on the same day; (2) extended the Medicare Part B outpatient therapy cap exception process to December 31, 2013; (3) suspended until December 31, 2013 the sustainable growth rate adjustment (“SGR”) reduction applicable to the Medicare Physician Fee Schedule (“MPFS”) for certain services provided under Medicare Part B; and (4) increased the statute of limitations to recover Medicare overpayments from three years to five years. The Company believes that the new rules related to multiple therapy services will reduce its Medicare revenues by $25 million to $30 million on an annual basis.

The SGR Reform Act subsequently modified the Budget Control Act of 2011 and the Taxpayer Relief Act by (1) extending the Medicare Part B outpatient therapy cap exception process to March 31, 2014; and (2) suspending until March 31, 2014 the SGR reduction applicable to the MPFS for certain services provided under Medicare Part B. PAMA further extended the Medicare Part B outpatient therapy cap exception process and suspended the SGR reduction applicable to the MPFS for certain services provided under Medicare Part B to March 31, 2015.

The Company believes that its operating margins will continue to be under pressure as the growth in operating expenses, particularly professional liability, labor and employee benefits costs, exceeds payment increases from Medicare, Medicaid and 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.

For additional information regarding Medicare and Medicaid reimbursement and other government regulations impacting the Company, see the Company’s Annual Report on Form 10-K for 2013 as filed with the SEC.

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)

Hospital division

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. As of June 30, 2014, 96 of the Company's TC hospitals are certified as LTAC hospitals (with certification pending for one TC hospital).

On August 4, 2014, CMS issued final regulations regarding Medicare reimbursement for LTAC hospitals for the federal fiscal year beginning October 1, 2014. Included in the final regulations are: (1) a market basket increase to the standard federal payment rate of 2.9%; (2) offsets to the standard federal payment rate mandated by the ACA of: (a) 0.5% to account for the effect of a productivity adjustment, and (b) 0.2% as required by statute; (3) a wage level budget neutrality factor of 1.0016703 applied to the adjusted standard federal payment rate; (4) adjustments to area wage indexes; and (5) an increase in the high cost outlier threshold per discharge to $14,972. In addition, the proposed regulations also would implement the third year of a three-year phase-in of a 3.75% budget neutrality adjustment which would reduce LTAC hospital rates by 1.3% in 2015. CMS has projected the impact of these changes will result in a 1.1% increase to average Medicare payments to LTAC hospitals.

On August 2, 2013, CMS issued final regulations regarding Medicare reimbursement for LTAC hospitals for the federal fiscal year beginning October 1, 2013. Included in the final regulations are: (1) a market basket increase to the standard federal payment rate of 2.5%; (2) offsets to the standard federal payment rate mandated by the ACA of: (a) 0.5% to account for the effect of a productivity adjustment, and (b) 0.3% as required by statute; (3) a wage level budget neutrality factor of 1.0010531 applied to the adjusted standard federal payment rate; (4) adjustments to area wage indexes; and (5) a decrease in the high cost outlier threshold per discharge to $13,314. In addition, the final regulations also would implement the second year of a three-year phase-in of a 3.75% budget neutrality adjustment which would reduce LTAC hospital rates by 1.3% in 2014. CMS has projected the impact of these changes will result in a 1.3% increase to average Medicare payments to LTAC hospitals.

On August 1, 2012, CMS issued the 2012 CMS Rules, which, among other things, reduced Medicare reimbursement to the Company's TC hospitals in 2013 and beyond by imposing a budget neutrality adjustment and modifying the short-stay outlier rules. Included in the 2012 CMS Rules are: (1) a market basket increase to the standard federal payment rate of 2.6%; (2) offsets to the standard federal payment rate mandated by the ACA of: (a) 0.7% to account for the effect of a productivity adjustment, and (b) 0.1% as required by statute; (3) a wage level budget neutrality factor of 0.999265 applied to the adjusted standard federal payment rate; (4) adjustments to area wage indexes; and (5) a decrease in the high cost outlier threshold per discharge to $15,408. Effective December 29, 2012, the 2012 CMS Rules (1) began a three-year phase-in of a 3.75% budget neutrality adjustment which will reduce LTAC hospital rates by 1.3% in 2013, 2014 and 2015; and (2) restored a payment reduction that will limit payments for very short-stay outliers that will reduce the Company's TC hospital payments by approximately 0.5%.

