

HELIAN HEALTH GROUP INC
Form S-4
September 17, 2015
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As filed with the Securities and Exchange Commission on September 17, 2015

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

KINDRED HEALTHCARE, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

8050

Edgar Filing: HELIAN HEALTH GROUP INC - Form S-4

(Primary standard industrial classification code number)

61-1323993

(I.R.S. Employer Identification No.)

680 South Fourth Street

Louisville, Kentucky 40202-2412

(502) 596-7300

(Address, including zip code, and telephone number, including area code, of principal executive offices)

and the Guarantors identified in Table of Additional Registrant Guarantors below

Joseph L. Landenwich, Esq.

Co-General Counsel and Corporate Secretary

Kindred Healthcare, Inc.

680 South Fourth Street

Louisville, Kentucky 40202

(502) 596-7300

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Nicolas Grabar, Esq.

Cleary Gottlieb Steen & Hamilton LLP

One Liberty Plaza

New York, New York 10006

(212) 225-2000

(Copies of all communications, including communications sent to agent for service)

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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 Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price(1)	Amount of registration fee(2)
8.00% Senior Notes due 2020	\$750,000,000	100%	\$750,000,000	\$87,150
Guarantees for the 8.00% Senior Notes due 2020	(3)	(3)	(3)	(3)
8.75% Senior Notes due 2023	\$600,000,000	100%	\$600,000,000	\$69,720
Guarantees for the 8.75% Senior Notes due 2023	(3)	(3)	(3)	(3)

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 under the Securities Act of 1933, as amended (the Securities Act).

(2) Calculated pursuant to Rule 457 under the Securities Act.

(3) Pursuant to Rule 457(n) under the Securities Act, no registration fee is required with respect to the guarantees.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the registration statement shall become effective on such date as the Securities and Exchange Commission (the SEC), acting pursuant to said Section 8(a), may determine.

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TABLE OF ADDITIONAL REGISTRANT GUARANTORS

Exact Name of Additional Registrant As Specified in its Charter*	State or Other	I.R.S. Employer Identification No.	Primary Standard Industrial Classification Code Number	Address, including Zip
	Jurisdiction of Incorporation or Organization			Code, and Telephone Number, including Area Code, of Principal Executive Offices
ABC Hospice, LLC	Texas	20-8716006	8082	680 South Fourth Street Louisville, Kentucky 40202-2412
Aberdeen Holdings, Inc.	Texas	72-2695805	8000	(502) 596-7300 680 South Fourth Street Louisville, Kentucky 40202-2412
Able Home Healthcare, Inc.	Texas	77-0601595	8000	(502) 596-7300 680 South Fourth Street Louisville, Kentucky 40202-2412
Access Home Health of Florida, LLC	Delaware	06-1451363	8082	(502) 596-7300 680 South Fourth Street Louisville, Kentucky 40202-2412
Advanced Oncology Services, Inc.	Florida	65-0180784	8000	(502) 596-7300 680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300

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Alpine Home Health Care, LLC	Colorado	36-4473376	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Alpine Home Health II, Inc.	Colorado	20-1987917	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Alpine Home Health, Inc.	Mississippi	64-0921774	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Alpine Resource Group, Inc.	Colorado	20-1987950	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
American Homecare Management Corp.	Delaware	11-3306095	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
American Hospice, Inc.	Texas	75-2486047	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
American VitalCare, L.L.C.	California	22-2646452	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300

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Asian American Home Care, Inc.	California	94-3247811	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Avery Manor Nursing, L.L.C.	Delaware	20-3618851	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Bayberry Care Center, L.L.C.	Delaware	20-4454621	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Bethany Hospice, LLC	Delaware	20-2999369	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Braintree Nursing, L.L.C.	Delaware	20-3618766	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
BWB Sunbelt Home Health Services, LLC	Texas	75-1901342	8000	680 South Fourth Street Louisville, Kentucky (502) 596-7300

40202-2412

(502) 596-7300

California Hospice, LLC

Texas

30-0711730

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

California Nursing Centers, L.L.C.

Delaware

20-4454493

8050

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Capital Care Resources of South
Carolina, LLC

Georgia

56-2102603

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Capital Care Resources, LLC

Georgia

58-2411159

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Capital Health Management Group,
LLC

Georgia

58-2313705

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Care Center of Rossmoor, L.L.C.

Delaware

20-4454602

8050

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

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Centerre Healthcare Corporation	Delaware	06-1646451	8069	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Central Arizona Home Health Care, Inc.	Arizona	86-0714789	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Chaparral Hospice, Inc.	Texas	35-2224605	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Chattahoochee Valley Home Care Services, LLC	Georgia	03-0387821	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Chattahoochee Valley Home Health, LLC	Georgia	34-1994007	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
CHC Management Services, LLC	Missouri	20-8092157	8069	680 South Fourth Street Louisville, Kentucky (502) 596-7300

40202-2412

(502) 596-7300

CHMG Acquisition LLC

Georgia

04-3813487

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

CHMG of Atlanta, LLC

Georgia

54-2089073

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

CHMG of Griffin, LLC

Georgia

54-2089075

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Clear Lake Rehabilitation Hospital,
L.L.C.

Delaware

20-2971820

8060

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Colorado Hospice, L.L.C.

Colorado

27-2141126

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Compass Hospice, Inc.

Texas

27-0001235

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

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Country Estates Nursing, L.L.C.	Delaware	20-3618740	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Courtland Gardens Health Center, Inc.	Connecticut	06-1149454	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
CRH of Arlington, LLC	Delaware	46-4445306	8069	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
CRH of Avon, LLC	Delaware	47-2071854	8069	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
CRH of Cleveland, LLC	Delaware	45-0923586	8069	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
CRH of Dallas, LLC	Missouri	20-8182311	8069	680 South Fourth Street Louisville, Kentucky

40202-2412

(502) 596-7300

CRH of Fort Worth, LLC

Delaware

27-0862820

8069

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

CRH of Indianapolis, LLC

Delaware

45-3338192

8069

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

CRH of Lancaster, LLC

Missouri

27-0670878

8069

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

CRH of Langhorne, LLC

Delaware

27-3267166

8069

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

CRH of Madison, LLC

Delaware

46-3214780

8069

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

CRH of Memphis, LLC

Delaware

90-0911604

8069

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

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CRH of Oklahoma City, LLC	Delaware	27-5346177	8069	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
CRH of Springfield, LLC	Delaware	46-1158523	8069	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
CRH of St. Louis, LLC	Missouri	20-8734892	8069	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
CRH of Waukesha, LLC	Missouri	26-2332031	8069	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Eastern Carolina Home Health Agency, LLC	North Carolina	56-1590744	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Faith Home Health and Hospice, LLC	Kansas	47-0884412	8082	680 South Fourth Street Louisville, Kentucky (502) 596-7300

40202-2412

(502) 596-7300

Faith in Home Services, L.L.C.

Kansas

20-1931763

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Family Hospice, Ltd.

Texas

75-2588221

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

FHI GP, Inc.

Texas

75-2588220

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

FHI Health Systems, Inc.

Delaware

75-2588219

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

FHI LP, Inc.

Nevada

88-0335145

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

FHI Management, Ltd.

Texas

75-2588222

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

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First Home Health, Inc.	West Virginia	55-0750157	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Focus Care Health Resources, Inc.	Texas	75-2784006	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Foothill Nursing Company Partnership	California	91-1473634	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Forestview Nursing, L.L.C.	Delaware	20-3618900	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
GBA Holding, Inc.	Texas	75-2855493	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
GBA West, LLC	Texas	26-2944774	8000	680 South Fourth Street Louisville, Kentucky (502) 596-7300

40202-2412

(502) 596-7300

Gentiva Certified Healthcare Corp. Delaware 11-2645333 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Gentiva Health Services (Certified), Inc. Delaware 11-3454105 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Gentiva Health Services (USA) LLC Delaware 11-3414024 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Gentiva Health Services Holding Corp. Delaware 11-3454104 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Gentiva Health Services, Inc. Delaware 36-4335801 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Gentiva Rehab Without Walls, LLC Delaware 06-1725406 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

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Gentiva Services of New York, Inc.	New York	11-2802024	8082	680 South Fourth Street Louisville, Kentucky 40202-2412
Georgia Hospice, LLC	Texas	27-4251135	8082	(502) 596-7300 680 South Fourth Street Louisville, Kentucky 40202-2412
Gilbert s Home Health Agency, Inc.	Mississippi	64-0730826	8082	(502) 596-7300 680 South Fourth Street Louisville, Kentucky 40202-2412
Gilbert s Hospice Care of Mississippi, LLC	Mississippi	20-1296854	8082	(502) 596-7300 680 South Fourth Street Louisville, Kentucky 40202-2412
Gilbert s Hospice Care, LLC	Mississippi	20-0566932	8082	(502) 596-7300 680 South Fourth Street Louisville, Kentucky 40202-2412
Girling Health Care Services of Knoxville, Inc.	Tennessee	62-1406895	8082	(502) 596-7300 680 South Fourth Street Louisville, Kentucky

40202-2412

(502) 596-7300

Girling Health Care, Inc. Texas 74-2115034 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Goddard Nursing, L.L.C. Delaware 20-3618957 8050 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Greenbrae Care Center, L.L.C. Delaware 20-4454677 8050 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Greens Nursing and Assisted Living, L.L.C. Delaware 20-2822083 8050 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Harborlights Nursing, L.L.C. Delaware 20-3618878 8050 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Harden Clinical Services, LLC Texas 27-1519643 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

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Harden HC Texas Holdco, LLC	Texas	26-1487182	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Harden Healthcare Holdings, LLC	Delaware	37-1743802	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Harden Healthcare Services, LLC	Texas	26-1569071	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Harden Healthcare, LLC	Texas	74-3024009	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Harden Home Health, LLC	Delaware	65-1299601	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Harden Home Option, LLC	Texas	37-1657856	8082	680 South Fourth Street Louisville, Kentucky (502) 596-7300

40202-2412

(502) 596-7300

Harden Hospice, LLC

Texas

43-2083818

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Haven Health, LLC

Delaware

26-1425546

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Hawkeye Health Services, Inc.

Iowa

42-1285486

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Healthfield Home Health, LLC

Georgia

58-1947694

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Healthfield Hospice Services, LLC

Georgia

58-2284736

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Healthfield of Southwest Georgia, LLC

Georgia

27-0131980

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

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Healthfield of Statesboro, LLC	Georgia	68-0593590	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Healthfield of Tennessee, LLC	Georgia	01-0831798	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Healthfield Operating Group, LLC	Delaware	36-4425473	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Healthfield, LLC	Delaware	58-1819650	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Helian ASC of Northridge, Inc.	California	77-0277817	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Helian Health Group, Inc.	Delaware	95-4070276	8093	680 South Fourth Street Louisville, Kentucky (502) 596-7300

40202-2412

(502) 596-7300

HHS Healthcare Corp. Delaware 90-0527683 8000 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Highgate Nursing, L.L.C. Delaware 20-3618795 8050 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Highlander Nursing, L.L.C. Delaware 20-3618815 8050 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Hillhaven MSC Partnership California 93-1023838 8050 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Home Health Care Affiliates of Central Mississippi, L.L.C. Mississippi 62-1807084 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Home Health Care Affiliates of Mississippi, Inc. Mississippi 62-1775256 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

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Home Health Care Affiliates, Inc.	Mississippi	74-2737989	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Home Health Care of Carteret County, LLC	North Carolina	56-1556547	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Home Health of Rural Texas, Inc.	Texas	75-2374091	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Home Health Services, Inc.	Utah	87-0494759	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Homecare Holdings, Inc.	Florida	65-0837269	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
HomeCare Plus, Inc.	Alabama	63-1214842	8082	680 South Fourth Street Louisville, Kentucky (502) 596-7300

40202-2412

(502) 596-7300

Homestead Health and Rehabilitation
Center, L.L.C.

Delaware

20-3329906

8050

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Horizon Health Care Services, Inc.

Texas

76-0456316

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Horizon Health Network LLC

Alabama

33-1017853

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Hospice Care of Kansas and Missouri,
L.L.C.

Missouri

48-1210207

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Hospice Care of Kansas, L.L.C.

Kansas

48-1210207

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Hospice Care of the Midwest, L.L.C.

Missouri

48-1210207

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

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House Call Doctors, Inc.	Texas	20-3811538	8011	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
IntegraCare Holdings, Inc.	Delaware	20-8781607	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
IntegraCare Home Health Services, Inc.	Texas	75-2865632	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
IntegraCare Hospice of Abilene, LLC	Texas	61-1655487	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
IntegraCare Intermediate Holdings, Inc.	Delaware	20-8781715	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
IntegraCare of Abilene, LLC	Texas	26-4630561	8000	680 South Fourth Street Louisville, Kentucky (502) 596-7300

40202-2412

(502) 596-7300

IntegraCare of Albany, LLC

Texas

26-2915050

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

IntegraCare of Athens-Home Health, LLC

Texas

27-2139332

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

IntegraCare of Athens-Hospice, LLC

Texas

27-2139269

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

IntegraCare of Granbury, LLC

Texas

26-1908767

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

IntegraCare of Littlefield, LLC

Texas

26-4618941

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

IntegraCare of Olney Home Health, LLC

Texas

81-0638801

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

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IntegraCare of Texas, LLC	Texas	20-8768235	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
IntegraCare of West Texas-Home Health, LLC	Texas	27-0686207	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
IntegraCare of West Texas-Hospice, LLC	Texas	27-0686137	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
IntegraCare of Wichita Falls, LLC	Texas	27-0686266	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Iowa Hospice, L.L.C.	Iowa	20-2589495	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Isidora s Health Care Inc.	Texas	65-1285069	8082	680 South Fourth Street Louisville, Kentucky (502) 596-7300

40202-2412

(502) 596-7300

J.B. Thomas Hospital, Inc.

