

HEALTHSOUTH CORP  
Form 10-Q  
November 06, 2007

## UNITED STATES

## SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

### FORM 10-Q

X

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2007

OR

O

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 000-14940

## HealthSouth Corporation

(Exact name of Registrant as specified in its Charter)

Delaware

(State or Other Jurisdiction of

Incorporation or Organization)

One HealthSouth Parkway

Birmingham, Alabama

(Address of Principal Executive Offices)

63-0860407

(I.R.S. Employer

Identification No.)

35243

(Zip Code)

(205) 967-7116

(Registrant's telephone number)

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

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

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

The registrant had 78,832,382 shares of common stock outstanding, net of treasury shares, as of October 30, 2007.

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The accompanying notes to condensed consolidated financial statements are an integral part of these condensed balance sheets.

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**HealthSouth Corporation and Subsidiaries****Condensed Consolidated Statements of Operations and Comprehensive Income (Loss)****(Unaudited)**

|   | <b>Three Months Ended</b> |                  | <b>Nine Months Ended</b> |                   |
|---|---------------------------|------------------|--------------------------|-------------------|
|   | <b>September 30,</b>      |                  | <b>September 30,</b>     |                   |
|   | <b>2007</b>               | <b>2006</b>      | <b>2007</b>              | <b>2006</b>       |
|   | <b>(In Millions)</b>      |                  |                          |                   |
| Net operating revenues  | \$ 431.6                  | \$ 413.5         | \$ 1,313.5               | \$ 1,288.8        |
| Operating expenses:   |                           |                  |                          |                   |
| Salaries and benefits   | 213.1                     | 205.3            | 642.1                    | 612.3             |
| Other operating expenses  | 66.1                      | 48.5             | 195.1                    | 175.5             |
| General and administrative expenses   | 27.5                      | 36.5             | 107.2                    | 107.6             |
| Supplies  | 24.2                      | 25.4             | 75.1                     | 75.5              |
| Depreciation and amortization   | 19.9                      | 20.7             | 57.8                     | 63.3              |
| Impairment of long-lived assets   | 0.4                       |                  | 15.1                     |                   |
| Recovery of amounts due from Richard M. Scrushy                                 |                           | (35.0)           |                          | (35.0)            |
| Occupancy costs   | 12.8                      | 15.6             | 38.5                     | 39.9              |
| Provision for doubtful accounts   | 5.7                       | 11.1             | 26.6                     | 25.9              |
| Loss on disposal of assets  | 0.6                       | 1.0              | 2.2                      | 5.2               |
| Government, class action, and related settlements expense                       |                           |                  | (31.7)                   | 49.9              |
| Professional fees accounting, tax, and legal                                    | 9.2                       | 23.1             | 44.3                     | 99.4              |
| Total operating expenses  | 383.4                     | 380.6            | 1,172.3                  | 1,219.5           |
| Loss on early extinguishment of debt  | 2.2                       |                  | 19.9                     | 365.6             |
| Interest expense and amortization of debt discounts and fees                    | 60.2                      | 56.8             | 177.9                    | 176.8             |
| Other income  | (9.4)                     | (0.8)            | (14.5)                   | (5.7)             |
| Loss on interest rate swap  | 21.4                      | 28.7             | 6.8                      | 13.9              |
| Equity in net income of nonconsolidated affiliates                              | (2.3)                     | (2.4)            | (7.4)                    | (6.8)             |
| Minority interests in earnings of consolidated affiliates                       | 7.2                       | 6.6              | 23.2                     | 22.8              |
| Loss from continuing operations before income tax (benefit) expense             | (31.1)                    | (56.0)           | (64.7)                   | (497.3)           |
| Provision for income tax (benefit) expense                                      | (281.1)                   | 2.1              | (288.2)                  | 21.0              |
| Income (loss) from continuing operations  | 250.0                     | (58.1)           | 223.5                    | (518.3)           |
| Income (loss) from discontinued operations, net of income tax (benefit) expense | 37.6                      | (18.0)           | 475.7                    | (35.4)            |
| <b>Net income (loss)</b>  | <b>287.6</b>              | <b>(76.1)</b>    | <b>699.2</b>             | <b>(553.7)</b>    |
| Convertible perpetual preferred dividends                                       | (6.5)                     | (6.5)            | (19.5)                   | (15.7)            |
| Net income (loss) available to common shareholders                              | \$ 281.1                  | \$ (82.6)        | \$ 679.7                 | \$ (569.4)        |
| <b>Comprehensive income (loss):</b>   |                           |                  |                          |                   |
| Net income (loss)   | \$ 287.6                  | \$ (76.1)        | \$ 699.2                 | \$ (553.7)        |
| Other comprehensive income (loss), net of tax:                                  |                           |                  |                          |                   |
| Foreign currency translation adjustment   |                           | 0.4              | 0.1                      | 0.3               |
| Unrealized gain (loss) on available-for-sale securities                         | 0.3                       | 1.6              | (3.0)                    | 1.4               |
| Other comprehensive income (loss), net of tax                                   | 0.3                       | 2.0              | (2.9)                    | 1.7               |
| <b>Comprehensive income (loss)</b>  | <b>\$ 287.9</b>           | <b>\$ (74.1)</b> | <b>\$ 696.3</b>          | <b>\$ (552.0)</b> |