The ACA requires a quality reporting system for LTAC hospitals beginning in federal fiscal year 2014 under which any market basket update would be reduced by 2% for any LTAC hospital that does not meet the quality reporting standards. CMS has issued final regulations that require LTAC hospitals to report quality measures related to, among other items, catheter-associated urinary tract infections, central line associated blood stream infections, new or worsening pressure ulcers, unplanned readmissions and falls with major injury.

The Job Creation Act of 2012 (the “Job Creation Act”) provides for reductions in reimbursement of Medicare bad debts at the Company’s hospitals and nursing centers. For the hospitals, the bad debt reimbursement rate of 70% for all bad debts was lowered to 65% effective for cost reporting periods beginning on or after October 1, 2012.

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

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)

Hospital division (Continued)

On July 31, 2014, CMS issued final regulations regarding Medicare reimbursement for IRFs for the federal fiscal year beginning October 1, 2014. Included in these final regulations are: (1) a market basket increase to the standard payment conversion factor of 2.9%; (2) offsets to the standard payment conversion factor mandated by the ACA of: (a) 0.5% to account for the effect of a productivity adjustment, and (b) 0.2% as required by statute; (3) adjustments to area wage indexes; and (4) a decrease in the high cost outlier threshold per discharge to $8,848. CMS has projected the impact of these changes will result in a 2.4% increase to average Medicare payments to IRFs.

On July 31, 2013, CMS issued final regulations regarding Medicare reimbursement for IRFs for the federal fiscal year beginning October 1, 2013. Included in these final regulations are: (1) a market basket increase to the standard payment conversion factor of 2.6%; (2) offsets to the standard payment conversion factor mandated by the ACA of: (a) 0.5% to account for the effect of a productivity adjustment, and (b) 0.3% as required by statute; (3) adjustments to area wage indexes; and (4) a decrease in the high cost outlier threshold per discharge to $9,272. CMS has projected the impact of these changes will result in a 2.3% increase to average Medicare payments to IRFs.

On July 25, 2012, CMS issued final regulations regarding Medicare reimbursement for IRFs for the federal fiscal year beginning October 1, 2012. Included in these final regulations are: (1) a market basket increase to the standard payment conversion factor of 2.7%; (2) offsets to the standard payment conversion factor mandated by the ACA of: (a) 0.7% to account for the effect of a productivity adjustment, and (b) 0.1% as required by statute; (3) adjustments to area wage indexes; and (4) a decrease in the high cost outlier threshold per discharge to $10,466.

Similar to LTAC hospitals, the ACA requires a quality reporting system for IRFs beginning in fiscal year 2014 in which any market basket update would be reduced by 2% for any IRF that does not meet quality reporting standards. CMS has finalized regulations that require IRFs to report quality measures related to, among other items, catheter-associated urinary tract infections, pressure ulcers and unplanned readmissions.

Nursing center division

On July 31, 2014, CMS issued final regulations updating Medicare payment rates for nursing centers effective October 1, 2014. These final regulations implement a net market basket increase of 2.0% consisting of: (1) a 2.5% market basket inflation increase, less (2) a 0.5% adjustment to account for the effect of a productivity adjustment.

On July 31, 2013, CMS issued final regulations updating Medicare payment rates for nursing centers effective October 1, 2013. These final regulations implement a net market basket increase of 1.3% consisting of: (1) a 2.3% market basket inflation increase, less (2) a 0.5% adjustment to account for the effect of a productivity adjustment, and less (3) a 0.5% market basket forecast error adjustment.

On July 27, 2012, CMS issued final regulations updating Medicare payment rates for nursing centers effective October 1, 2012. These final regulations implement a net market basket increase of 1.8% consisting of: (1) a 2.5% market basket inflation increase, less (2) a 0.7% adjustment to account for the effect of a productivity adjustment.

On April 1, 2014, PAMA was enacted, which directed CMS to create a value-based purchasing initiative applicable to nursing centers beginning October 1, 2018. The initiative will focus on a preventable hospital readmission measure to be provided on or before October 1, 2015 and corresponding preventable hospital readmission rates to be provided on or before October 1, 2016. Nursing centers will be ranked according to performance on this preventable hospital readmission rate, with corresponding incentive payments based upon such ranking. CMS also will reduce the Medicare per diem rate by 2% beginning October 1, 2018 in connection with the launch of this initiative.