Massachusetts

04-3209212

8060

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

KAH Development 1, L.L.C.

Delaware

46-3869231

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

KAH Development 2, L.L.C.

Delaware

46-3877624

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

KAH Development 3, L.L.C.

Delaware

46-3892868

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

KAH Development 4, L.L.C.

Delaware

46-3902994

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

KAH Development 5, L.L.C.

Delaware

46-3924999

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

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KAH Development 6, L.L.C.	Delaware	46-3936305	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KAH Development 7, L.L.C.	Delaware	46-3945997	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KAH Development 8, L.L.C.	Delaware	46-3958634	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KAH Development 9, L.L.C.	Delaware	46-3971480	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KAH Development 10, L.L.C.	Delaware	46-3992741	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KAH Development 11, L.L.C.	Delaware	46-3982070	8000	680 South Fourth Street Louisville, Kentucky (502) 596-7300

40202-2412

(502) 596-7300

KAH Development 12, L.L.C.

Delaware

46-4002959

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

KAH Development 13, L.L.C.

Delaware

46-4015730

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

KAH Development 14, L.L.C.

Delaware

46-4025157

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

KAH Development 15, L.L.C.

Delaware

46-4033562

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Kindred Braintree Hospital, L.L.C.

Delaware

20-3618938

8060

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Kindred Development 4, L.L.C.

Delaware

20-2822034

8050

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

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Kindred Development 7, L.L.C.	Delaware	20-2822097	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Kindred Development 8, L.L.C.	Delaware	20-2822116	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Kindred Development 9, L.L.C.	Delaware	20-2822132	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Kindred Development 10, L.L.C.	Delaware	20-2822148	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Kindred Development 11, L.L.C.	Delaware	20-2822172	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Kindred Development 12, L.L.C.	Delaware	20-2822200	8050	680 South Fourth Street Louisville, Kentucky (502) 596-7300

40202-2412

(502) 596-7300

Kindred Development 13, L.L.C.	Delaware	20-2822219	8050	680 South Fourth Street
				Louisville, Kentucky

40202-2412

(502) 596-7300

Kindred Development 15, L.L.C.	Delaware	20-2822255	8060	680 South Fourth Street
				Louisville, Kentucky

40202-2412

(502) 596-7300

Kindred Development 17, L.L.C.	Delaware	20-3329727	8060	680 South Fourth Street
				Louisville, Kentucky

40202-2412

(502) 596-7300

Kindred Development 27, L.L.C.	Delaware	20-3329890	8050	680 South Fourth Street
				Louisville, Kentucky

40202-2412

(502) 596-7300

Kindred Development 29, L.L.C.	Delaware	20-3329915	8060	680 South Fourth Street
				Louisville, Kentucky

40202-2412

(502) 596-7300

Kindred Development Holdings 3, L.L.C.	Delaware	20-2822011	8050	680 South Fourth Street
				Louisville, Kentucky

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Kindred Development Holdings 5, L.L.C.	Delaware	20-2822056	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Kindred Healthcare Operating, Inc.	Delaware	52-2085484	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Kindred Healthcare Services, Inc.	Delaware	61-1264993	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Kindred Hospice Services, L.L.C.	Delaware	26-0717945	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Kindred Hospital-Palm Beach, L.L.C.	Delaware	20-3329716	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Kindred Hospital-Pittsburgh-North Shore, L.L.C.	Delaware	20-2822240	8060	680 South Fourth Street Louisville, Kentucky (502) 596-7300

40202-2412

(502) 596-7300

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

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Louisville, Kentucky

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Kindred Nursing Centers Central Limited Partnership	Delaware	52-2134134	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Kindred Nursing Centers East, L.L.C.	Delaware	52-2085557	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Kindred Nursing Centers Limited Partnership	Delaware	52-2085562	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Kindred Nursing Centers North, L.L.C.	Delaware	52-2134130	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Kindred Nursing Centers South, L.L.C.	Delaware	52-2134132	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Kindred Nursing Centers West, L.L.C.	Delaware	52-2085558	8050	680 South Fourth Street Louisville, Kentucky (502) 596-7300

40202-2412

(502) 596-7300

Kindred Rehab Services, Inc.	Delaware	33-0359338	8000	680 South Fourth Street
				Louisville, Kentucky

40202-2412

(502) 596-7300

Kindred Systems, Inc.	Delaware	61-1239343	8000	680 South Fourth Street
				Louisville, Kentucky

40202-2412

(502) 596-7300

KND Development 50, L.L.C.	Delaware	26-0717534	8000	680 South Fourth Street
				Louisville, Kentucky

40202-2412

(502) 596-7300

KND Development 51, L.L.C.	Delaware	26-0717557	8050	680 South Fourth Street
				Louisville, Kentucky

40202-2412

(502) 596-7300

KND Development 52, L.L.C.	Delaware	32-0315911	8060	680 South Fourth Street
				Louisville, Kentucky

40202-2412

(502) 596-7300

KND Development 53, L.L.C.	Delaware	26-0717649	8060	680 South Fourth Street
				Louisville, Kentucky

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KND Development 54, L.L.C.	Delaware	26-0717650	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KND Development 55, L.L.C.	Delaware	26-0717700	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KND Development 56, L.L.C.	Delaware	26-0717720	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KND Development 57, L.L.C.	Delaware	26-0717861	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KND Development 58, L.L.C.	Delaware	26-0717881	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KND Development 59, L.L.C.	Delaware	26-0717903	8060	680 South Fourth Street Louisville, Kentucky (502) 596-7300

40202-2412

(502) 596-7300

KND Development 60, L.L.C.	Delaware	58-2182891	8000	680 South Fourth Street
				Louisville, Kentucky

40202-2412

(502) 596-7300

KND Development 61, L.L.C.	Delaware	65-0549911	8000	680 South Fourth Street
				Louisville, Kentucky

40202-2412

(502) 596-7300

KND Development 62, L.L.C.	Delaware	46-0893880	8000	680 South Fourth Street
				Louisville, Kentucky

40202-2412

(502) 596-7300

KND Development 63, L.L.C.	Delaware	46-0905418	8000	680 South Fourth Street
				Louisville, Kentucky

40202-2412

(502) 596-7300

KND Hospital Real Estate Holdings, L.L.C.	Delaware	26-2162659	8060	680 South Fourth Street
				Louisville, Kentucky

40202-2412

(502) 596-7300

KND Real Estate 1, L.L.C.	Delaware	26-0709558	8050	680 South Fourth Street
				Louisville, Kentucky

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KND Real Estate 2, L.L.C.	Delaware	26-0709578	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KND Real Estate 3, L.L.C.	Delaware	26-0709614	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KND Real Estate 4, L.L.C.	Delaware	26-0709645	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KND Real Estate 5, L.L.C.	Delaware	26-0710006	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KND Real Estate 6, L.L.C.	Delaware	26-0710041	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KND Real Estate 7, L.L.C.	Delaware	26-0710089	8050	680 South Fourth Street Louisville, Kentucky (502) 596-7300

40202-2412

(502) 596-7300

KND Real Estate 8, L.L.C.

Delaware

26-0710126

8060

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

KND Real Estate 9, L.L.C.

Delaware

26-0710175

8060

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

KND Real Estate 10, L.L.C.

Delaware

26-0710197

8050

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

KND Real Estate 11, L.L.C.

Delaware

26-0710226

8050

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

KND Real Estate 12, L.L.C.

Delaware

26-0710270

8050

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

KND Real Estate 13, L.L.C.

Delaware

26-0710286

8050

680 South Fourth Street

Louisville, Kentucky

40202-2412

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KND Real Estate 14, L.L.C.	Delaware	26-0710314	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KND Real Estate 15, L.L.C.	Delaware	26-0710335	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KND Real Estate 16, L.L.C.	Delaware	26-0710365	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KND Real Estate 17, L.L.C.	Delaware	26-0710427	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KND Real Estate 18, L.L.C.	Delaware	26-0710446	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KND Real Estate 19, L.L.C.	Delaware	26-0710469	8050	680 South Fourth Street Louisville, Kentucky (502) 596-7300

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(502) 596-7300

680 South Fourth Street

Louisville, Kentucky

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Louisville, Kentucky

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KND Real Estate 26, L.L.C.	Delaware	26-2165510	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KND Real Estate 27, L.L.C.	Delaware	26-2165558	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KND Real Estate 28, L.L.C.	Delaware	26-2165581	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KND Real Estate 29, L.L.C.	Delaware	26-2165620	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KND Real Estate 30, L.L.C.	Delaware	26-2165832	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KND Real Estate 31, L.L.C.	Delaware	26-2165913	8050	680 South Fourth Street Louisville, Kentucky (502) 596-7300

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(502) 596-7300

680 South Fourth Street

Louisville, Kentucky

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Louisville, Kentucky

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KND Real Estate 38, L.L.C.	Delaware	26-2166543	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KND Real Estate 39, L.L.C.	Delaware	26-2166600	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KND Real Estate 40, L.L.C.	Delaware	26-2166651	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KND Real Estate 41, L.L.C.	Delaware	26-2166736	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KND Real Estate 42, L.L.C.	Delaware	26-2166781	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KND Real Estate 43, L.L.C.	Delaware	26-2166808	8000	680 South Fourth Street Louisville, Kentucky (502) 596-7300

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(502) 596-7300

KND Real Estate 44, L.L.C.	Delaware	26-2166835	8000	680 South Fourth Street
				Louisville, Kentucky

40202-2412

(502) 596-7300

KND Real Estate 45, L.L.C.	Delaware	26-2166872	8000	680 South Fourth Street
				Louisville, Kentucky

40202-2412

(502) 596-7300

KND Real Estate 46, L.L.C.	Delaware	45-3605441	8000	680 South Fourth Street
				Louisville, Kentucky

40202-2412

(502) 596-7300

KND Real Estate 47, L.L.C.	Delaware	45-3605450	8000	680 South Fourth Street
				Louisville, Kentucky

40202-2412

(502) 596-7300

KND Real Estate 48, L.L.C.	Delaware	45-3605455	8000	680 South Fourth Street
				Louisville, Kentucky

40202-2412

(502) 596-7300

KND Real Estate 49, L.L.C.	Delaware	45-3605457	8000	680 South Fourth Street
				Louisville, Kentucky

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KND Real Estate 50, L.L.C.	Delaware	45-3605470	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KND Real Estate 51, L.L.C.	Delaware	45-3620952	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KND Real Estate Holdings, L.L.C.	Delaware	26-0708352	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KND Rehab Real Estate Holdings, L.L.C.	Delaware	26-2162539	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KND SNF Real Estate Holdings, L.L.C.	Delaware	26-2162624	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Lafayette Health Care Center, Inc.	Georgia	58-1815590	8050	680 South Fourth Street Louisville, Kentucky

40202-2412

(502) 596-7300

Lafayette Specialty Hospital, L.L.C. Delaware 20-2971752 8060 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Lakes Hospice, L.L.C. Iowa 65-1302887 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Laurel Lake Health and Rehabilitation, L.L.C. Delaware 20-3618836 8050 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Lighthouse Hospice Coastal Bend, LLC Texas 22-3946976 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Lighthouse Hospice Metroplex, LLC Texas 26-3228001 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Lighthouse Hospice Management, LLC Texas 06-1787617 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

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Lighthouse Hospice Partners, LLC	Texas	35-2190648	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Lighthouse Hospice-San Antonio, LLC	Texas	87-0798501	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Maine Assisted Living, L.L.C.	Delaware	20-3618707	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Massachusetts Assisted Living, L.L.C.	Delaware	20-3618679	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Meadows Nursing, L.L.C.	Delaware	20-3618981	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Med. Tech. Services of South Florida, Inc.	Florida	65-0277280	8000	680 South Fourth Street Louisville, Kentucky (502) 596-7300

40202-2412

(502) 596-7300

MedEquities, Inc.	California	77-0236579	8000	680 South Fourth Street
				Louisville, Kentucky

40202-2412

(502) 596-7300

Medical Hill Rehab Center, L.L.C.	Delaware	20-4454548	8050	680 South Fourth Street
				Louisville, Kentucky

40202-2412

(502) 596-7300

Med-Tech Private Care, Inc.	Florida	65-0937639	8000	680 South Fourth Street
				Louisville, Kentucky

40202-2412

(502) 596-7300

Med-Tech Services of Dade, Inc.	Florida	65-1033439	8000	680 South Fourth Street
				Louisville, Kentucky

40202-2412

(502) 596-7300

Med-Tech Services of Palm Beach, Inc.	Florida	65-0644307	8000	680 South Fourth Street
				Louisville, Kentucky

40202-2412

(502) 596-7300

Mid-South Home Care Services, LLC	Alabama	82-0559231	8082	680 South Fourth Street
				Louisville, Kentucky

40202-2412

(502) 596-7300

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Mid-South Home Health Agency, LLC	Alabama	82-0559199	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Mid-South Home Health of Gadsden, LLC	Georgia	14-1909499	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Mid-South Home Health, LLC	Delaware	63-0772385	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Mills Medical Practices, LLC	Ohio	26-3042830	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Missouri Home Care of Rolla, Inc.	Missouri	43-1317147	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
New Triumph HealthCare of Texas, L.L.C.	Texas	20-1576450	8060	680 South Fourth Street Louisville, Kentucky (502) 596-7300

40202-2412

(502) 596-7300

New Triumph HealthCare, Inc. Delaware 20-1601670 8060 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

New Triumph HealthCare, LLP Texas 20-1601875 8060 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

New York Healthcare Services, Inc. New York 22-2695367 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

North West Texas Home Health Services, LLC Texas 75-1902373 8000 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Northland LTACH, LLC Delaware 20-4340714 8060 680 South Fourth Street
Louisville, Kentucky

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(502) 596-7300

NP Plus, LLC Delaware 20-5105668 8000 680 South Fourth Street
Louisville, Kentucky

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(502) 596-7300

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NRP Holdings Company	Delaware	52-2210242	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Nursing Care Home Health Agency, Inc.	West Virginia	55-0633030	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Odyssey HealthCare Austin, LLC	Delaware	75-2937832	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Odyssey HealthCare Detroit, LLC	Delaware	75-2937832	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Odyssey HealthCare Fort Worth, LLC	Delaware	75-2937832	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Odyssey HealthCare GP, LLC	Delaware	75-2932676	8082	680 South Fourth Street Louisville, Kentucky (502) 596-7300

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Louisville, Kentucky

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Odyssey HealthCare of Savannah, LLC	Delaware	26-0712052		680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Odyssey HealthCare of St. Louis, LLC	Delaware	26-1174571	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Odyssey HealthCare Operating A, LP	Delaware	75-2752908	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Odyssey HealthCare Operating B, LP	Delaware	75-2937832	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Odyssey HealthCare, Inc.	Delaware	43-1723043	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
OHS Service Corp.	Texas	22-3690699	8082	680 South Fourth Street Louisville, Kentucky (502) 596-7300

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(502) 596-7300

680 South Fourth Street

Louisville, Kentucky

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(502) 596-7300

680 South Fourth Street

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(502) 596-7300

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Omega Hospice, LLC

Alabama

20-8667430

8082

Outreach Health Services of North Texas, LLC

Texas

75-2284154

8000

Outreach Health Services of the Panhandle, LLC

Texas

75-2378887

8000

Pacific Coast Care Center, L.L.C.