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



## HealthSouth Corporation and Subsidiaries

## Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) (Continued)

(Unaudited)

|   | Three Months Ended                   |           | Nine Months Ended |           |
|---|--------------------------------------|-----------|-------------------|-----------|
|   | September 30,                        |           | September 30,     |           |
|   | 2007                                 | 2006      | 2007              | 2006      |
|   | (In Millions, Except Per Share Data) |           |                   |           |
| <b>Weighted average common shares outstanding:</b>                              |                                      |           |                   |           |
| Basic   | 78.5                                 | 79.6      | 78.6              | 79.5      |
| Diluted   | 91.8                                 | 92.9      | 91.9              | 89.6      |
| <b>Earnings (loss) per common share:</b>  |                                      |           |                   |           |
| <b>Basic:</b>   |                                      |           |                   |           |
| Income (loss) from continuing operations available to common shareholders       | \$ 3.10                              | \$ (0.81) | \$ 2.60           | \$ (6.72) |
| Income (loss) from discontinued operations, net of income tax (benefit) expense | 0.48                                 | (0.23)    | 6.05              | (0.44)    |
| Net income (loss) per share available to common shareholders                    | \$ 3.58                              | \$ (1.04) | \$ 8.65           | \$ (7.16) |
| <b>Diluted:</b>   |                                      |           |                   |           |
| Income (loss) from continuing operations available to common shareholders       | \$ 2.72                              | \$ (0.81) | \$ 2.43           | \$ (6.72) |
| Income (loss) from discontinued operations, net of income tax (benefit) expense | 0.41                                 | (0.23)    | 5.18              | (0.44)    |
| Net income (loss) per share available to common shareholders                    | \$ 3.13                              | \$ (1.04) | \$ 7.61           | \$ (7.16) |

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



## HealthSouth Corporation and Subsidiaries

## Condensed Consolidated Statements of Cash Flows

(Unaudited)