In February 2012, the Middle Class Tax Relief Act of 2012 was enacted, which provides that certain Medicare Part B therapy services exceeding a threshold of $3,700 would be subject to a pre-payment manual medical review process effective October 1, 2012. The review process for these services was scheduled to expire on December 31, 2012 but was extended through December 31, 2013 under the Taxpayer Relief Act. The SGR Reform Act extended the therapy cap exception process to March 31, 2014, which was later extended to March 31, 2015 by PAMA. This review process has had an adverse effect on the provision and billing of services for patients and could negatively impact therapist productivity.

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)

Nursing center division (Continued)

In February 2012, Congress passed the Job Creation Act which provides for reductions in reimbursement of Medicare bad debts for nursing centers. The Job Creation Act provides for a phase-in of the reduction in the rate of reimbursement for bad debts of patients that are dually eligible for Medicare and Medicaid. The rate of reimbursement for bad debts for these dually eligible patients were reduced from 88% to 76% for cost reporting periods beginning on or after October 1, 2013 and will be reduced to 65% for cost reporting periods beginning on or after October 1, 2014. The rate of reimbursement for bad debts for patients not dually eligible for both Medicare and Medicaid was reduced from 70% to 65%, effective for cost reporting periods beginning on or after October 1, 2012. Approximately 80% of the Company's Medicare bad debt reimbursements are associated with patients that are dually eligible.

Rehabilitation division

Medicare Part B provides reimbursement for certain physician services, limited drug coverage and other outpatient services, such as therapy and other services, outside of a Medicare Part A covered patient stay. Payment for these services is determined according to the MPFS. Annually since 1997, the MPFS has been subject to the SGR, which is intended to keep spending growth in line with allowable spending. Each year since the SGR was enacted, this adjustment produced a scheduled negative update to payment for physicians, therapists and other healthcare providers paid under the MPFS. Annually, since 2002, Congress has stepped in with the so-called "doc fix" legislation to suspend payment cuts to physicians. Subsequent legislation annually suspended the payment cut with PAMA most recently suspending the payment cut until March 31, 2015.

Effective January 1, 2011, reimbursement rates for Medicare Part B therapy services included in the MPFS were reduced by 25% of the practice expense component for subsequent procedures when multiple therapy services are provided on the same day. Effective April 1, 2013, the Taxpayer Relief Act further reduced the practice expense component of Medicare payments for subsequent procedures when multiple therapy services are provided on the same day by an additional 25%. The Company believes that the rules related to multiple therapy services have reduced its revenues by $25 million to $30 million on an annual basis.

In February 2012, the Middle Class Tax Relief Act of 2012 was enacted, which provides that certain Medicare Part B therapy services exceeding a threshold of $3,700 would be subject to a pre-payment manual medical review process effective October 1, 2012. The review process for these services was scheduled to expire on December 31, 2012 but was extended through December 31, 2013 under the Taxpayer Relief Act. The SGR Reform Act extended the therapy cap exception process to March 31, 2014, which was later extended to March 31, 2015 by PAMA. This review process has had an adverse effect on the provision and billing of services for patients and could negatively impact therapist efficiencies.

Care management division

On July 1, 2014, CMS issued proposed regulations regarding Medicare payment rates for home health agencies effective January 1, 2015. These proposed regulations implement a net 0.3% reduction consisting of a 2.6% market basket inflation increase, less (1) a 0.4% productivity adjustment, and (2) a 2.5% rebasing adjustment mandated under the ACA.

On November 22, 2013, CMS issued final regulations regarding Medicare payment rates for home health agencies effective January 1, 2014. These final regulations implement a net 1.05% reduction consisting of a 2.3% market basket inflation increase, less (1) a 0.62% ICD-9 grouper refinement, and (2) a 2.73% rebasing adjustment mandated under the ACA. Rebasing the rates includes adjustments to the 60-day episode and per visit payment rates, the non-national medical supply conversion factor and low utilization payment factors. A rebasing adjustment will be applied in each of the next four years, beginning January 1, 2014.