Delaware

20-4454527

8050

Pacific West Home Care, LLC

Delaware

45-3193521

8000

Peoplefirst HomeCare & Hospice of California, L.L.C.

Delaware

26-3107002

8000

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Peoplefirst HomeCare & Hospice of Colorado, L.L.C.	Delaware	26-0717967	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Peoplefirst HomeCare & Hospice of Indiana, L.L.C.	Delaware	26-0717917	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Peoplefirst HomeCare & Hospice of Massachusetts, L.L.C.	Delaware	26-3106972	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Peoplefirst HomeCare & Hospice of Ohio, L.L.C.	Delaware	26-0718025	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Peoplefirst HomeCare & Hospice of Utah, L.L.C.	Delaware	26-3106957	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Peoplefirst HomeCare of Colorado, L.L.C.	Delaware	26-3106983	8000	680 South Fourth Street Louisville, Kentucky

40202-2412

(502) 596-7300

Peoplefirst Virginia, L.L.C.

Delaware

20-4487458

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

PersonaCare of Connecticut, Inc.

Connecticut

06-1152293

8050

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

PersonaCare of Huntsville, Inc.

Delaware

52-1846556

8050

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

PersonaCare of Ohio, Inc.

Delaware

34-1708224

8050

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

PersonaCare of Reading, Inc.

Delaware

52-1831134

8050

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

PersonaCare of Wisconsin, Inc.

Delaware

39-1718735

8050

680 South Fourth Street

Louisville, Kentucky

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PF Development 5, L.L.C.	Delaware	26-0718044	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
PF Development 6, L.L.C.	Delaware	26-3106899	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
PF Development 7, L.L.C.	Delaware	26-3106911	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
PF Development 8, L.L.C.	Delaware	26-3106922	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
PF Development 9, L.L.C.	Delaware	26-3106934	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
PF Development 10, L.L.C.	Delaware	26-3106949	8000	680 South Fourth Street Louisville, Kentucky (502) 596-7300

40202-2412

(502) 596-7300

PF Development 15, L.L.C.

Delaware

26-3107011

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

PF Development 16, L.L.C.

Delaware

46-0818835

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

PF Development 17, L.L.C.

Delaware

46-0823977

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

PF Development 18, L.L.C.

Delaware

46-0833810

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

PF Development 19, L.L.C.

Delaware

46-0842544

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

PF Development 20, L.L.C.

Delaware

46-0856432

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

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PF Development 21, L.L.C.	Delaware	46-0860128	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
PF Development 22, L.L.C.	Delaware	46-0872119	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
PF Development 23, L.L.C.	Delaware	46-0881549	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
PF Development 26, L.L.C.	Delaware	58-2182892	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
PF Development 27, L.L.C.	Delaware	58-2182890	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
PHH Acquisition Corp.	Delaware	20-5043135	8000	680 South Fourth Street Louisville, Kentucky (502) 596-7300

40202-2412

(502) 596-7300

PHHC Acquisition Corp. Delaware 38-3784032 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Physician Housecalls, LLC Colorado 83-0436338 8011 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Professional Healthcare at Home, LLC California 26-0519402 8000 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Professional Healthcare, LLC Delaware 20-5043143 8000 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

QC-Medi New York, Inc. New York 11-2750425 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Quality Care USA, Inc. New York 11-2256479 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

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Rehab Insurance Corporation	Delaware	45-4743799	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Rehab Staffing, L.L.C.	Delaware	20-3329753	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
RehabCare Development 2, L.L.C.	Delaware	45-3621144	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
RehabCare Development 3, L.L.C.	Delaware	45-3621168	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
RehabCare Development 4, L.L.C.	Delaware	45-3621198	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
RehabCare Development 5, L.L.C.	Delaware	45-3621228	8000	680 South Fourth Street Louisville, Kentucky (502) 596-7300

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RehabCare Group East, Inc.	Delaware	43-1802466	8000	(502) 596-7300 680 South Fourth Street Louisville, Kentucky
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RehabCare Group Management Services, Inc.	Delaware	36-4204216	8000	(502) 596-7300 680 South Fourth Street Louisville, Kentucky
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RehabCare Group of Amarillo, L.P.	Texas	41-2185466	8060	(502) 596-7300 680 South Fourth Street Louisville, Kentucky
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RehabCare Group of Arlington, LP	Texas	11-3746563	8060	(502) 596-7300 680 South Fourth Street Louisville, Kentucky
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RehabCare Group of California, L.L.C.	Delaware	77-0473927	8000	(502) 596-7300 680 South Fourth Street Louisville, Kentucky
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RehabCare Group of Texas, L.L.C.	Texas	75-2742089	8000	(502) 596-7300 680 South Fourth Street Louisville, Kentucky
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RehabCare Group, Inc.	Delaware	51-0265872	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
RehabCare Hospital Holdings, L.L.C.	Delaware	20-3044067	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Salt Lake Physical Therapy Associates, Inc.	Utah	87-0484010	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Saturday Partners, LLC	Colorado	20-1930463	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
SCCI Health Services Corporation	Delaware	75-2572322	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
SCCI Hospital Easton, Inc.	Delaware	20-5508507	8060	680 South Fourth Street Louisville, Kentucky (502) 596-7300

40202-2412

(502) 596-7300

SCCI Hospital El Paso, Inc.

Delaware

74-2983423

8060

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

SCCI Hospital Mansfield, Inc.

Delaware

20-5508472

8060

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

SCCI Hospital Ventures, Inc.

Delaware

75-2670892

8060

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

SCCI Hospitals of America, Inc.

Delaware

75-2695684

8060

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Senior Home Care, Inc.

Florida

59-3080333

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

SHC Holding, Inc.

Delaware

42-1699530

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

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SHC Rehab, Inc.	Florida	27-3976422	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Siena Care Center, L.L.C.	Delaware	20-4454646	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Smith Ranch Care Center, L.L.C.	Delaware	20-4454574	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Southern California Specialty Care, Inc.	California	95-4494847	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Southern Nevada Home Health Care, Inc.	Nevada	87-0494757	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Southern Utah Home Health, Inc.	Utah	87-0480180	8000	680 South Fourth Street Louisville, Kentucky (502) 596-7300

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(502) 596-7300

Southern Utah Home Oxygen &
Medical Equipment, Inc.

Utah

87-0548601

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Specialty Healthcare Services, Inc.

Delaware

75-2663189

8060

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Specialty Hospital of Cleveland, Inc.

Ohio

34-1901793

8060

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Specialty Hospital of Philadelphia, Inc.

Pennsylvania

52-2166228

8060

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Specialty Hospital of South Carolina,
Inc.

South Carolina

57-1064023

8060

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Springfield Park View Hospital, L.L.C.

Delaware

20-3618921

8060

680 South Fourth Street

Louisville, Kentucky

40202-2412

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Symphony Health Services, L.L.C.	Delaware	55-0839302	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Synergy Healthcare Group, Inc.	Louisiana	72-1458115	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Synergy Home Care-Acadiana Region, Inc.	Louisiana	72-1487473	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Synergy Home Care-Capitol Region, Inc.	Louisiana	20-1376846	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Synergy Home Care-Central Region, Inc.	Louisiana	36-4516940	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Synergy Home Care-Northeastern Region, Inc.	Louisiana	72-1178497	8000	680 South Fourth Street Louisville, Kentucky (502) 596-7300

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(502) 596-7300

Synergy Home Care-Northshore
Region, Inc.

Louisiana

72-1223659

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Synergy Home Care-Northwestern
Region, Inc.

Louisiana

72-1431394

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Synergy Home Care-Southeastern
Region, Inc.

Louisiana

72-1429305

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Synergy, Inc.

Louisiana

94-3419676

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Tar Heel Health Care Services, LLC

North Carolina

56-1456991

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Texas Health Management Group, LLC

Texas

20-1424756

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

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THC Chicago, Inc.	Illinois	36-3915965	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
THC Houston, Inc.	Texas	75-2504884	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
THC North Shore, Inc.	Illinois	61-1316854	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
THC Orange County, Inc.	California	33-0629983	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
THC Seattle, Inc.	Washington	91-1637321	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
The American Heartland Hospice Corp.	Missouri	43-1697602	8082	680 South Fourth Street Louisville, Kentucky (502) 596-7300

40202-2412

(502) 596-7300

The Home Option, L.L.C.

Texas

26-2527353

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

The Home Team of Kansas LLC

Kansas

74-3052911

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

The Therapy Group, Inc.

Louisiana

72-1220586

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

TherEX, Inc.

Delaware

62-1732653

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Total Care Home Health of Louisburg, LLC

Georgia

68-0593592

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Total Care Home Health of North Carolina, LLC

Georgia

20-0091435

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

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Total Care Home Health of South Carolina, LLC	Georgia	20-0091422	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Tower Hill Nursing, L.L.C.	Delaware	20-3618774	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Transitional Hospitals Corporation of Indiana, Inc.	Indiana	35-1896219	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Transitional Hospitals Corporation of Louisiana, Inc.	Louisiana	72-1224577	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Transitional Hospitals Corporation of Nevada, Inc.	Nevada	88-0304473	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Transitional Hospitals Corporation of New Mexico, Inc.	New Mexico	85-0415191	8060	680 South Fourth Street Louisville, Kentucky (502) 596-7300

40202-2412

(502) 596-7300

Transitional Hospitals Corporation of Florida 59-3170069 8060 680 South Fourth Street
Tampa, Inc.

Louisville, Kentucky

40202-2412

(502) 596-7300

Transitional Hospitals Corporation of Texas 75-2451969 8060 680 South Fourth Street
Texas, Inc.

Louisville, Kentucky

40202-2412

(502) 596-7300

Transitional Hospitals Corporation of Wisconsin 39-1766624 8060 680 South Fourth Street
Wisconsin, Inc.

Louisville, Kentucky

40202-2412

(502) 596-7300

Trinity Hospice of Texas, LLC Texas 75-2900007 8000 680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Triumph HealthCare Holdings, Inc. Delaware 20-1601788 8060 680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Triumph HealthCare Second Holdings, L.L.C. Delaware 20-3379275 8060 680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

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Triumph HealthCare Third Holdings, L.L.C.	Delaware	20-5265393	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Triumph Hospital Northwest Indiana, Inc.	Missouri	43-1726280	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Triumph Rehabilitation Hospital Northern Indiana, L.L.C.	Indiana	27-4061273	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Triumph Rehabilitation Hospital of Northeast Houston, LLC	Delaware	45-2956602	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Tucker Nursing Center, Inc.	Georgia	58-1218686	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Tulsa Specialty Hospital L.L.C.	Delaware	20-2971691	8060	680 South Fourth Street Louisville, Kentucky (502) 596-7300

40202-2412

(502) 596-7300

Van Winkle Home Health Care, Inc. Mississippi 62-1669388 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Vernon Home Health Care Agency, LLC Texas 75-1995143 8000 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Vista Hospice Care, LLC Delaware 86-0808230 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

VistaCare of Boston, LLC Delaware 26-1544595 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

VistaCare USA, LLC Delaware 86-0914505 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

VistaCare, LLC Delaware 06-1521534 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

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Exact Name of Additional Registrant As Specified in its Charter*	State or Other Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification No.	Primary Standard Industrial Classification Code Number	Address, including Zip Code, and Telephone Number, including Area Code, of Principal Executive Offices
Voyager Acquisition, L.P.	Texas	20-1953497	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Voyager Home Health, Inc.	Delaware	26-1501792	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Voyager HospiceCare, Inc.	Delaware	20-1173787	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
VTA Management Services, L.L.C.	Delaware	55-0839383	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
VTA Staffing Services, LLC	Delaware	01-0826753	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
We Care Home Health Services, Inc.	California	33-0665550	8082	680 South Fourth Street Louisville, Kentucky (502) 596-7300

40202-2412

(502) 596-7300

Wellstream Health Services, LLC Texas 74-2380319 8000 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

West Texas, LLC Texas 75-1900499 8000 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Wiregrass Hospice Care, LLC Georgia 20-0296636 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Wiregrass Hospice LLC Alabama 82-0559182 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Wiregrass Hospice of South Carolina, LLC Georgia 34-2053721 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Ygnacio Valley Care Center, L.L.C. Delaware 20-4454714 8050 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

* The name, address, including zip code, and telephone number, including area code of the agent for service for each of the additional registrants are the same as Kindred Healthcare, Inc.