|   | <b>Nine Months Ended</b> |                |
|---|--------------------------|----------------|
|   | <b>September 30,</b>     |                |
|   | <b>2007</b>              | <b>2006</b>    |
|   | <b>(In Millions)</b>     |                |
| <b>Net cash used in operating activities</b>  | \$ (145.6)               | \$ (79.3)      |
| <b>Cash flows from investing activities:</b>  |                          |                |
| Capital expenditures  | (25.2)                   | (42.6)         |
| Proceeds from sale and maturities of marketable securities  |                          | 32.1           |
| Proceeds from sale and maturities of restricted marketable securities                             | 65.8                     | 8.8            |
| Purchase of investments   |                          | (8.2)          |
| Purchase of restricted investments  | (11.3)                   | (83.4)         |
| Net change in restricted cash   | 7.1                      | 97.5           |
| Other   | 2.2                      | (0.5)          |
| Net cash provided by investing activities of discontinued operations                              |                          |                |
| Proceeds from divestiture of divisions  | 1,146.3                  |                |
| Other investing activities of discontinued operations   | 3.0                      | 50.2           |
| <b>Net cash provided by investing activities</b>  | <b>1,187.9</b>           | <b>53.9</b>    |
| <b>Cash flows from financing activities:</b>  |                          |                |
| Checks in excess of bank balance  | 10.6                     | (3.9)          |
| Principal borrowings on notes   |                          | 3,050.0        |
| Proceeds from bond issuance   |                          | 1,000.0        |
| Principal payments on debt  | (920.9)                  | (4,431.8)      |
| Borrowings on revolving credit facility   | 260.0                    | 100.0          |
| Payments on revolving credit facility   | (315.0)                  | (50.0)         |
| Principal payments under capital lease obligations  | (9.6)                    | (10.1)         |
| Issuance of convertible perpetual preferred stock   |                          | 400.0          |
| Dividends paid on convertible perpetual preferred stock   | (13.0)                   | (9.2)          |
| Preferred stock issuance costs  |                          | (12.6)         |
| Debt amendment and issuance costs   | (11.2)                   | (79.2)         |
| Distributions to minority interests of consolidated affiliates                                    | (19.5)                   | (12.3)         |
| Other   | 0.1                      | 0.1            |
| Net cash used in financing activities of discontinued operations                                  | (48.3)                   | (59.1)         |
| <b>Net cash used in financing activities</b>  | <b>(1,066.8)</b>         | <b>(118.1)</b> |
| <b>Effect of exchange rate on cash and cash equivalents</b>                                       | <b>0.1</b>               | <b>0.3</b>     |
| <b>Decrease in cash and cash equivalents</b>  | <b>(24.4)</b>            | <b>(143.2)</b> |
| <b>Cash and cash equivalents at beginning of period</b>   | <b>27.1</b>              | <b>166.6</b>   |
| <b>Cash and cash equivalents of divisions and facilities held for sale at beginning of period</b> | <b>14.4</b>              | <b>12.5</b>    |
| <b>Less: Cash and cash equivalents of divisions and facilities held for sale at end of period</b> | <b>(1.2)</b>             | <b>(12.5)</b>  |
| <b>Cash and cash equivalents at end of period</b>   | <b>\$ 15.9</b>           | <b>\$ 23.4</b> |

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



**HealthSouth Corporation and Subsidiaries**

**Notes to Condensed Consolidated Financial Statements**

**1. Basis of Presentation:**

HealthSouth Corporation, incorporated in Delaware in 1984, including its subsidiaries, is the largest provider of inpatient rehabilitation services in the United States. References herein to HealthSouth, the Company, we, our, or us refer to HealthSouth Corporation and its subsidiaries unless otherwise stated or indicated by context.

The accompanying unaudited condensed consolidated financial statements of HealthSouth Corporation and Subsidiaries should be read in conjunction with the consolidated financial statements and accompanying notes filed with the United States Securities and Exchange Commission (the SEC) in HealthSouth's Current Report on Form 8-K filed on March 30, 2007 (the March 2007 Form 8-K). The unaudited condensed consolidated financial statements have been prepared in accordance with the rules and regulations of the SEC applicable to interim financial information. Certain information and note disclosures included in financial statements prepared in accordance with generally accepted accounting principles in the United States of America (GAAP) have been omitted in these interim statements, as allowed by such SEC rules and regulations. The condensed consolidated balance sheet as of December 31, 2006 has been derived, adjusted for discontinued operations as discussed below, from audited financial statements, but it does not include all disclosures required by GAAP. However, we believe the disclosures are adequate to make the information presented not misleading.

The unaudited results of operations for the interim periods shown in these financial statements are not necessarily indicative of operating results for the entire year. In our opinion, the accompanying condensed consolidated financial statements recognize all adjustments of a normal recurring nature considered necessary to fairly state the financial position, results of operations, and cash flows for each interim period presented.

On August 14, 2006, we announced that we would begin exploring a range of strategic alternatives to enhance stockholder value and to reposition our primary focus on the post-acute care sector. As a result of the exploration of such alternatives, the following events have occurred:

1. As previously reported, on January 27, 2007, we entered into an agreement with Select Medical Corporation (Select Medical), a privately owned operator of specialty hospitals and outpatient rehabilitation facilities, to sell our outpatient rehabilitation division for approximately \$245 million in cash, subject to certain adjustments. This transaction closed on May 1, 2007, other than with respect to certain facilities for which approvals for the transfer to Select Medical had not yet been received as of such date. On October 31, 2007, we received approval for the transfer of the remaining facilities to Select Medical. See also Note 6, *Assets Held for Sale and Results of Discontinued Operations*.
2. As previously reported, on March 25, 2007, we entered into an agreement to sell our surgery centers division to ASC Acquisition LLC (ASC), a Delaware limited liability company and newly formed affiliate of TPG Partners V, L.P. (TPG), a private investment partnership. The purchase price consisted of cash consideration of \$920 million, subject to certain adjustments, and a contingent option to acquire up to a 5% equity interest in the new company. This transaction closed on June 29, 2007, other than with respect to certain facilities for which approvals for the transfer to ASC had not yet been received as of such date. During the third quarter of 2007, we received approval for the transfer of a portion of these facilities, but others remain pending. See also Note 6, *Assets Held for Sale and Results of Discontinued Operations*. ASC now owns and operates this business as Surgical Care Affiliates, LLC, a stand-alone surgical services company.
3. As previously reported, on April 19, 2007, we entered into an agreement with an affiliate of The Gores Group, a private equity firm, to sell our diagnostic division for approximately \$47.5 million, subject to certain adjustments. This transaction closed on July 31, 2007, other than with respect to one facility for which approval for the transfer had not yet been received as of such date. See also Note 6, *Assets Held for Sale and Results of Discontinued Operations*. The Gores Group now owns and operates this business as Diagnostic Health Corporation, a stand-alone diagnostic imaging services company.

**HealthSouth Corporation and Subsidiaries**

**Notes to Condensed Consolidated Financial Statements**

As a result of the foregoing, our surgery centers, outpatient, and diagnostic divisions are reported as held for sale in our condensed consolidated balance sheets and in discontinued operations in our condensed consolidated statements of operations and comprehensive income (loss) and our condensed consolidated statements of cash flows in accordance with Financial Accounting Standards Board ( FASB ) Statement No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*. Amounts classified as assets held for sale declined from December 31, 2006 to September 30, 2007 due primarily to the closing of the transactions to sell these divisions in the second and third quarters of 2007.

The proceeds of these divestitures were used to reduce debt, which allows us to set the platform to pursue growth opportunities in inpatient rehabilitative care and complementary post-acute businesses in the future. In March 2007, we amended our Credit Agreement (as defined in Note 9, *Long-term Debt*, to the consolidated financial statements included in our March 2007 Form 8-K) and received the appropriate lender approvals for our divestiture activities. See also Note 5, *Long-term Debt*.

Historically, we reported five segments: inpatient, surgery centers, outpatient, diagnostic, and corporate and other. Based on our strategic focus in the inpatient rehabilitation industry and the reclassification of our surgery centers, outpatient, and diagnostic divisions to discontinued operations, we modified our segment reporting from five reportable segments to one reportable segment in the first quarter of 2007. Amounts historically reported as part of our corporate and other segment, which primarily represented the corporate overhead costs associated with our operating divisions, are no longer considered a reportable segment by our chief operating decision maker due to our strategic repositioning as a pure-play post-acute care provider and the change in the manner in which we now manage the Company. Rather, these corporate overhead costs are now presented on the line entitled *General and administrative expenses* in our condensed consolidated statements of operations and comprehensive income (loss) (see *Reclassifications* below). Therefore, the condensed consolidated results of operations of the Company presented herein represent the continuing operations of our inpatient division, including corporate overhead. Our condensed consolidated results of operations include overhead costs associated with managing and providing shared services to our surgery centers, outpatient, and diagnostic divisions, even though these divisions qualify as discontinued operations.

See also Note 5, *Long-term Debt*, for information regarding the allocation of interest expense to discontinued operations.

***Reclassifications***

Certain financial results have been reclassified to conform to the current period presentation. For the three months ended September 30, 2007, such reclassifications primarily relate to two long-term acute care hospitals ( LTCHs ) and one other entity we sold or closed during the third quarter of 2007 that qualified under FASB Statement No. 144 to be reported as assets held for sale and discontinued operations. Since the filing of our March 2007 Form 8-K, such reclassifications include the qualification of our surgery centers, outpatient, and diagnostic divisions as assets held for sale and discontinued operations under FASB Statement No. 144, as well as certain inpatient hospitals and our electro-shock wave lithotripter units we closed or sold in the first and second quarters of 2007 that also qualified under FASB Statement No. 144. We reclassified our condensed consolidated balance sheet as of December 31, 2006 to show the assets and liabilities of these qualifying divisions and facilities as held for sale. We also reclassified our condensed consolidated statements of operations and comprehensive income (loss) for the three and nine months ended September 30, 2006 and our condensed consolidated statement of cash flows for the nine months ended September 30, 2006 to show the results of those qualifying divisions and facilities as discontinued operations. We also reclassified certain expenses considered to be corporate overhead historically reported primarily within the lines entitled *Salaries and benefits* and *Other operating expenses* into *General and administrative expenses* in our condensed consolidated statements of operations and comprehensive income (loss). These expenses primarily include administrative expenses such as corporate accounting, internal controls, legal, and information technology services.