On November 2, 2012, CMS issued final regulations regarding Medicare payment rates for home health agencies effective January 1, 2013. These final regulations implement a net market basket increase of 1.3% consisting of: (1) a 2.3% market basket inflation increase, less (2) a 1.0% adjustment mandated by the ACA. In addition, CMS implemented a 1.32% reduction in case mix.

On August 4, 2014, CMS issued final regulations regarding Medicare payment rates for hospice providers effective October 1, 2014. These final regulations implement a net market basket increase of 2.1% consisting of: (1) a 2.9% market basket inflation increase, less (2) offsets to the standard payment conversion factor mandated by the ACA of: (a) a 0.5% adjustment to account for the effect of a productivity adjustment, and (b) 0.3% as required by statute. In addition, CMS continued the phase-out of the wage index budget neutrality adjustment. CMS has projected the impact of these changes will result in a 1.4% increase in payments to hospice providers.

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)

Care management division (Continued)

On August 2, 2013, CMS issued final regulations regarding Medicare payment rates for hospice providers effective October 1, 2013. These final regulations implement a net market basket increase of 1.7% consisting of: (1) a 2.5% market basket inflation increase, less (2) offsets to the standard payment conversion factor mandated by the ACA of: (a) a 0.5% adjustment to account for the effect of a productivity adjustment, and (b) 0.3% as required by statute. In addition, CMS continued the phase-out of the wage index budget neutrality adjustment. CMS has projected the impact of these changes will result in a 1.0% increase in payments to hospice providers.

On July 24, 2012, CMS issued final regulations regarding Medicare payment rates for hospice providers effective October 1, 2012. These final regulations implement a net market basket increase of 1.6% consisting of: (1) a 2.6% market basket inflation increase, less (2) offsets to the standard payment conversion factor mandated by the ACA of: (a) a 0.7% adjustment to account for the effect of a productivity adjustment, and (b) 0.3% as required by statute.

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)

	2013 Quarters				2014 Quarters	
	First	Second	Third	Fourth	First	Second
Revenues	$1,259,434	$1,191,030	$1,175,445	$1,209,676	$1,286,742	$1,275,964
Salaries, wages and benefits	781,865	715,619	718,227	738,952	773,812	770,321
Supplies	84,146	80,603	79,498	78,694	81,988	80,794
Rent	76,519	77,324	76,762	80,921	81,048	80,209
Other operating expenses	230,675	227,981	261,842	245,262	249,604	261,418
Other (income) expense	(1,009)	(26)	51	(458)	(234)	(154)
Impairment charges	187	438	441	76,127	–	–
Depreciation and amortization	41,598	38,554	36,507	37,547	39,337	39,442
Interest expense	28,159	29,074	25,624	25,152	25,799	80,530
Investment income	(85)	(1,474)	(1,235)	(1,252)	(183)	(2,449)
	1,242,055	1,168,093	1,197,717	1,280,945	1,251,171	1,310,111
Income (loss) from continuing operations before income taxes	17,379	22,937	(22,272)	(71,269)	35,571	(34,147)
Provision (benefit) for income taxes	6,505	9,208	(6,510)	(20,522)	13,585	(13,082)
Income (loss) from continuing operations	10,874	13,729	(15,762)	(50,747)	21,986	(21,065)
Discontinued operations, net of income taxes:						
Loss from operations	(5,376)	(1,050)	(25,466)	(7,150)	(6,501)	(8,153)
Loss on divestiture of operations	(2,025)	(10,852)	(65,016)	(5,994)	(3,006)	(2,018)
Loss from discontinued operations	(7,401)	(11,902)	(90,482)	(13,144)	(9,507)	(10,171)
Net income (loss)	3,473	1,827	(106,244)	(63,891)	12,479	(31,236)
(Earnings) loss attributable to noncontrolling interests:						
Continuing operations	(467)	(116)	(841)	(2,466)	(4,529)	(4,828)
Discontinued operations	51	34	87	61	70	253
	(416)	(82)	(754)	(2,405)	(4,459)	(4,575)
Income (loss) attributable to Kindred	$3,057	$1,745	$(106,998)	$(66,296)	$8,020	$ (35,811)
Amounts attributable to Kindred stockholders:						
Income (loss) from continuing operations	$10,407	$13,613	$(16,603)	$(53,213)	$17,457	$ (25,893)