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The information in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is neither an offer to sell nor a solicitation of an offer to purchase these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED SEPTEMBER 17, 2015

PRELIMINARY PROSPECTUS

Kindred Healthcare, Inc.

Offer to Exchange any and all of our outstanding unregistered 8.00% Senior Notes due 2020 for \$750,000,000 aggregate principal amount of our new 8.00% Senior Notes due 2020 that have been registered under the Securities Act of 1933, as amended (the Securities Act)

Offer to Exchange any and all of our outstanding unregistered 8.75% Senior Notes due 2023 for \$600,000,000 aggregate principal amount of our new 8.75% Senior Notes due 2023 that have been registered under the Securities Act

Terms of the Exchange Offer

We are offering to exchange (i) any and all of our outstanding unregistered 8.00% Senior Notes due 2020 that were issued on December 18, 2014 (the Old 2020 Notes) for an equal amount of new 8.00% Senior Notes due 2020 (the New 2020 Notes and, together with the Old 2020 Notes, the 2020 notes) and (ii) any and all of our outstanding unregistered 8.75% Senior Notes due 2023 that were issued on December 18, 2014 (the Old 2023 Notes and, together with the Old 2020 Notes, the Old Notes) for an equal amount of new 8.75% Senior Notes due 2023 (the New 2023 Notes and, together with the Old 2023 Notes, the 2023 notes). The 2023 notes and the 2020 notes are collectively referred to herein as the notes. The New 2023 Notes and the New 2020 Notes are collectively referred to herein as the New Notes.

The exchange offer expires at 5:00 p.m., New York City time, on _____, 2015 (such date and time, the Expiration Date, unless we extend or terminate the exchange offer, in which case the

Expiration Date will mean the latest date and time to which we extend the exchange offer).

Tenders of the Old Notes may be withdrawn at any time prior to the Expiration Date.

The Old Notes may be exchanged only in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

All Old Notes that are validly tendered and not validly withdrawn will be exchanged.

The exchange of the Old Notes for the New Notes will not be a taxable event for U.S. federal income tax purposes.

We will not receive any proceeds from the exchange offer.

The terms of the New Notes to be issued in the exchange offer are substantially the same as the terms of the Old Notes, except that the offer of the New Notes is registered under the Securities Act, and the New Notes have no transfer restrictions, registration rights or rights to additional interest.

The New Notes will not be listed on any securities exchange. A public market for the New Notes may not develop, which could make selling the New Notes difficult.

Each broker-dealer that receives the New Notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such New Notes. The letter of transmittal accompanying this prospectus states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of the New Notes received in exchange for the Old Notes where such Old Notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. For a period of 120 days after the Expiration Date, we will make this prospectus, as amended or supplemented, available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

Investing in the New Notes to be issued in the exchange offer involves certain risks. See Risk Factors beginning on page 11.

We are not making an offer to exchange the Old Notes in any jurisdiction where the offer is not permitted.

Neither the SEC nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2015.

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We are responsible for the information contained and incorporated by reference in this prospectus. We have not authorized anyone to give you any other information, and we take no responsibility for any other information that others may give you. If you are in a jurisdiction where offers to sell, or solicitations of offers to purchase, the securities offered by this document are unlawful, or if you are a person to whom it is unlawful to direct these types of activities, then the offer presented in this document does not extend to you. The information contained in this document speaks only as of the date of this document unless the information specifically indicates that another date applies.

WHERE YOU CAN FIND MORE INFORMATION

We have filed with the SEC a registration statement on Form S-4 to register this exchange offer of the New Notes, which you can access on the SEC's website at www.sec.gov. This prospectus, which forms part of the registration statement, does not contain all of the information included in that registration statement. For further information about us and about the New Notes offered in this prospectus, you should refer to the registration statement and its exhibits. You may read and copy any materials we file with the SEC at the Public Reference Room maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549. You may obtain further information about the operation of the SEC's Public Reference Room by calling the SEC at 1-800-SEC-0330. These materials are also available to the public from the SEC's website at www.sec.gov. Please note that the SEC's website is included in this prospectus as an inactive textual reference only.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

We incorporate by reference into this prospectus certain information we file with the SEC, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus. Certain information that we subsequently file with the SEC will automatically update and supersede information in this prospectus and in our other filings with the SEC.

We incorporate by reference the documents listed below, which we have already filed with the SEC, and any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of

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1934, as amended (the Exchange Act), after the date of the initial registration statement and prior to the termination of the exchange offer, except that we are not incorporating any information included in a Current Report on Form 8-K that has been or will be furnished (and not filed) with the SEC, unless such information is expressly incorporated herein by a reference in a furnished Current Report on Form 8-K or other furnished document:

our Annual Report on Form 10-K for the year ended December 31, 2014 filed with the SEC on March 2, 2015 (the Kindred 2014 10-K) (the description of business, financial statements and related audit report and management s discussion and analysis have been superseded by our Current Report on Form 8-K filed with the SEC on September 17, 2015);

our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2015 filed with the SEC on May 8, 2015 and June 30, 2015 filed with the SEC on August 7, 2015.

portions of our Definitive Proxy Statement on Schedule 14A filed with the SEC on April 6, 2015 that are incorporated by reference into Part III of the Kindred 2014 10-K;

our Current Reports on Form 8-K filed with the SEC on January 2, 2015; January 15, 2015 (SEC Accession No. 0001193125-15-011974); January 15, 2015 (SEC Accession No. 0001193125-15-011984); January 27, 2015; January 28, 2015; January 29, 2015; February 3, 2015 (excluding Item 7.01 and Exhibit 99.1); February 27, 2015 (Item 8.01 and Exhibit 99.2 only); March 6, 2015 (SEC Accession No. 0001193125-15-081193); March 6, 2015 (SEC Accession No. 0001193125-15-081194); March 10, 2015; March 27, 2015; April 1, 2015; April 14, 2015; May 4, 2015; May 7, 2015 (Item 8.01 and Exhibit 99.2 only); May 28, 2015; and August 6, 2015 (Item 8.01 and Exhibit 99.2 only);

our Current Report on Form 8-K filed with the SEC on September 17, 2015 (including a recast presentation of certain sections of the Kindred 2014 10-K) (the Recast 8-K);

our Current Report on Form 8-K filed with the SEC on September 17, 2015 (including audited financial statements of Centerre Healthcare Corporation and Gentiva Health Services, Inc. for the year ended December 31, 2014 and unaudited pro forma condensed combined financial data of Kindred Healthcare, Inc. as of and for the six months ended June 30, 2015 and for the year ended December 31, 2014);

Copies of these filings may be obtained at no cost by writing or calling us at the following address and telephone number:

Corporate Secretary

Kindred Healthcare, Inc.

680 South Fourth Street

Louisville, Kentucky 40202

Telephone: (502) 596-7300

To obtain timely delivery of any copies of filings requested, please write or call us no later than five business days before the Expiration Date of the exchange offer. This means that you must request this information no later than , 2015.

Kindred's filings above are also available to the public on our website <http://www.kindredhealthcare.com>. (We have included our website address as an inactive textual reference and do not intend it to be an active link to our website. Information on our website is not part of this prospectus.)

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SUMMARY

*The following information supplements, and should be read together with, the information contained or incorporated by reference in other parts of this prospectus. This summary highlights selected information from this prospectus. As a result, it does not contain all the information that may be important to you and is qualified in its entirety by more detailed information appearing elsewhere in, or incorporated by reference into, this prospectus. You should carefully read this entire prospectus, including the documents incorporated by reference herein, which are described under *Where You Can Find More Information* and *Incorporation of Certain Information by Reference* before making an investment decision. You should pay special attention to the *Risk Factors* section of this prospectus and the *Risk Factors* section of the Kindred 2014 10-K before making an investment decision.*

In this prospectus, unless otherwise specified or the context requires otherwise:

Kindred, we, us, our and the Company are references to Kindred Healthcare, Inc. and its consolidated subsidiaries, including Gentiva and Centerre;

Gentiva refers to Gentiva Health Services, Inc. and its consolidated subsidiaries; and

Centerre refers to Centerre Healthcare Corporation and its consolidated subsidiaries.

*With respect to the discussion of the terms of the notes on the cover page, in the section entitled *Summary Summary of the Exchange Offer*, in the section entitled *Summary Summary of the New Notes* and in the section entitled *Description of the Notes*, references to *we, us or our* include only Kindred Healthcare, Inc. and not any other consolidated subsidiaries of Kindred Healthcare, Inc.*

Company Overview

General

Kindred is one of the largest diversified post-acute healthcare providers in the United States. At June 30, 2015, Kindred, through its subsidiaries, provided healthcare services in 2,730 locations across 47 states.

We have organized our business into four operating divisions:

Hospital Division Our hospital division provides long-term acute care (LTAC) services to medically complex patients through the operation of a national network of 96 transitional care (TC) hospitals with 7,124 licensed beds in 22 states as of June 30, 2015. We operate the largest network of TC hospitals in the United States based upon revenues. Our TC hospitals are certified as LTAC hospitals under the Medicare program.

Kindred at Home Division Our Kindred at Home division (formerly known as the care management division) primarily provides home health, hospice and private duty services to patients in a variety of

settings, including homes, nursing centers and other residential settings. As of June 30, 2015, we operated 656 Kindred at Home hospice, home health and non-medical home care locations in 41 states and are one of the largest home health and hospice companies in the United States based on revenues. While minor in scope at this time, our Kindred at Home Division is also developing (1) physician coverage across sites of service, (2) care managers to improve care transitions, (3) information sharing and technology connectivity, (4) patient placement tools, and (5) condition-specific clinical programs and outcome measures.

Kindred Rehabilitation Services Kindred Rehabilitation Services division (formerly known as the rehabilitation division) provides rehabilitation services primarily in hospitals and long-term care

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settings and operates 16 inpatient rehabilitation hospitals (IRFs) with 829 licensed beds in eight states. Within Kindred Rehabilitation Services, we are organized into two reportable operating segments: RehabCare (formerly known as skilled nursing rehabilitation services) and Kindred Hospital Rehabilitation Services (formerly known as hospital rehabilitation services). RehabCare provides contract therapy services primarily to freestanding nursing centers, school districts and hospice providers. As of June 30, 2015, RehabCare provided rehabilitative services in 1,789 sites of service in 44 states. Kindred Hospital Rehabilitation Services includes the provision of program management and therapy services on an inpatient basis in hospital-based inpatient rehabilitation units, LTAC hospitals, sub-acute (or skilled nursing) units, as well as on an outpatient basis to hospital-based and other satellite programs, and the operation of 16 IRFs. As of June 30, 2015, Kindred Hospital Rehabilitation Services operated or managed 99 hospital-based inpatient rehabilitation units, provided rehabilitation services in 120 LTAC hospitals, eight sub-acute (or skilled nursing) units and 139 outpatient clinics and operated 16 IRFs.

Nursing Center Division Our nursing center division provides quality, cost-effective care through the operation of a national network of 90 nursing centers (11,535 licensed beds) and seven assisted living facilities (375 beds) located in 18 states as of June 30, 2015. Through our nursing centers, we provide short stay patients and long stay residents with a full range of medical, nursing, rehabilitative, pharmacy and routine services, including daily dietary, social and recreational services.

We believe that the independent focus of each of our divisions on the unique aspects of its business enhances its ability to improve the quality of its operations and achieve operating efficiencies.

All financial and statistical information presented or incorporated by reference in this prospectus reflects the continuing operations of our businesses for all periods presented unless otherwise indicated.

Recent Acquisitions

On October 9, 2014, we entered into an Agreement and Plan of Merger with Gentiva Health Services, Inc. (Gentiva), providing for our acquisition of Gentiva (the Gentiva Merger). On February 2, 2015, we consummated the Gentiva Merger, with Gentiva continuing as the surviving company and our wholly owned subsidiary. The Gentiva Merger was funded in part by the offering of \$1.35 billion aggregate principal amount of the Old Notes in a private placement. The Old Notes were issued initially by Kindred Escrow Corp. II, a wholly owned subsidiary of Kindred (the Escrow Issuer), and the gross proceeds from the offering were deposited into escrow pending the completion of the Gentiva Merger. Upon the consummation of the Gentiva Merger, the Escrow Issuer was merged with and into Kindred, and as a result we assumed the Escrow Issuer's obligations under the Old Notes and the Old Notes were guaranteed on a senior unsecured basis by each of our domestic 100% owned restricted subsidiaries that guarantee the Credit Facilities (as defined below).

On November 11, 2014, we entered into an agreement to acquire Centerre Healthcare Corporation (Centerre), a national company dedicated to operating IRFs. On January 1, 2015, we completed the acquisition of Centerre (the Centerre Acquisition) for a purchase price of approximately \$195 million in cash.

Corporate and Other Information

Our business is conducted through Kindred Healthcare, Inc., a Delaware corporation and the issuer of the New Notes offered hereby, and its consolidated subsidiaries. Our principal executive offices are located at 680 South Fourth Street, Louisville, Kentucky 40202 and our telephone number is (502) 596-7300. Our corporate website address is www.kindredhealthcare.com. We do not incorporate the information contained on, or accessible through, our

corporate website into this prospectus, and you should not consider it part of this prospectus.

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Summary of the Exchange Offer

Background

On December 18, 2014, the Escrow Issuer issued \$750 million aggregate principal amount of the Old 2020 Notes and \$600 million aggregate principal amount of the Old 2023 Notes in an unregistered offering. In connection with that offering, the Escrow Issuer entered into registration rights agreements with respect to each series of the Old Notes on December 18, 2014 (the Registration Rights Agreements), in which it agreed, among other things, to complete this exchange offer. Concurrently with the Gentiva Merger on February 2, 2015, we assumed the obligations of the Escrow Issuer under the Old Notes and the related indentures. In connection with that assumption, we entered into joinder agreements to the Registration Rights Agreements.