## HealthSouth Corporation and Subsidiaries

## Notes to Condensed Consolidated Financial Statements

*Marketable Securities*

As disclosed in Note 1, *Summary of Significant Accounting Policies*, *Marketable Securities*, to the consolidated financial statements included in our March 2007 Form 8-K, we record all investments in debt and equity securities with readily determinable fair values and for which we do not exercise significant influence as available-for-sale securities in accordance with FASB Statement No. 115, *Accounting for Certain Investments in Debt and Equity Securities*.

As of December 31, 2006, we had approximately \$71.1 million of restricted marketable securities included in our condensed consolidated balance sheet, of which approximately \$33.6 million was included in *Other long-term assets*. These marketable securities represent assets held at our wholly owned insurance captive, HCS, Ltd. ( HCS ), in the Cayman Islands. HCS handles professional liability, workers' compensation, and other insurance claims on behalf of HealthSouth. These funds are committed to pay third-party administrators for claims incurred and are restricted by insurance regulations and requirements in the Cayman Islands. During the first quarter of 2007, it was determined that there was excess cash and investments associated with HCS. We received the permission of the Cayman Islands Monetary Authority to advance approximately \$65.0 million of these excess funds from HCS to HealthSouth. The funds advanced to HealthSouth included cash that resulted from the liquidation of certain of these marketable securities. HealthSouth used the advance to fund current operations.

*Accounts Receivable*

As disclosed in Note 1, *Summary of Significant Accounting Policies*, *Accounts Receivable*, to the consolidated financial statements included in our March 2007 Form 8-K, our accounts receivable are geographically dispersed, but a significant portion of our revenues are concentrated by type of payors. While revenues and receivables from government agencies have always been significant to our operations, our repositioning efforts to focus on the post-acute care sector and inpatient rehabilitation services have further increased their significance to us. The concentration of net patient service accounts receivable by payor class, as a percentage of total net patient service accounts receivable as of the end of each reporting period, is as follows:

|                                       | <b>September 30,<br/>2007</b> | <b>December 31,<br/>2006</b> |
|---------------------------------------|-------------------------------|------------------------------|
| Medicare                              | 56.8%                         | 56.3%                        |
| Medicaid                              | 3.2%                          | 3.6%                         |
| Workers' compensation                 | 3.8%                          | 4.6%                         |
| Managed care and other discount plans | 22.2%                         | 24.6%                        |
| Other third-party payors              | 10.3%                         | 8.6%                         |
| Patients                              | 3.7%                          | 2.3%                         |
| Total                                 | 100.0%                        | 100.0%                       |

During the three months ended September 30, 2007 and 2006, approximately 66.0% and 68.1%, respectively, of our *Net operating revenues* related to patients participating in the Medicare program. During the nine months ended September 30, 2007 and 2006, approximately 67.7% and 68.7%, respectively, of our *Net operating revenues* related to patients participating in the Medicare program. While revenues and accounts receivable from government agencies are significant to our operations, we do not believe there are significant credit risks associated with these government agencies. Because Medicare traditionally pays claims faster than our other third-party payors, the percentage of our Medicare charges in accounts receivable is less than the percentage of our Medicare revenues. We do not believe there are any other significant concentrations of revenues from any particular payor that would subject us to any significant credit risks in the collection of our accounts receivable.

*Impairment of Long-lived Assets*

On June 1, 2007, we entered into an agreement with an investment fund sponsored by Trammell Crow Company ( Trammell Crow ) pursuant to which Trammell Crow agreed to acquire our corporate campus for a purchase price of approximately \$60 million, subject to certain adjustments. During the nine months ended



**HealthSouth Corporation and Subsidiaries**

**Notes to Condensed Consolidated Financial Statements**

September 30, 2007, we wrote the long-lived assets associated with our corporate campus down by \$14.5 million to their estimated fair value based on the estimated net proceeds we expected to receive from this sale.

The agreement to sell our corporate campus to Trammell Crow was terminated on August 7, 2007, pursuant to an opt-out provision in the agreement. The Company is considering various alternatives for its corporate campus, recognizing the current downturn in credit markets and its potential impact on any sale transaction.