Loss from discontinued operations	(7,350)	(11,868)	(90,395)	(13,083)	(9,437)	(9,918)
Net income (loss)	$3,057	$1,745	$(106,998)	$(66,296)	$8,020	$ (35,811)
Earnings (loss) per common share:						
Basic:						
Income (loss) from continuing operations	$0.20	$0.25	$(0.31)	$(1.02)	$0.32	$(0.48)
Discontinued operations:						
Loss from operations	(0.10)	(0.02)	(0.49)	(0.14)	(0.11)	(0.15)
Loss on divestiture of operations	(0.04)	(0.20)	(1.24)	(0.11)	(0.06)	(0.04)
Loss from discontinued operations	(0.14)	(0.22)	(1.73)	(0.25)	(0.17)	(0.19)
Net income (loss)	$0.06	$0.03	$(2.04)	$(1.27)	$0.15	$ (0.67)
Diluted:						
Income (loss) from continuing operations	$0.20	$0.25	$(0.31)	$(1.02)	$0.32	$(0.48)
Discontinued operations:						
Loss from operations	(0.10)	(0.02)	(0.49)	(0.14)	(0.11)	(0.15)
Loss on divestiture of operations	(0.04)	(0.20)	(1.24)	(0.11)	(0.06)	(0.04)
Loss from discontinued operations	(0.14)	(0.22)	(1.73)	(0.25)	(0.17)	(0.19)
Net income (loss)	$0.06	$0.03	$(2.04)	$(1.27)	$0.15	$ (0.67)
Shares used in computing earnings (loss) per common share:						
Basic	52,062	52,265	52,323	52,344	52,641	53,714
Diluted	52,083	52,284	52,323	52,344	52,711	53,714

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND

RESULTS OF OPERATIONS (Continued)

Operating Data

(Unaudited)

(In thousands)

	2013 Quarters				2014 Quarters	
	First	Second	Third	Fourth	First	Second
Revenues:						
Hospital division	$657,814	$606,604	$594,154	$606,988	$646,458	$ 632,156
Nursing center division	270,205	264,847	265,696	270,080	277,902	280,255
Rehabilitation division:						
Skilled nursing rehabilitation services	258,750	249,647	245,330	243,280	254,255	253,989
Hospital rehabilitation services	74,523	69,777	68,296	74,017	73,964	75,324
	333,273	319,424	313,626	317,297	328,219	329,313
Care management division	51,621	53,039	53,801	66,466	87,704	87,986
	1,312,913	1,243,914	1,227,277	1,260,831	1,340,283	1,329,710
Eliminations:						
Skilled nursing rehabilitation services	(28,657)	(28,660)	(28,151)	(28,157)	(29,646)	(30,031)
Hospital rehabilitation services	(23,609)	(23,223)	(22,520)	(22,123)	(23,233)	(22,855)
Nursing centers	(1,213)	(1,001)	(1,161)	(875)	(662)	(860)
	(53,479)	(52,884)	(51,832)	(51,155)	(53,541)	(53,746)
	$1,259,434	$1,191,030	$1,175,445	$1,209,676	$1,286,742	$1,275,964
Income (loss) from continuing operations:						
Operating income (loss):						
Hospital division	$147,493	$129,366	$112,483	$126,788	$145,395	$ 132,878
Nursing center division	29,145	36,018	31,505	35,585	38,471	36,880
Rehabilitation division:						
Skilled nursing rehabilitation services	13,239	21,623	(7,209)	14,260	18,328	19,982
Hospital rehabilitation services	18,132	19,573	18,215	18,005	19,820	20,084
	31,371	41,196	11,006	32,265	38,148	40,066
Care management division	2,786	3,961	1,085	2,131	4,697	7,065
Corporate:						
Overhead	(45,585)	(43,196)	(39,157)	(48,557)	(44,050)	(48,365)
Insurance subsidiary	(509)	(384)	(482)	(539)	(406)	(443)
	(46,094)	(43,580)	(39,639)	(49,096)	(44,456)	(48,808)
Impairment charges	(187)	(438)	(441)	(76,127)	–	–
Transaction costs	(944)	(108)	(613)	(447)	(683)	(4,496)
Operating income	163,570	166,415	115,386	71,099	181,572	163,585