Under the terms of the exchange offer, you are entitled to exchange the Old Notes for the New Notes evidencing the same indebtedness and with substantially similar terms. You should read the discussion under the heading Description of the Notes for further information regarding the New Notes.

The Exchange Offer

We are offering to exchange, for each \$1,000 aggregate principal amount of our Old Notes validly tendered and accepted, \$1,000 aggregate principal amount of our New Notes in authorized denominations.

We will not pay any accrued and unpaid interest on the Old Notes that we acquire in the exchange offer. Instead, interest on the New Notes will accrue (a) from the later of (i) the last interest payment date on which interest was paid on the Old Note surrendered in exchange for the New Note or (ii) if the Old Note is surrendered for exchange on a date in a period that includes the record date for an interest payment date to occur on or after the date of such exchange and as to which interest will be paid, the date of such interest payment date, or (b) if no interest has been paid, from and including December 18, 2014, the original issue date of the Old Notes.

As of the date of this prospectus, \$750 million aggregate principal amount of the Old 2020 Notes are outstanding and \$600 million aggregate principal amount of the Old 2023 Notes are outstanding.

Denominations of New Notes

Tendering holders of the Old Notes must tender the Old Notes in minimum denominations of \$2,000 and integral multiples of \$1,000 in

excess thereof. The New Notes will be issued in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

Expiration Date

The exchange offer will expire at 5:00 p.m., New York City time, on _____, 2015, unless we extend or terminate the exchange offer, in which case the Expiration Date will mean the latest date and time to which we extend the exchange offer.

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Settlement Date

The settlement date of the exchange offer will be as soon as practicable after the Expiration Date of the exchange offer.

Withdrawal of Tenders

Tenders of the Old Notes may be withdrawn at any time prior to the Expiration Date.

Conditions to the Exchange Offer

Our obligation to consummate the exchange offer is subject to certain customary conditions, which we may assert or waive. See Description of the Exchange Offer Conditions to the Exchange Offer.

Procedures for Tendering

To participate in the exchange offer, you must follow the automatic tender offer program (ATOP) procedures established by The Depository Trust Company (DTC) for tendering the Old Notes held in book-entry form. The ATOP procedures require that the exchange agent receive, prior to the Expiration Date of the exchange offer, a computer-generated message known as an agent s message that is transmitted through ATOP and that DTC confirm that:

DTC has received instructions to exchange your Old Notes; and

you agree to be bound by the terms of the letter of transmittal.

For more details, please read Description of the Exchange Offer Terms of the Exchange Offer and Description of the Exchange Offer Procedures for Tendering. If you elect to have the Old Notes exchanged pursuant to this exchange offer, you must properly tender your Old Notes prior to the Expiration Date. All Old Notes validly tendered and not validly withdrawn will be accepted for exchange. The Old Notes may be exchanged only in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

Consequences of Failure to Exchange

If we complete the exchange offer and you do not participate in it, then:

your Old Notes will continue to be subject to the existing restrictions upon their transfer;

we will have no further obligation to provide for the registration under the Securities Act of those Old Notes except under certain limited circumstances; and

the liquidity of the market for your Old Notes could be adversely affected.

Certain Income Tax Considerations

The exchange pursuant to the exchange offer will not be a taxable event for U.S. federal income tax purposes. See Certain U.S. Federal Income Tax Considerations in this prospectus.

Use of Proceeds

We will not receive any proceeds from the issuance of the New Notes in this exchange offer.

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Exchange Agent

Wells Fargo Bank, National Association is the exchange agent for the exchange offer.

Regulatory Approvals

Other than the federal securities laws, there are no federal or state regulatory requirements that we must comply with and there are no approvals that we must obtain in connection with the exchange offer.

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Summary of the New Notes

Issuer	Kindred Healthcare, Inc., a Delaware corporation.
Securities Offered	<p>\$750 million aggregate principal amount of 8.00% Senior Notes due 2020.</p> <p>\$600 million aggregate principal amount of 8.75% Senior Notes due 2023.</p>
Maturity Date	<p>January 15, 2020 with respect to the New 2020 Notes.</p> <p>January 15, 2023 with respect to the New 2023 Notes.</p>
Interest Rate	8.00% per annum in the case of the New 2020 Notes and 8.75% per annum in the case of the New 2023 Notes, payable semi-annually in arrears on January 15 and July 15 of each year, commencing on January 15, 2016. Interest on the New Notes will accrue (a) from the later of (i) the last interest payment date on which interest was paid on the Old Note surrendered in exchange for the New Note or (ii) if the Old Note is surrendered for exchange on a date in a period that includes the record date for an interest payment date to occur on or after the date of such exchange and as to which interest will be paid, the date of such interest payment date, or (b) if no interest has been paid, from and including December 18, 2014, the original issue date of the Old Notes.
Optional Redemption	<p>The New 2023 Notes will be redeemable at our option, in whole or in part, at any time on or after January 15, 2018, at the redemption prices set forth in this prospectus, together with accrued and unpaid interest, if any, to the date of redemption.</p> <p>At any time prior to January 15, 2018, we may redeem up to 35% of the aggregate original principal amount of the New Notes with the proceeds of one or more equity offerings of our common shares at a redemption price of 108.000% for the New 2020 Notes and 108.750% for the New 2023 Notes, of the principal amount of such series of New Notes, together with accrued and unpaid interest, if any, to the date of redemption.</p>

At any time for the New 2020 Notes and at any time prior to January 15, 2018 for the New 2023 Notes, we may also redeem some or all of the New Notes at a redemption price equal to 100% of the principal amount of the New Notes plus accrued and unpaid interest, if any, to the date of redemption, plus a make-whole premium.

See Description of the Notes Optional Redemption.

Change of Control, Asset Sales

The occurrence of certain changes of control will require us to offer to purchase from you all or a portion of your New Notes at a price equal to 101% of their principal amount, together with accrued and

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unpaid interest, if any, to the date of purchase. See Description of the Notes Repurchase at the Option of Holders Change of Control.

Certain asset dispositions may require us, under certain circumstances, to use the proceeds from those asset dispositions to make an offer to purchase the New Notes at 100% of their principal amount, together with accrued and unpaid interest, if any, to the date of purchase. See

Description of the Notes Repurchase at the Option of Holders Sales of Assets and Subsidiary Stock.

Guarantees

The New Notes will be fully and unconditionally guaranteed on a senior unsecured basis by all of our domestic 100% owned restricted subsidiaries that guarantee the Term Loan Credit Agreement dated as of June 1, 2011, as amended and restated from time to time (the Term Loan Facility) and the ABL Credit Agreement dated as of June 1, 2011, as amended and restated from time to time (the ABL Facility and, together with the Term Loan Facility, the Credit Facilities). Certain non-100% owned restricted subsidiaries that guarantee the Credit Facilities will not guarantee the New Notes (together with the unrestricted subsidiaries, the non-guarantor subsidiaries). All future domestic 100% owned restricted subsidiaries that will guarantee our indebtedness under the Credit Facilities will also fully and unconditionally guarantee the New Notes. The guarantees will be released when the guarantees of our indebtedness under the Credit Facilities are released and in certain other circumstances as described in Description of the Notes Subsidiary Guarantees.

The guarantees will be unsecured senior indebtedness of our guarantors and will have the same ranking with respect to indebtedness of our guarantors as the New Notes will have with respect to our indebtedness.

Ranking

The New Notes will:

be our general unsecured senior obligations;

rank equally in right of payment with all of our existing and future senior debt;

be effectively junior in right of payment to our secured debt, including the Credit Facilities, to the extent of the value of the assets securing such debt;

be structurally subordinated to all of the existing and future liabilities (including trade payables) of each of our subsidiaries that do not guarantee the New Notes; and

be senior in right of payment to all of our existing and future subordinated debt.

As of June 30, 2015, (1) the New Notes and related guarantees ranked effectively junior to approximately \$1.37 billion of senior secured

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indebtedness consisting solely of borrowings under the Credit Facilities, (2) we had additional borrowing capacity under the ABL Facility of approximately \$523 million (subject to a borrowing base and after giving effect to approximately \$63 million of letters of credit outstanding on June 30, 2015) and (3) the New Notes ranked effectively junior to approximately \$8 million of secured indebtedness of our non-guarantor subsidiaries, consisting of bank notes and capital leases.

Form and Denomination

The New Notes will be issued in fully-registered form. The New Notes will be represented by one or more global notes, deposited with the Trustee (as defined below) as custodian for DTC, and registered in the name of Cede & Co., DTC's nominee. Beneficial interests in the global notes will be shown on, and any transfers will be effective only through, records maintained by DTC and its participants.

The New Notes will be issued in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

Certain Covenants

The indentures governing the New Notes contain certain covenants that, among other things, limit our and our restricted subsidiaries' ability to:

incur, assume or guarantee additional indebtedness;

issue redeemable stock and preferred stock;

pay dividends, make distributions or redeem or repurchase capital stock;

prepay, redeem or repurchase debt that is junior in right of payment to the notes;

make loans and investments;

grant or incur liens;

restrict dividends, loans or asset transfers from our subsidiaries;

sell or otherwise dispose of assets, including capital stock of subsidiaries;

enter into transactions with affiliates; and

consolidate or merge with or into, or sell substantially all of our assets to, another person.

These covenants will be subject to a number of important exceptions and qualifications. For more details, see Description of the Notes.

If the New Notes are rated investment grade at any time by both Standard & Poor's Ratings Group, Inc. (S&P) and Moody's Investors Service, Inc. (Moody's), certain of these covenants will be suspended, and the holders of the New Notes will lose the protection of these covenants.

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Absence of Public Market for the New Notes

The New Notes are a new issue of securities and there is currently no established trading market for the New Notes. We do not intend to apply for a listing of the New Notes on any securities exchange or an automated dealer quotation system. Accordingly, there can be no assurance as to the development or liquidity of any market for the New Notes. The initial purchasers of the Old Notes have advised us that they currently intend to make a market in the notes. However, they are not obligated to do so, and any market making with respect to the notes may be discontinued without notice.

Governing Law

The New Notes are governed by, and construed in accordance with, the internal laws of the State of New York.

Book-Entry Depository

The Depository Trust Company.

Trustee

Wells Fargo Bank, National Association (the Trustee).

Risk Factors

In evaluating an investment in the New Notes, prospective investors should carefully consider, along with the other information included in this prospectus, the specific factors set forth under the heading Risk Factors in this prospectus and otherwise incorporated by reference herein.

Table of Contents**RATIO OF EARNINGS TO FIXED CHARGES**

Our ratio of earnings to fixed charges for the six months ended June 30, 2015 and each of the five years in the period ended December 31, 2014 is set forth below. You should read this table in conjunction with the consolidated financial statements and notes incorporated by reference in this prospectus. For the purpose of computing these ratios, earnings consists of consolidated pretax income from continuing operations before adjustment for noncontrolling interests in consolidated subsidiaries and income or loss from equity investees, plus fixed charges, distributed income of equity investees and amortization of capitalized interest, less interest capitalized; fixed charges consists of interest expense from continuing and discontinued operations, amortized debt discounts and fees, interest capitalized related to indebtedness and an estimated interest component of rental expense.

	(dollars in thousands)					
	Years ended December 31,					Six months ended
	2010	2011	2012	2013	2014	June 30, 2015
Ratio of Earnings to Fixed Charges(1)	1.18x					1.02x

- (1) For the years ended December 31, 2011, 2012 and 2013, there was a deficiency of earnings to cover fixed charges of \$84,743, \$17,995 and \$50,955, respectively. For the six months ended June 30, 2015, there was a deficiency of earnings to cover fixed charges of \$102,684.

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RISK FACTORS

Investing in the New Notes involves risk. In addition to the other information included or incorporated by reference in this prospectus, including the matters addressed under Cautionary Statement Regarding Forward-Looking Statements, you should carefully consider the risks and uncertainties described below, as well as the risks discussed in our public filings with the SEC (including under the heading Risk Factors in the Kindred 2014 10-K), before deciding to participate in the exchange offer and to invest in the New Notes. The risks and uncertainties described below and incorporated by reference into this prospectus are not the only ones related to our business, the exchange offer or the New Notes. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also materially and adversely affect our business operations, results of operations, financial condition, liquidity or prospects. The trading price of the New Notes could decline due to the materialization of any of these risks, and you may lose all or part of your original investment in the New Notes.

Risk Factors Relating to Our Indebtedness and the New Notes

Our indebtedness could adversely affect our cash flow and prevent us from fulfilling our obligations, including the New Notes.

We have a substantial amount of indebtedness. As of June 30, 2015, we had total indebtedness of approximately \$3.25 billion in addition to the availability of approximately \$523 million under the ABL Facility (subject to a borrowing base and after giving effect to approximately \$63 million of letters of credit outstanding on June 30, 2015). The Gentiva Merger and the Centerre Acquisition significantly increased our aggregate indebtedness. As of June 30, 2015, we had:

\$1.37 billion of senior secured indebtedness under the Credit Facilities, which included approximately \$185 million related to the ABL Facility;

\$500 million of senior unsecured indebtedness under our 6.375% Senior Notes due 2022 (the 6.375% Notes);

\$750 million of senior unsecured indebtedness under the Old 2020 Notes;

\$600 million of senior unsecured indebtedness under the Old 2023 Notes;

\$29 million of Mandatory Redeemable Preferred Stock, Series A, originally issued as part of the 7.50% Tangible Equity Units;

approximately \$523 million available for borrowing under the ABL Facility (subject to a borrowing base and after giving effect to approximately \$63 million of letters of credit outstanding on June 30, 2015) which, if borrowed, would be senior secured indebtedness; and

subject to our compliance with certain covenants and other conditions, we have the option to incur certain additional secured indebtedness and/or additional unsecured indebtedness, which would rank *pari passu* with the New Notes.