***Subsequent Event Retirement of Shares***

As discussed in Note 10, *Contingencies*, in November 2006, we received 723,921 shares of our common stock with a market value of approximately \$14.8 million from Richard M. Scrushy, our former chairman and chief executive officer, in partial payment for a summary judgment against Mr. Scrushy on a claim for the restitution of incentive bonuses Mr. Scrushy received for years 1996 through 2002. These shares are included in *Treasury stock* in our condensed consolidated balance sheets as of September 30, 2007 and December 31, 2006. On November 1, 2007, our board of directors approved the retirement of these shares.

***Recent Accounting Pronouncements***

Since the filing of our 2006 Annual Report on Form 10-K (the 2006 Form 10-K), we do not believe any recently issued, but not yet effective, accounting standards will have a material effect on our consolidated financial position, results of operations, or cash flows.

**2. Liquidity:**

During the second and third quarters of 2007, we used the net proceeds from the divestiture of our surgery centers, outpatient, and diagnostic divisions to pay down debt. As a result of these transactions, our total debt outstanding has decreased from \$3.4 billion as of December 31, 2006 to \$2.4 billion as of September 30, 2007. However, we remain highly leveraged.

In October 2007, we used approximately \$405 million of our \$440 million income tax recovery from the Internal Revenue Service (the IRS) (See Note 5, *Long-term Debt*, and Note 7, *Income Taxes*) to pay down amounts outstanding under our Credit Agreement. Also in October 2007, we used available cash to redeem approximately \$19 million of our 10.75% Senior Notes due 2016.

Approximately \$115.0 million of our \$2.4 billion of long-term debt outstanding as of September 30, 2007 represents amounts drawn under our \$400 million revolving credit facility (excluding approximately \$121.3 million utilized under the revolving letter of credit subfacility). Amounts were drawn from the revolving credit facility primarily due to the timing of interest payments and government settlement payments (as discussed in Note 9, *Settlements*), as well as the redemption of a portion of our 10.75% Senior Notes due 2016 (as discussed in Note 5, *Long-term Debt*). As of October 31, 2007, we had \$22 million drawn under our revolving credit facility. Based on our current borrowing capacity and leverage ratio required under our Credit Agreement, we do not believe there is significant risk in our ability to make additional draws under our revolving credit facility, if needed.

We have scheduled payments of \$6.5 million and \$71.5 million in the remainder of 2007 and 2008, respectively, related to long-term debt obligations (see Note 5, *Long-term Debt*). In addition to debt service, we expect to make the final payment of \$21.9 million for the Medicare Program Settlement in December 2007, and we made the final \$25.0 million payment related to our SEC Settlement in October 2007 (See Note 22, *Medicare Program Settlement*, and Note 23, *SEC Settlement*, to the consolidated financial statements included in our March 2007 Form 8-K). Once these settlement payments are behind us, we will be able to redirect our operating cash elsewhere in the Company.

The biggest risk relating to our high leverage is the possibility that a substantial down-turn in operating earnings could impair our ability to comply with the financial covenants contained within our Credit Agreement. If we anticipated a potential covenant violation, we would seek relief from our lenders, which would have some cost to





**HealthSouth Corporation and Subsidiaries****Notes to Condensed Consolidated Financial Statements**

us, and such relief might not be on terms as favorable to those in our existing Credit Agreement. A default due to violation of the covenants contained within our Credit Agreement could require us to immediately repay all amounts then outstanding under the Credit Agreement. See Note 1, *Summary of Significant Accounting Policies*, to the consolidated financial statements included in our March 2007 Form 8-K for a discussion of risks and uncertainties facing us. Changes in our business or other factors may occur that might have a material adverse impact on our financial position, results of operations, and cash flows.

**3. Guarantees:**

In conjunction with the sale of certain facilities, including the sale of our surgery centers, outpatient, and diagnostic divisions in the second and third quarters of 2007, HealthSouth assigned, or remained as a guarantor on, the leases of certain properties and equipment to certain purchasers and, as a condition of the lease, agreed to act as a guarantor of the purchaser's performance on the lease. HealthSouth also remained as a guarantor to certain purchase and servicing contracts that were assigned to the buyer of our diagnostic division in connection with the sale. Should the purchaser fail to pay the obligations due on these leases or contracts, the lessor or vendor would have contractual recourse against us.

As of September 30, 2007, we were secondarily liable for 202 such guarantees. The remaining terms of these guarantees range from 1 month to 141 months. If we were required to perform under all such guarantees, the maximum amount we would be required to pay approximates \$138.9 million.