Rent	(76,519)	(77,324)	(76,762)	(80,921)	(81,048)	(80,209)
Depreciation and amortization	(41,598)	(38,554)	(36,507)	(37,547)	(39,337)	(39,442)
Interest, net	(28,074)	(27,600)	(24,389)	(23,900)	(25,616)	(78,081)
Income (loss) from continuing operations before income taxes	17,379	22,937	(22,272)	(71,269)	35,571	(34,147)
Provision (benefit) for income taxes	6,505	9,208	(6,510)	(20,522)	13,585	(13,082)
	$10,874	$13,729	$(15,762)	$(50,747)	$21,986	$ (21,065)

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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)

	2013 Quarters				2014 Quarters	
	First	Second	Third	Fourth	First	Second
Rent:						
Hospital division	$49,582	$50,221	$49,761	$52,623	$53,135	$ 52,526
Nursing center division	23,876	24,104	24,111	25,031	23,952	23,856
Rehabilitation division:						
Skilled nursing rehabilitation services	1,235	1,197	1,123	1,171	1,089	1,067
Hospital rehabilitation services	17	19	19	51	51	22
	1,252	1,216	1,142	1,222	1,140	1,089
Care management division	1,186	1,155	1,193	1,567	2,256	2,177
Corporate	623	628	555	478	565	561
	$76,519	$77,324	$76,762	$80,921	$81,048	$80,209
Depreciation and amortization:						
Hospital division	$19,722	$17,525	$16,750	$16,569	$16,985	$17,008
Nursing center division	7,341	6,814	6,479	6,860	7,542	7,686
Rehabilitation division:						
Skilled nursing rehabilitation services	3,112	2,878	2,461	2,559	2,695	2,885
Hospital rehabilitation services	2,331	2,319	2,281	2,498	2,564	2,488
	5,443	5,197	4,742	5,057	5,259	5,373
Care management division	1,526	1,615	1,638	1,829	2,125	2,139
Corporate	7,566	7,403	6,898	7,232	7,426	7,236
	$41,598	$38,554	$36,507	$37,547	$39,337	$39,442
Capital expenditures, excluding acquisitions (including discontinued operations):						
Hospital division:						
Routine	$10,271	$5,593	$6,421	$6,286	$8,402	$8,225
Development	2,388	5,079	3,235	1,115	511	51
	12,659	10,672	9,656	7,401	8,913	8,276
Nursing center division:						
Routine	5,819	4,259	5,584	7,361	5,055	5,163
Development	–	7	–	–	240	321
	5,819	4,266	5,584	7,361	5,295	5,484
Rehabilitation division:						
Skilled nursing rehabilitation services:						
Routine	605	464	860	679	849	593
Development	–	–	–	–	–	–
	605	464	860	679	849	593

Hospital rehabilitation services:						
Routine	32	45	31	165	56	44
Development	–	–	–	–	–	–
	32	45	31	165	56	44
Care management division:						
Routine	195	339	522	467	308	168
Development	–	–	–	–	–	–
	195	339	522	467	308	168
Corporate:						
Routine:						
Information systems	5,289	6,436	7,298	21,733	6,906	10,061
Other	159	294	2,436	1,265	101	231
	$24,758	$22,516	$26,387	$39,071	$22,428	$ 24,857

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

Operating Data

(Unaudited)