Our substantial amount of indebtedness could have important consequences for you. For example it could:

make it more difficult for us to satisfy our obligations with respect to our indebtedness, including with respect to the New Notes;

increase our vulnerability to general adverse economic and industry conditions;

expose us to fluctuations in the interest rate environment because the interest rates under the Credit Facilities are variable;

require us to dedicate a substantial portion of our cash flow from operations to make payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions, dividends and other general corporate purposes;

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limit our ability to borrow additional funds for working capital, capital expenditures, acquisitions and other general corporate purposes;

limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate, which may place us at a competitive disadvantage compared to our competitors that have less debt; and

restrict us from pursuing business opportunities.

Our indebtedness may restrict our current and future operations, which could adversely affect our ability to respond to changes in our business and manage our operations.

The terms of the Credit Facilities, the indenture governing the 6.375% Notes and the indentures governing the New Notes include a number of restrictive covenants that impose significant operating and financial restrictions on us and our restricted subsidiaries, including restrictions on our and our restricted subsidiaries' ability to, among other things:

incur additional indebtedness;

create liens;

consolidate or merge;

sell assets, including capital stock of our subsidiaries;

engage in transactions with our affiliates;

pay dividends on our capital stock or redeem, repurchase or retire our capital stock or indebtedness; and

make investments, loans, advances and acquisitions.

The terms of the Credit Facilities also include certain additional restrictive covenants that impose significant operating and financial restrictions on us and our restricted subsidiaries, including restrictions on our and our restricted subsidiaries' ability to, among other things:

engage in business other than relating to owning, operating or managing healthcare facilities;

enter into sale and lease-back transactions;

modify certain agreements;

make or incur capital expenditures; and

hold cash and temporary cash investments outside of collateral accounts.

In addition, the Credit Facilities require us to comply with financial covenants, including a maximum leverage ratio and a minimum fixed charge coverage ratio.

Our ability to comply with these agreements may be affected by events beyond our control, including prevailing economic, financial and industry conditions. These covenants could have an adverse effect on our business by limiting our ability to take advantage of financing, merger and acquisition or other opportunities. The breach of any of these covenants or restrictions could result in a default under the Credit Facilities, the indenture governing the 6.375% Notes and the indentures governing the New Notes.

We, including our subsidiaries, have the ability to incur substantially more indebtedness, including senior secured indebtedness, which could further increase the risks associated with our leverage.

Subject to the restrictions in the Credit Facilities, the indenture governing the 6.375% Notes and the indentures governing the New Notes, we, including our subsidiaries, have the ability to incur significant additional

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indebtedness. See Our indebtedness could adversely affect our cash flow and prevent us from fulfilling our obligations, including the New Notes. Although the terms of the Credit Facilities, the indenture governing the 6.375% Notes and the indentures governing the New Notes include restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of important exceptions, and indebtedness incurred in compliance with these restrictions could be substantial. If we incur significant additional indebtedness, the related risks that we face could increase.

Our failure to comply with the agreements relating to our outstanding indebtedness, including as a result of events beyond our control, could result in an event of default that could materially and adversely affect our business, financial condition, results of operations and liquidity.

If there were an event of default under any of the agreements relating to our outstanding indebtedness, including the Credit Facilities, the indenture governing the 6.375% Notes and the indentures governing the New Notes, we may not be able to incur additional indebtedness under the Credit Facilities and the holders of the defaulted debt could cause all amounts outstanding with respect to that debt to be due and payable immediately. We cannot assure you that our assets or cash flow would be sufficient to fully repay borrowings under our outstanding debt instruments if accelerated upon an event of default, which could have a material adverse effect on our ability to continue to operate as a going concern. Further, if we are unable to repay, refinance or restructure our secured debt, the holders of such debt could proceed against the collateral securing that indebtedness. In addition, any event of default or declaration of acceleration under one debt instrument also could result in an event of default under one or more of our other debt instruments or under the master lease agreements (Master Lease Agreements) with Ventas, Inc. (Ventas). Moreover, counterparties to some of our contracts material to our business may have the right to amend or terminate those contracts if we have an event of default or a declaration of acceleration under certain of our indebtedness, which could adversely affect our business, financial condition, results of operations and liquidity.

We may not be able to generate sufficient cash to pay rents related to our leased properties and service all of our indebtedness and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.

A substantial portion of our cash flows from operations is dedicated to the payment of rents related to our leased properties, as well as principal and interest obligations on our outstanding indebtedness. Our ability to generate cash depends on many factors beyond our control, and any failure to meet our debt service obligations could harm our business, financial condition and results of operations. Our ability to make payments on and to refinance our indebtedness and to fund working capital needs and planned capital expenditures will depend on our ability to generate cash in the future. This, to a certain extent, is subject to general economic, financial, competitive, business, legislative, regulatory and other factors that are beyond our control.

If our business does not generate sufficient cash flow from operations or if future borrowings are not available to us in an amount sufficient to enable us to pay our indebtedness or to fund our other liquidity needs, we may need to refinance all or a portion of our indebtedness on or before the maturity thereof, sell assets, reduce or delay capital investments or seek to raise additional capital, any of which could have a material adverse effect on our operations. In addition, we may not be able to effect any of these actions, if necessary, on commercially reasonable terms or at all. The terms of existing or future debt instruments may limit or prevent us from taking any of these actions. Our ability to restructure or refinance our indebtedness will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. In addition, any failure to make scheduled payments of interest and principal on our outstanding indebtedness would likely result in a reduction of our credit rating, which could harm our ability to incur additional indebtedness on commercially reasonable terms or at all.

Our inability to generate sufficient cash flow to satisfy our debt service obligations, or to refinance or restructure our obligations on commercially reasonable terms or at all, would have an adverse effect, which could be material, on our business, financial condition, results of operations and liquidity.

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In addition, our Master Lease Agreements and/or our outstanding indebtedness:

require us to dedicate a substantial portion of our cash flow to payments on our rent and interest obligations, thereby reducing the availability of cash flow to fund working capital, capital expenditures and other general corporate activities, including cash dividends;

require us to pledge as collateral substantially all of our assets;

require us to maintain a certain defined fixed coverage ratio above a specified level and a certain defined total indebtedness ratio below a specified level, thereby reducing our financial flexibility;

require us to limit the amount of capital expenditures we can incur in any fiscal year; and

restrict our ability to discontinue the operation of any leased property despite its level of profitability and otherwise restrict our operational flexibility.

These provisions:

could have a material adverse effect on our ability to withstand competitive pressures or adverse economic conditions (including adverse regulatory changes);

could adversely affect our ability to make material acquisitions, obtain future financing or take advantage of business opportunities that may arise;

could increase our vulnerability to a downturn in general economic conditions or in our business; and

could adversely affect our ability to continue to make cash dividends.

An increase in interest rates would increase the cost of servicing our debt and could reduce our profitability.

Borrowings under the Credit Facilities bear interest at variable rates. Interest rate changes could affect the amount of our interest payments, and accordingly, our future earnings and cash flows, assuming other factors are held constant. Pursuant to the terms of the Credit Facilities, we have entered into interest rate swaps that fix a portion of our interest rate interest payments in order to reduce interest rate volatility; however, any interest rate swaps we enter into do not fully mitigate our interest rate risk. As a result, an increase in interest rates, whether because of an increase in market interest rates or an increase in our own cost of borrowing, would increase the cost of servicing our debt and could materially reduce our profitability. For example, a change of one-eighth percent in the interest rates for the Credit Facilities would increase or decrease annual interest expense by approximately \$2 million.

Our failure to pay rent or otherwise comply with the provisions of any of our Master Lease Agreements could materially adversely affect our business, financial position, results of operations and liquidity.

As of June 30, 2015, we lease 38 of our TC hospitals and 43 of our nursing centers from Ventas under our Master Lease Agreements. Our failure to pay the rent or otherwise comply with the provisions of any of our Master Lease Agreements would result in an Event of Default under such Master Lease Agreement and also could result in a default under the Credit Facilities and, if repayment of the borrowings under the Credit Facilities were accelerated, also under the indentures governing the New Notes and the indentures governing the 6.375% Notes. Upon an Event of Default, remedies available to Ventas include, without limitation, terminating such Master Lease Agreement, repossessing and reletting the leased properties and requiring us to remain liable for all obligations under such Master Lease Agreement, including the difference between the rent under such Master Lease Agreement and the rent payable as a result of reletting the leased properties, or requiring us to pay the net present value of the rent due for the balance of the term of such Master Lease Agreement. The exercise of such remedies would have a material adverse effect on our business, financial position, results of operations and liquidity.

For additional information on the Master Lease Agreements, see Item 1 Business Master Lease Agreements in Exhibit 99.1 to the Recast 8-K.

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The New Notes will not be secured by any of our assets and therefore will be effectively junior to any secured indebtedness we may incur to the extent of the value of the collateral securing such indebtedness.

The New Notes will be general unsecured obligations ranking effectively junior in right of payment to all existing and future secured indebtedness to the extent of the collateral securing such indebtedness. Our obligations under the New Notes and our guarantors' obligations under their guarantees of the New Notes are unsecured, but our obligations under the Credit Facilities are secured by a security interest in substantially all of the assets of the Company and subsidiary guarantors. As of June 30, 2015, we had (1) \$750 million of senior unsecured indebtedness under the Old 2020 Notes (2) \$600 million of senior unsecured indebtedness under the Old 2023 Notes, (3) \$500 million of senior unsecured indebtedness under the 6.375% Notes, (4) \$1.37 billion of senior secured indebtedness consisting solely of borrowings under the Credit Facilities and (5) additional borrowing capacity under the ABL Facility of approximately \$523 million (subject to a borrowing base and after giving effect to approximately \$63 million of letters of credit outstanding on June 30, 2015), which, if borrowed, would be senior secured indebtedness, and the option (subject to certain conditions) to incur additional incremental term loans under the Term Loan Facility or increase the asset-based revolving credit facility commitments under the ABL Facility by an aggregate amount not to exceed (x) \$100 million, plus (y) an amount such that the senior secured leverage ratio (as defined in the Credit Facilities) is equal to or less than 3.50:1.00.

In the event that we are declared bankrupt, become insolvent or are liquidated or reorganized or if we default under the Credit Facilities, the lenders could foreclose on the pledged assets to the exclusion of holders of the New Notes, even if an event of default exists under the indentures governing the New Notes at such time. Furthermore, if the lenders foreclose upon and sell the pledged equity interests in any subsidiary guarantor of the New Notes, then that subsidiary guarantor will be released from its guarantee of the New Notes automatically and immediately upon such sale. In any such event, because the New Notes will not be secured by any of our assets or the equity interests in the subsidiary guarantors, it is possible that there would be no assets remaining from which your claims could be satisfied or, if any assets remained, they might be insufficient to satisfy your claims in full.

The New Notes will be structurally subordinated to all indebtedness of our existing subsidiaries that are not guarantors of the New Notes and our future subsidiaries that do not become guarantors of the New Notes.

The New Notes will not be guaranteed by any of our existing or future non-U.S. subsidiaries or any of our less than 100% owned U.S. subsidiaries. Certain of these non-guarantor subsidiaries guarantee our obligations under the Credit Facilities. As of June 30, 2015, the New Notes were structurally subordinated to the Credit Facilities with respect to our non-guarantor subsidiaries that guarantee our obligations under the Credit Facilities but not the New Notes and approximately \$8 million of secured indebtedness of our non-guarantor subsidiaries, consisting of bank notes and capital leases. Accordingly, claims of holders of the New Notes will be structurally subordinated to the claims of creditors of these non-guarantor subsidiaries, including trade creditors. All obligations of our non-guarantor subsidiaries will have to be satisfied before any of the assets of such subsidiaries would be available for distribution, upon a liquidation or otherwise, to us or a guarantor of the New Notes.

In addition, the indentures governing the New Notes permit, subject to some limitations, these non-guarantor subsidiaries to incur additional indebtedness and does not include any limitation on the amount of other liabilities, such as trade payables, that may be incurred by these subsidiaries.

Repayment of our indebtedness, including the New Notes, is dependent on cash flow generated by our subsidiaries.

Our subsidiaries own a significant portion of our assets and conduct a significant portion of our operations. Accordingly, repayment of our indebtedness, including the New Notes, is dependent, to a significant extent, on the

generation of cash flow by our subsidiaries and their ability to make such cash available to us, by dividend,

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debt repayment or otherwise. Unless they are guarantors of the New Notes, our subsidiaries do not have any obligation to pay amounts due on the New Notes or to make funds available for that purpose. Certain of our subsidiaries may not be able to, or may not be permitted to, make distributions to enable us to make payments in respect of our indebtedness, including the New Notes. Each subsidiary is a distinct legal entity and, under certain circumstances, legal and contractual restrictions may limit our ability to obtain cash from our subsidiaries. While the indentures governing the New Notes limit the ability of our restricted subsidiaries to incur consensual restrictions on their ability to pay dividends or make other intercompany payments to us, these limitations are subject to certain qualifications and exceptions. In the event that we do not receive distributions from our subsidiaries, we may be unable to make required principal and interest payments on our outstanding indebtedness, including the New Notes.

Under certain circumstances a court could cancel the New Notes or the related guarantees under fraudulent conveyance laws. If that occurs, you may not receive any payments on the New Notes.

Federal and state fraudulent transfer and conveyance statutes may apply to the issuance of the New Notes and the incurrence of the guarantees. Under federal bankruptcy law and comparable provisions of state fraudulent transfer or conveyance laws, which may vary from state to state, the New Notes or guarantees could be voided as a fraudulent transfer or conveyance if we or any of the guarantors, as applicable: (1) issued the New Notes or incurred the guarantees with the intent of hindering, delaying or defrauding creditors or (2) received less than reasonably equivalent value or fair consideration in return for either issuing the New Notes or incurring the guarantees and, in the case of (2) only, one of the following is also true at the time thereof:

we or any of the guarantors, as applicable, were insolvent or rendered insolvent by reason of the issuance of the New Notes or the incurrence of the guarantees;

the issuance of the New Notes or the incurrence of the guarantees left us or any of the guarantors, as applicable, with an unreasonably small amount of capital to carry on the business;

we or any of the guarantors intended to, or believed that we or such guarantor would, incur debts beyond our or such guarantor's ability to pay as they mature; or

we or any of the guarantors was a defendant in an action for money damages, or had a judgment for money damages docketed against us or such guarantor if, in either case, after final judgment, the judgment is unsatisfied.