We have not recorded a liability for these guarantees, as we do not believe it is probable we will have to perform under these agreements. If we are required to perform under these guarantees, we could potentially have recourse against the purchaser for recovery of any amounts paid. In addition, the purchasers of our surgery centers, outpatient, and diagnostic divisions have agreed to seek releases from the lessors and vendors in favor of HealthSouth with respect to the guarantee obligations associated with these divestitures. To the extent the purchasers of these divisions are unable to obtain releases for HealthSouth, the purchasers have agreed to indemnify HealthSouth for damages incurred under the guarantee obligations, if any.

These guarantees are not secured by any assets under the agreements. As of September 30, 2007, we have not been required to perform under any such guarantees.

**4. Investment in and Advances to Nonconsolidated Affiliates:**

*Investment in and advances to nonconsolidated affiliates* represents our investment in 19 partially owned subsidiaries, of which 13 are general or limited partnerships, limited liability companies, or joint ventures in which HealthSouth or one of our subsidiaries is a general or limited partner, managing member, member, or venturer, as applicable. We do not control these affiliates, but have the ability to exercise significant influence over the operating and financial policies of certain of these affiliates. Our ownership percentages in these affiliates range from 4% to 51%. We account for these investments using the cost and equity methods of accounting.

The following summarizes the combined results of operations of our equity method affiliates (on a 100% basis, in millions):

|                                   | <b>Three Months Ended<br/>September 30,</b> |             | <b>Nine Months Ended<br/>September 30,</b> |             |
|-----------------------------------|---|-------------|--|-------------|
|                                   | <b>2007</b>                                 | <b>2006</b> | <b>2007</b>                                | <b>2006</b> |
| Net operating revenues            | \$ 15.8                                     | \$ 14.7     | \$ 48.4                                    | \$ 45.3     |
| Operating expenses                | (10.1)                                      | (9.8)       | (31.3)                                     | (29.8)      |
| Income from continuing operations | 5.7   | 4.9         | 17.1                                       | 15.5        |
| Net income                        | 5.4   | 4.6         | 16.5                                       | 14.4        |



## HealthSouth Corporation and Subsidiaries

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During the third quarter of 2007, we sold our remaining investment in Source Medical Solutions, Inc. ( Source Medical ) to Source Medical and recorded a gain on sale of approximately \$8.6 million. This gain is included in *Other income* in our condensed consolidated statements of operations and comprehensive income (loss) for the three and nine months ended September 30, 2007. See Note 8, *Investment in and Advances to Nonconsolidated Affiliates*, to the financial statements included in our March 2007 Form 8-K for more information on Source Medical. As a result of this transaction, we have no further affiliation or material related party contracts with Source Medical.

**5. Long-term Debt:**

Our long-term financing obligations outstanding consist of the following (in millions):

|  | <b>September 30,<br/>2007</b> | <b>December 31,<br/>2006</b> |
|--|-------------------------------|------------------------------|
| Advances under \$400 million revolving credit facility                 | \$ 115.0                      | \$ 170.0                     |
| Term Loan Facility   | 1,152.0                       | 2,039.8                      |
| Bonds Payable  |                               |                              |
| 7.000% Senior Notes due 2008   | 5.0                           | 5.0                          |
| 10.750% Senior Subordinated Notes due 2008                             | 30.3                          | 30.2                         |
| 8.500% Senior Notes due 2008   | 9.4                           | 9.4                          |
| 8.375% Senior Notes due 2011   | 0.3                           | 0.3                          |
| 7.625% Senior Notes due 2012   | 1.5                           | 1.5                          |
| Floating Rate Senior Notes due 2014                                    | 375.0                         | 375.0                        |
| 10.75% Senior Notes due 2016   | 584.6                         | 615.9                        |
| Notes payable to banks and others at interest rates from 9.8% to 12.9% | 4.7                           | 5.0                          |
| Capital lease obligations  | 115.0                         | 124.6                        |
|  | 2,392.8                       | 3,376.7                      |
| Less: Current portion  | (40.9)                        | (33.6)                       |
| Long-term debt, net of current portion                                 | \$ 2,351.9                    | \$ 3,343.1                   |

For a description of our indebtedness, see Note 9, *Long-term Debt*, to the consolidated financial statements included in our March 2007 Form 8-K.