	2013 Quarters				2014 Quarters	
	First	Second	Third	Fourth	First	Second
Hospital division data:						
End of period data:						
Number of hospitals:						
Transitional care	97	97	97	97	97	97
Inpatient rehabilitation	5	5	5	5	5	5
	102	102	102	102	102	102
Number of licensed beds:						
Transitional care	7,059	7,059	7,073	7,105	7,145	7,145
Inpatient rehabilitation	215	215	215	215	215	215
	7,274	7,274	7,288	7,320	7,360	7,360
Revenue mix %:						
Medicare	62.5	60.7	59.1	59.3	60.2	58.9
Medicaid	5.4	5.9	6.9	6.2	6.5	6.6
Medicare Advantage	10.2	11.1	11.1	11.7	11.2	11.0
Medicaid Managed	1.9	1.9	2.0	1.9	2.3	2.9
Commercial insurance and other	20.0	20.4	20.9	20.9	19.8	20.6
Admissions:						
Medicare	10,274	9,432	9,010	9,255	9,858	9,410
Medicaid	685	744	788	712	835	914
Medicare Advantage	1,519	1,474	1,422	1,450	1,515	1,449
Medicaid Managed	209	208	225	252	317	381
Commercial insurance and other	1,951	1,869	1,874	1,818	2,107	2,055
	14,638	13,727	13,319	13,487	14,632	14,209
Admissions mix %:						
Medicare	70.2	68.7	67.6	68.6	67.4	66.2
Medicaid	4.7	5.4	5.9	5.3	5.7	6.4
Medicare Advantage	10.4	10.8	10.7	10.7	10.3	10.2
Medicaid Managed	1.4	1.5	1.7	1.9	2.2	2.7
Commercial insurance and other	13.3	13.6	14.1	13.5	14.4	14.5
Patient days:						
Medicare	252,195	234,490	223,639	226,662	239,759	230,122
Medicaid	28,765	30,425	31,569	29,799	32,909	32,821
Medicare Advantage	43,016	43,040	41,842	43,784	44,979	44,094
Medicaid Managed	8,808	8,342	8,264	8,238	10,733	13,247
Commercial insurance and other	63,227	57,091	59,575	57,334	62,858	61,892
	396,011	373,388	364,889	365,817	391,238	382,176
Average length of stay:						

Medicare	24.5	24.9	24.8	24.5	24.3	24.5
Medicaid	42.0	40.9	40.1	41.9	39.4	35.9
Medicare Advantage	28.3	29.2	29.4	30.2	29.7	30.4
Medicaid Managed	42.1	40.1	36.7	32.7	33.9	34.8
Commercial insurance and other	32.4	30.5	31.8	31.5	29.8	30.1
Weighted average	27.1	27.2	27.4	27.1	26.7	26.9
Revenues per admission:						
Medicare	$40,051	$39,004	$38,993	$38,869	$39,482	$ 39,559
Medicaid	51,450	48,221	51,934	52,635	50,201	45,392
Medicare Advantage	44,326	45,709	46,429	49,051	47,739	48,067
Medicaid Managed	58,770	55,496	52,771	46,112	47,781	48,953
Commercial insurance and other	67,389	66,306	66,170	69,876	60,679	63,315
Weighted average	44,939	44,190	44,609	45,006	44,181	44,490
Revenues per patient day:						
Medicare	$1,632	$1,569	$1,571	$1,587	$1,623	$ 1,618
Medicaid	1,225	1,179	1,296	1,258	1,274	1,264
Medicare Advantage	1,565	1,565	1,578	1,624	1,608	1,580
Medicaid Managed	1,395	1,384	1,437	1,411	1,411	1,408
Commercial insurance and other	2,079	2,171	2,081	2,216	2,034	2,102
Weighted average	1,661	1,625	1,628	1,659	1,652	1,654
Medicare case mix index (discharged patients only)	1.18	1.18	1.16	1.16	1.17	1.18
Average daily census	4,400	4,103	3,966	3,976	4,347	4,200
Occupancy %	68.3	63.5	61.1	61.4	67.4	64.9
Annualized employee turnover %	22.1	21.7	21.4	21.3	20.7	20.8

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND

RESULTS OF OPERATIONS (Continued)

Operating Data (Continued)

(Unaudited)

	2013 Quarters				2014 Quarters	
	First	Second	Third	Fourth	First	Second
Nursing center division data:						
End of period data:						
Number of facilities:						
Nursing centers:						
Owned or leased	94	94	94	94	94	94
Managed	4	4	4	4	4	4
Assisted living facilities	6	6	6	6	6	6
	104	104	104	104	104	104
Number of licensed beds:						
Nursing centers:						
Owned or leased	11,921	11,921	11,921	11,921	11,921	11,909
Managed	485	485	485	485	485	485
Assisted living facilities	341	341	341	341	341	341
	12,747	12,747	12,747	12,747	12,747	12,735
Revenue mix %:						
Medicare	35.0	34.0	33.1	32.1	32.0	31.8
Medicaid	35.7	36.4	38.8	39.8	40.4	39.7
Medicare Advantage	8.2	8.3	7.3	7.8	8.6	8.1
Medicaid Managed	3.4	3.5	3.5	3.5	3.2	3.6
Private and other	17.7	17.8	17.3	16.8	15.8	16.8
Patient days (a):						