If a court were to find that the issuance of the New Notes or the incurrence of the guarantees was a fraudulent transfer or conveyance, the court could void the payment obligations under the New Notes or such guarantee or subordinate the New Notes or such guarantee to presently existing and future indebtedness of ours or of the related guarantor, or require the holders of the New Notes to repay any amounts received with respect to such guarantee. In the event of a finding that a fraudulent transfer or conveyance occurred, you may not receive any repayment on the New Notes. Further, the voidance of the New Notes could result in an event of default with respect to our and our subsidiaries other debt that could result in acceleration of such debt.

As a general matter, value is given for a transfer or an obligation if, in exchange for the transfer or obligation, property is transferred or an antecedent debt is secured or satisfied. A debtor will generally not be considered to have received

value in connection with a debt offering if the debtor uses the proceeds of that offering to make a dividend payment or otherwise retire or redeem equity securities issued by the debtor. We cannot be certain as to the standards a court would use to determine whether or not we or the guarantors were solvent at the relevant time or, regardless of the standard that a court uses, that the issuance of the New Notes and the guarantees would not be subordinated to our or any of our guarantors' other debt.

Generally, an entity would be considered insolvent if, at the time it incurred debt:

the sum of its debts, including contingent liabilities, was greater than the fair saleable value of all its assets;

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the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts and liabilities, including contingent liabilities, as they become absolute and mature; or

it could not pay its debts as they become due.

If the guarantees were legally challenged, any guarantee could also be subject to the claim that, since the guarantee was incurred for our benefit, and only indirectly for the benefit of the guarantor, the obligations of the applicable guarantor were incurred for less than fair consideration. A court could thus void the obligations under the guarantees, subordinate them to the applicable guarantor's other debt or take other action detrimental to the holders of the New Notes.

The indentures governing the New Notes include a savings clause intended to limit each guarantor's liability under its guarantee to the maximum amount that it could incur without causing the guarantee to be a fraudulent transfer under applicable law. There can be no assurance that this provision will be upheld as intended. In a recent case, the U.S. Bankruptcy Court in the Southern District of Florida found this kind of provision in that case to be ineffective, and held the guarantees to be fraudulent transfers and voided them in their entirety. The United States Court of Appeals for the Eleventh Circuit affirmed the liability findings of the Bankruptcy Court without ruling directly on the enforceability of savings clauses generally. If this decision were followed by other courts, the risk that the guarantees would be deemed fraudulent conveyances would be significantly increased.

There is no established trading market for the New Notes and you may not be able to sell the New Notes readily or at all or at or above the price that you paid.

The New Notes are new securities for which there is no established trading market. We do not intend to apply for the New Notes to be listed on any securities exchange or to arrange for quotation on any automated dealer quotation system. The initial purchasers of the Old Notes have advised us that they intend to make a market in the notes, but they are not obligated to do so and may discontinue any market making in the notes at any time, in their sole discretion. You may not be able to sell the New Notes at a particular time or at favorable prices. As a result, we cannot assure you as to the liquidity of any trading market for the New Notes. Accordingly, you may be required to bear the financial risk of your investment in the New Notes indefinitely. If a trading market were to develop, future trading prices of the New Notes, may be volatile and will depend on many factors, including:

our operating performance and financial condition;

the interest of securities dealers in making a market for them;

prevailing interest rates; and

the market for similar securities.

In addition, the market for non-investment grade debt historically has been subject to disruptions that have caused substantial volatility in the prices of securities similar to the New Notes. The market for the New Notes may be subject to similar disruptions that could adversely affect their value.

We may not have the ability to raise the funds necessary to finance the change of control offer required by the indentures governing the New Notes.

Upon the occurrence of a change of control, as defined in each of the indentures governing the New Notes, we must offer to buy back the New Notes at a price equal to 101% of the principal amount, together with any accrued and unpaid interest, if any, to the date of the repurchase. Our failure to purchase, or give notice of purchase of, the New Notes would be a default under the indentures governing the New Notes. See Description of the Notes Repurchase at the Option of Holders Change of Control.

Furthermore, certain change of control events would also constitute an event of default under the Credit Facilities. Upon the occurrence of a change of control, the lenders under the Credit Facilities may have the right,

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among other things, to terminate their lending commitments or to cause all outstanding debt obligations under the Credit Facilities to become due and payable and proceed against the assets securing such debt, any of which actions would prevent us from borrowing under the Credit Facilities to finance a repurchase of the New Notes. We cannot assure you that we will have available funds sufficient to repurchase the New Notes and satisfy other payment obligations that could be triggered upon the change of control. If we do not have sufficient financial resources to effect a change of control offer, we would be required to seek additional financing from outside sources to repurchase the New Notes. We cannot assure you that financing would be available to us on satisfactory terms, or at all.

The definition of change of control in the indentures governing the New Notes includes a phrase relating to the sale, assignment, conveyance, transfer or other disposition of all or substantially all of our and our subsidiaries' assets, taken as a whole. Although there is a limited body of case law interpreting the phrase substantially all, there is no precise established definition of the phrase under applicable law. Accordingly, in certain circumstances there may be a degree of uncertainty as to whether a particular transaction would involve a disposition of all or substantially all of the property or assets of a person. As a result, it may be unclear as to whether a change of control has occurred and whether a holder of New Notes may require us to make an offer to repurchase the New Notes as described above.

The trading prices for the New Notes will be directly affected by many factors, including our credit rating.

Credit rating agencies continually revise their ratings for companies they follow, including us. Any ratings downgrade could adversely affect the trading prices of the New Notes, or the trading market for the New Notes, to the extent a trading market for the New Notes develops. The condition of the financial and credit markets and prevailing interest rates have fluctuated in the past and are likely to fluctuate in the future and any fluctuation may impact the trading prices of the New Notes.

If the New Notes are rated investment grade at any time by both S&P and Moody's, certain covenants included in the indentures will be suspended, and the holders of the New Notes will lose the protection of these covenants.

Each of the indentures includes certain covenants that will be suspended and cease to have any effect from and after the first date when the New Notes are rated investment grade by both S&P and Moody's. See Description of the Notes Certain Covenants Suspension of Covenants. These covenants restrict, among other things, our ability to pay dividends, incur additional debt and to enter into certain types of transactions. Because we would not be subject to these restrictions at any time that the New Notes are rated investment grade, we would be able to make dividends and distributions and incur substantial additional debt without satisfying the terms of the suspended covenants. If after these covenants are suspended, S&P or Moody's were to downgrade their ratings of the New Notes to a non-investment grade level, the covenants would be reinstated and the holders of the New Notes would again have the protection of these covenants. However, any indebtedness incurred or other transactions entered into during such time as the New Notes were rated investment grade would be permitted.

Risk Factors Relating to Reimbursement and Regulation of Our Business

Healthcare reform has initiated significant changes to the United States healthcare system.

Various healthcare reform provisions became law upon enactment of the Patient Protection and Affordable Care Act and the Healthcare Education and Reconciliation Act (collectively, the ACA). The reforms contained in the ACA have impacted each of our businesses in some manner. Several of the reforms are very significant and could ultimately change the nature of our services, the methods of payment for our services and the underlying regulatory environment. The reforms include the possible modifications to the conditions of qualification for payment, bundling payments to cover both acute and post-acute care and the imposition of enrollment limitations on new providers. The ACA also

provides for: (1) reductions to the annual market basket payment updates for

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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 the Centers for Medicare and Medicaid Services (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 nursing centers, 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.

Further, the ACA mandates changes to home health and hospice benefits under Medicare. For home health, the ACA mandates creation of a value-based purchasing program, development of quality measures, a decrease in home health reimbursement beginning with federal fiscal year 2014 that will be phased-in over a four-year period, and a reduction in the outlier cap. In addition, the ACA requires the Secretary of Health and Human Services to test different models for delivery of care, some of which would involve home health services. It also requires the Secretary to establish a national pilot program for integrated care for patients with certain conditions, bundling payment for acute hospital care, physician services, outpatient hospital services (including emergency department services), and post-acute care services, which would include home health. The ACA further directed the Secretary of the United States Department of Health and Human Services (the HHS) to rebase payments for home health, which resulted in a decrease in home health reimbursement that began in 2014 and will be phased-in over a four-year period. The Secretary is also required to conduct a study to evaluate costs and quality of care among efficient home health agencies regarding access to care and treating Medicare beneficiaries with varying severity levels of illness and provide a report to Congress.

In addition, a primary goal of healthcare reform is to reduce costs, which includes reductions in the reimbursement paid to us and other healthcare providers. Moreover, healthcare reform could negatively impact insurance companies, other third party payors, our customers, as well as other healthcare providers, which may in turn negatively impact our business. As such, healthcare reforms and changes resulting from the ACA, as well as other similar healthcare reforms, could have a material adverse effect on our business, financial position, results of operations and liquidity.

Changes in the reimbursement rates or methods or timing of payment from third party payors, including the Medicare and Medicaid programs, or the implementation of other measures to reduce reimbursement for our services and products could result in a substantial reduction in our revenues and operating margins.

We depend on reimbursement from third party payors, including the Medicare and Medicaid programs, for a substantial portion of our revenues. For the year ended December 31, 2014, we derived approximately 51% of our total revenues (before eliminations) from the Medicare and Medicaid programs and the balance from other third party payors, such as commercial insurance companies, health maintenance organizations, preferred provider organizations and contracted providers. The percentage of our revenues derived from the Medicare and Medicaid programs has increased following the Gentiva Merger. The Medicare and Medicaid programs are highly regulated and subject to frequent and substantial changes. See Item 1 Business Governmental Regulation in Exhibit 99.1 to the Recast 8-K.

Congress continues to discuss deficit reduction measures, leading to a high degree of uncertainty regarding potential reforms to governmental healthcare programs, including Medicare and Medicaid. These discussions, along with other continuing efforts to reform governmental healthcare programs, both as part of the ACA and otherwise, could result in major changes in the healthcare delivery and reimbursement system on a national and state level. Potential reforms include changes directly impacting the government and private reimbursement systems for each of our businesses.

Reforms or other changes to the payment systems, including modifications to

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the conditions of qualification for payment, the imposition of enrollment limitations on new providers, or bundling payments to cover acute and post-acute care or services provided to dually eligible Medicare and Medicaid patients may be proposed or could be adopted by Congress or CMS in the future.

The Budget Control Act of 2011 (as amended by the American Taxpayer Relief Act of 2012 (the Taxpayer Relief Act)) instituted an automatic 2% reduction on each claim submitted to Medicare beginning April 1, 2013.

The Taxpayer Relief Act also reduces Medicare payments by an additional 25% for subsequent procedures when multiple therapy services are provided on the same day.

On August 1, 2012, CMS issued final rules (the 2012 CMS Rules) which, among other things, reduced Medicare reimbursement to our TC hospitals in 2013 and beyond by imposing a budget neutrality adjustment and modifying the short-stay outlier rules. 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 approximately 1.3% in each of 2013, 2014 and 2015; and (2) restored a payment reduction that will limit payments for very short-stay outliers that reduced our TC hospital payments by approximately 0.5%.

On July 29, 2011, CMS issued final rules (the 2011 CMS Rules) which, among other things, significantly reduced Medicare payments to nursing centers and changed the reimbursement for the provision of group rehabilitation therapy services to Medicare beneficiaries beginning October 1, 2011. CMS projected the impact of these changes would result in an 11.1% decrease in payments to nursing centers. In addition to these rate changes, the 2011 CMS Rules introduced additional changes to resource utilization grouping (RUG) calculations along with adding additional patient assessments. Under the 2011 CMS Rules, group therapy is defined as therapy sessions with four patients who are performing similar therapy activities. In addition, for purposes of assigning patients to RUGs IV payment categories, the minutes of group therapy are divided by four with 25% of the minutes being allocated to each patient. The 2011 CMS Rules also clarify the circumstances for reporting breaks in care of three or more days of therapy and also implement a new change of therapy assessment that is designed to allocate the patient to the RUG level that represents the treatment provided in the last seven days. Both changes produced alterations in the RUG scores billed for the patient and generated additional assessments. The 2011 CMS Rules reduced our revenues on an annual basis by approximately \$100 million in our nursing center business and negatively impacted our rehabilitation therapy business by approximately \$50 million.

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-routine medical supply conversion factor and low utilization payment factors. The rebasing adjustment mandated under the ACA is expected to reduce payment rates by approximately 2.8% to our home health agencies in each of the next four years, beginning January 1, 2014.

In February 2012, Congress passed the Job Creation Act which provides for reductions in reimbursement of Medicare bad debts at our hospitals and nursing centers. For the hospitals, the bad debt reimbursement rate for all bad debts was lowered to 65% effective for cost reporting periods beginning on or after October 1, 2012. For the 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 was reduced from 88% to 76% in October 2013 and was 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 with cost reporting periods beginning on or after October 1, 2012.

Approximately 80% of our Medicare bad debt reimbursements incurred at our nursing centers are associated with patients that are dually eligible.

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Weak economic conditions also could adversely affect the budgets of individual states and of the federal government. This could result in attempts to reduce or eliminate payments for federal and state healthcare programs, including Medicare and Medicaid, and could result in an increase in taxes and assessments on our activities. In addition, private third party payors are continuing their efforts to control healthcare costs through direct contracts with healthcare providers, increased utilization review and greater enrollment in managed care programs and preferred provider organizations. These private payors increasingly are demanding discounted fee structures and are requesting that healthcare providers assume more financial risk.

Though we cannot predict what reform proposals will be adopted or finally implemented, healthcare reform and regulations may have a material adverse effect on our business, financial position, results of operations and liquidity through, among other things, decreasing funds available for our services or increasing operating costs. We could be affected adversely by the continuing efforts of governmental and private third party payors to contain healthcare costs. We cannot assure you that reimbursement payments under governmental and private third party payor programs, including Medicare supplemental insurance policies, will remain at levels comparable to present levels or will be sufficient to cover the costs allocable to patients eligible for reimbursement pursuant to these programs. Future changes in third party payor reimbursement rates or methods, including the Medicare and Medicaid programs, or the implementation of other measures to reduce reimbursement for our services and products could result in a material reduction in our revenues. Our operating margins continue to be under pressure because of reduced Medicare reimbursement, deterioration in pricing flexibility, changes in payor mix, changes in length of stay and growth in operating expenses in excess of increases in payments by third party payors. In addition, as a result of competitive pressures, our ability to maintain operating margins through price increases to private patients or commercial payors remains limited. These results could have a material adverse effect on our business, financial position, results of operations and liquidity.

The implementation of new patient criteria for LTAC hospitals under the LTAC Legislation (as defined below) will reduce the population of patients eligible for our hospital services and change the basis upon which we are paid for non-qualifying patients, which could adversely affect our revenues and profitability.

Currently, Medicare payments to LTAC hospitals are based upon a prospective payment system specifically for LTAC hospitals (LTAC PPS). 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. CMS regulations classify LTAC hospital patients into diagnostic categories called Medicare Severity Diagnosis Related Groups (MS-LTC-DRGs). LTAC PPS is based upon discharged-based MS-LTC-DRGs, similar to the prospective payment system used to pay general short-term acute care hospitals (IPPS).

As part of the SGR Reform Act of 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 LTAC PPS. Other patients will continue to have access to LTAC care, whether they are admitted to LTAC hospitals from acute care hospitals or directly from other settings or the community, and in such cases, 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 IPPS or an estimate of cost. It is our expectation that the majority of these site-neutral payments will be materially less than the payments currently provided under LTAC PPS.

The effective date of the new patient criteria is October 1, 2015, tied to each LTAC hospital's cost reporting period, followed by a two-year phase-in 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. CMS estimates an overall net reduction in Medicare revenue of 4.6% for those hospitals receiving this 50/50 blended reimbursement. All of our TC hospitals (which are certified as LTAC hospitals under the Medicare program)

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have a cost reporting period starting on September 1 of each year, and thus the phase-in of new patient criteria will not begin for our TC hospitals until September 1, 2016 and full implementation of the new criteria will not begin until September 1, 2018.

We continue to analyze Medicare and internal data to estimate the number of our Medicare cases that would, on a static retrospective basis, be paid a full MS-LTC-DRG payment under LTAC PPS upon the implementation of new patient criteria versus receiving a site neutral rate. At present, prior to the implementation of new patient criteria, approximately 70% of our Medicare LTAC cases are paid a full MS-LTC-DRG payment under LTAC PPS, with the remaining approximately 30% of Medicare cases paid under the short-stay or very short-stay outlier payment process. At this time, and based primarily on 2013 data provided in the proposed regulations issued by CMS on April 17, 2015, we estimate a 30 percentage point shift in payment category for Medicare LTAC cases once the new patient criteria is fully phased in, resulting in, on a static prospective basis, an estimated 40% of our Medicare LTAC cases qualifying for the full MS-LTC-DRG payment under LTAC PPS and with the remaining estimated 60% of our Medicare LTAC cases instead qualifying for either the site neutral rate or payment under the short-stay outlier payment process. These percentages do not reflect the significant efforts and actions we are and will be undertaking to expand our LTAC patient population and adapt our facility operations, business plans, programs and other initiatives to reduce and otherwise mitigate the financial and other impacts of the LTAC Legislation and new patient criteria.

The additional patient criteria imposed by LTAC Legislation will reduce the population of patients eligible for our hospital services and change the basis upon which we are paid for other patients. In addition, the LTAC Legislation will be subject to additional governmental regulations and the interpretation and enforcement of those regulations. The LTAC Legislation, the implementation of new patient criteria and other associated elements could have a material adverse effect on our business, financial position, results of operations and liquidity.

We conduct business in a heavily regulated industry, and changes in regulations, the enforcement of these regulations or violations of regulations may result in increased costs or sanctions that reduce our revenues and profitability.

In the ordinary course of our business, we are subject regularly to inquiries and audits by federal and state agencies that oversee applicable healthcare program participation and payment regulations. We also are subject to government investigations. We believe that the regulatory environment surrounding most segments of the healthcare industry will remain intense.

The extensive federal, state and local regulations affecting the healthcare industry include, but are not limited to, regulations relating to licensure, billing, conduct of operations, ownership of facilities, addition of facilities, allowable costs, services and prices for services, facility staffing requirements, qualifications and licensure of staff, environmental and occupational health and safety, and the confidentiality and security of health-related information. In particular, various laws, including the anti-kickback, anti-fraud and abuse amendments codified under the Social Security Act, prohibit certain business practices and relationships that might affect the provision and cost of healthcare services reimbursable under Medicare and Medicaid, including the payment or receipt of remuneration for the referral of patients whose care will be paid by Medicare or other governmental programs. Sanctions for violating the anti-kickback, anti-fraud and abuse amendments under the Social Security Act include criminal penalties, civil sanctions, fines and possible exclusion from government programs such as Medicare and Medicaid. For additional information regarding our regulatory environment, see Item 1 Business Governmental Regulation in Exhibit 99.1 to the Recast 8-K.

Federal and state governments continue to pursue intensive enforcement policies resulting in a significant number of inspections, audits, citations of regulatory deficiencies and other regulatory sanctions including demands for refund of

overpayments, terminations from the Medicare and Medicaid programs, bans on Medicare and Medicaid payments for new admissions and civil monetary penalties or criminal penalties. Audits under the CMS Recovery Audit Contractor (RAC) program and other federal and state audits evaluating the medical

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necessity of services provided are expected to further intensify the regulatory environment surrounding the healthcare industry as third party firms engaged by CMS and others commence extensive reviews of claims data and medical and other records to identify improper payments to healthcare providers under the Medicare and Medicaid programs. If we fail to comply with the extensive laws, regulations and prohibitions applicable to our businesses, we could become ineligible to receive government program reimbursement, suffer civil or criminal penalties or be required to make significant changes to our operations. In addition, we could be forced to expend considerable resources responding to investigations, audits or other enforcement actions related to these laws, regulations or prohibitions. Furthermore, should we lose the licenses for one or more of our facilities as a result of regulatory action or otherwise, we could be in default under our Master Lease Agreements, the Credit Facilities, the indenture governing the 6.375% Notes and the indentures governing the New Notes. Failure of our staff to satisfy applicable licensure requirements, or of our hospitals, IRFs, nursing centers, our rehabilitation operations, and home health and hospice operations, to satisfy applicable licensure and certification requirements could have a material adverse effect on our business, financial position, results of operations and liquidity.

We are unable to predict the future course of federal, state and local regulation or legislation, including Medicare and Medicaid statutes and regulations, or the intensity of federal and state enforcement actions. Changes in the regulatory framework, including those associated with healthcare reform, and sanctions from various enforcement actions could have a material adverse effect on our business, financial position, results of operations and liquidity.

We face and are currently subject to reviews, audits and investigations under our contracts with federal and state government agencies and other payors, and these reviews, audits and investigations could have adverse findings that may negatively impact our business.

As a result of our participation in the Medicare and Medicaid programs, we face and are currently subject to various governmental reviews, audits and investigations to verify our compliance with these programs and applicable laws and regulations. An increasing level of governmental and private resources is being devoted to the investigation of allegations of fraud and abuse in the Medicare and Medicaid programs, and federal and state regulatory authorities are taking an increasingly strict view of the requirements imposed on healthcare providers by the Social Security Act, the Medicare and Medicaid programs and other applicable laws. We are routinely subject to audits under various government programs, including the RAC 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, we, like other healthcare providers, are subject to ongoing investigations by the United States Department of Health and Human Services (the **OIG**), the United States Department of Justice (the **DOJ**) and state attorneys general into the billing of services provided to Medicare and Medicaid patients, including whether such 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. Our 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 us to refund or retroactively adjust amounts that have been paid under the relevant government program or from 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 us; (2) loss of our 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 we provide services; and (4) damage to our reputation in various markets, which could adversely affect our ability to attract patients, residents and employees.

If they were to occur, these consequences could have a material adverse effect on our business, financial position, results of operations and liquidity.

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We have 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 we acquired on June 1, 2011. 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 (including possible violations of the Federal False Claims Act (the FCA)), and that there may have been questionable financial arrangements between RehabCare and a vendor and certain skilled nursing facility customers (including possible violations of Section 1128B of the Social Security Act (the Anti-Kickback Statute)). We have been cooperating fully with the DOJ investigation. We are engaged in active discussions with the DOJ in an effort to find a mutually acceptable resolution to this investigation. Based on the progress of those settlement discussions, we accrued an estimated loss contingency reserve of \$95 million in the first quarter of 2015. In the event we are able to reach a mutually agreeable settlement with the DOJ, we estimate that the financial component of such a settlement could range from \$95 million to \$125 million. We have accrued the estimated loss contingency at the minimum of the estimated range, in accordance with United States generally accepted accounting principles (GAAP), as no amount within that range is a better estimate than any other amount. No tax benefit related to the loss contingency reserve has been recorded as it is not possible to determine tax deductibility. In the event a settlement cannot be reached, the amount of possible loss in excess of our accrual cannot be estimated at this time and such loss could have a material adverse effect on our business, financial position, results of operations and liquidity. The discussions are ongoing, and until they are concluded, there can be no certainty about the timing or likelihood of a definitive resolution, the scope of any potential restrictions that may be agreed upon in connection with a settlement or the cost of a final settlement.

See note 2 of the notes to consolidated financial statements included in Exhibit 99.1 to the Recast 8-K and note 15 of the notes to the condensed consolidated financial statements included in our Quarterly Reports on Form 10-Q for the quarter ended June 30, 2015 filed with the SEC on August 7, 2015 (the Kindred Q2 10-Q) for a description of pending legal proceedings, governmental reviews, audits and investigations to which we are subject.

Significant legal actions could subject us to increased operating costs and substantial uninsured liabilities, which could materially and adversely affect our business, financial position, results of operations and liquidity.

We incur significant costs to investigate and defend against a variety of claims, including professional liability, wage and hour, and minimum staffing claims, among others, particularly in our hospital and nursing center operations. In addition to large compensatory claims, plaintiffs' attorneys are increasingly seeking, and have sometimes been successful in obtaining, significant fines, punitive damages and attorneys' fees. Furthermore, there are continuing efforts to limit the ability of healthcare providers to utilize arbitration as a process to resolve these claims. As a result of these factors, our defense costs and potential liability exposure are significant, unpredictable, and likely to increase.

We also are subject to lawsuits under the FCA and comparable state laws for submitting fraudulent bills for services to the Medicare and Medicaid programs and other federal and state healthcare programs. These lawsuits, which may be initiated by whistleblowers, can involve significant monetary damages, fines, attorneys' fees and the award of bounties to private *qui tam* plaintiffs who successfully bring these suits and to the government programs. We also are subject to payment obligations under contracts we enter into with Kindred Rehabilitation Services customers to indemnify them against claim denials associated with our services.

While we are able to insure against certain of these costs and liabilities, such as our professional liability risks described below, we are not able to do so in many other cases. In the absence of insurance proceeds, we must fund these costs and liabilities from operating cash flows, which can reduce our operating margins and our funds available for investment in our business, and otherwise limit our operating and financial flexibility.

We insure a substantial portion of our professional liability risks primarily through our limited purpose insurance subsidiary. Provisions for loss for our professional liability risks are based upon management's best available

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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. 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 our 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. Differences between the ultimate claims costs and our historical provisions for loss and actuarial assumptions and estimates could have a material adverse effect on our business, financial position, results of operations and liquidity. See note 2 of the notes to consolidated financial statements included in Exhibit 99.1 to the Recast 8-K and note 15 of the notes to the condensed consolidated financial statements included in the Kindred Q2 10-Q for a description of pending legal proceedings, governmental reviews, audits and investigations to which we are subject.

We are subject to extensive and complex federal and state government laws and regulations which govern and restrict our relationships with physicians and other referral sources.

The Anti-Kickback Statute, Section 1877 of the Social Security Act (the Stark Law), the FCA and similar state laws materially restrict our relationships with physicians and other referral sources. We have a variety of financial relationships with physicians and others who either refer or influence the referral of patients to our healthcare facilities, and these laws govern those relationships. The OIG has enacted safe harbor regulations that outline practices deemed protected from prosecution under the Anti-Kickback Statute. While we endeavor to comply with the safe harbors, most of our current arrangements, including with physicians and other referral sources, may not qualify for safe harbor protection. Failure to qualify for a safe harbor does not mean the arrangement necessarily violates the Anti-Kickback Statute, but may subject the arrangement to greater scrutiny. However, we cannot offer assurance that practices outside of a safe harbor will not be found to violate the Anti-Kickback Statute. Allegations of violations of the Anti-Kickback Statute may be brought under federal civil monetary penalty laws, which require a lower burden of proof than other fraud and abuse laws, including the Anti-Kickback Statute.

Our financial relationships with referring physicians and their immediate family members must comply with the Stark Law by meeting an exception. We attempt to structure our relationships to meet an exception to the Stark Law, but the regulations implementing the exceptions are detailed and complex, and we cannot provide assurance that every relationship complies fully with the Stark Law. Unlike the Anti-Kickback Statute, failure to meet an exception unde