The following chart shows scheduled principal payments due on long-term debt for the next five years and thereafter (in millions):

|                                     | <b>Face Amount</b> | <b>Net Amount</b> |
|-------------------------------------|--------------------|-------------------|
| October 1 through December 31, 2007 | \$ 6.5             | \$ 6.3            |
| 2008                                | 71.5               | 70.9              |
| 2009                                | 28.4               | 27.7              |
| 2010                                | 28.8               | 28.1              |
| 2011                                | 24.6               | 23.7              |
| 2012                                | 137.7              | 136.8             |
| Thereafter                          | 2,103.5            | 2,099.3           |
| Total                               | \$ 2,401.0         | \$ 2,392.8        |

As discussed in Note 1, *Basis of Presentation*, we closed the transaction to sell our outpatient division to Select Medical on May 1, 2007. During the second quarter of 2007, we used approximately \$212 million of the net proceeds from this transaction to reduce debt outstanding under our Credit Agreement.

As also discussed in Note 1, *Basis of Presentation*, we closed the transaction to sell our surgery centers division to an affiliate of TPG on June 29, 2007. During the second quarter of 2007, we used approximately \$873 million of the net proceeds from this transaction to reduce debt outstanding under our Credit Agreement.



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**Notes to Condensed Consolidated Financial Statements**

As also discussed in Note 1, *Basis of Presentation*, we closed the transaction to sell our diagnostic division to The Gores Group on July 31, 2007. During the third quarter of 2007, we used approximately \$40 million of the net proceeds from this transaction to reduce debt outstanding under our Credit Agreement.

As a result of the above pre-payments under our Credit Agreement, the quarterly installments due on our Term Loan Facility (as defined in Note 9, *Long-term Debt*, to the consolidated financial statements included in our March 2007 Form 8-K) were reduced from approximately \$5.1 million to approximately \$2.9 million, with the balance payable upon the final maturity of the Term Loan Facility in 2013.

During the third quarter of 2007, we used available cash and borrowings on our revolving credit facility to redeem approximately \$32 million of our 10.75% Senior Notes due 2016.

As a result of the pre-payments to our Credit Agreement and 10.75% Senior Notes due 2016 discussed above, we allocated a portion of the debt discounts and fees associated with these agreements to the debt that was extinguished and wrote off debt discounts and fees totaling approximately \$2.2 million and \$19.9 million to *Loss on early extinguishment of debt* during the three and nine months ended September 30, 2007, respectively.

As discussed in Note 7, *Income Taxes*, we received approximately \$440 million of federal income tax refunds, including interest, from the IRS in October 2007. We used approximately \$405 million of these income tax refunds to reduce debt outstanding under our Credit Agreement, with the remainder used to pay expenses incurred to obtain the income tax refund and for other general corporate purposes. As a result of this pre-payment, the quarterly installments due on our Term Loan Facility were reduced from approximately \$2.9 million (as of September 30, 2007) to approximately \$2.3 million, with the balance payable upon the final maturity of the Term Loan Facility in 2013. Also as a result of this pre-payment, we will allocate a portion of the loan fees associated with our Credit Agreement to the debt that was extinguished and will write off loan fees totaling approximately \$5.4 million to *Loss on early extinguishment of debt* during the fourth quarter of 2007.

In addition, during October 2007, we used available cash to redeem an additional \$19 million of our 10.75% Senior Notes due 2016. The write-off of bond discounts and fees associated with this redemption will not be material to our financial position, results of operations, or cash flows.

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Due to the requirements under our Credit Agreement to use the net proceeds from each divestiture (as discussed in Note 1, *Basis of Presentation*) to repay obligations outstanding under our Credit Agreement, and in accordance with the guidance in Emerging Issues Task Force Issue No. 87-24, *Allocation of Interest to Discontinued Operations*, we allocated the interest expense on the debt that is required to be repaid as a result of the disposal transactions to discontinued operations in all periods presented. The following table provides information regarding our total *Interest expense and amortization of debt discounts and fees* presented in our condensed consolidated statements of operations and comprehensive income (loss) for both continuing and discontinued operations (in millions):

|  | Three Months Ended    |         | Nine Months Ended     |          |
|--|-----------------------|---------|-----------------------|----------|
|  | September 30,<br>2007 | 2006    | September 30,<br>2007 | 2006     |
| Continuing operations:   |                       |         |                       |          |
| Interest expense   | \$ 58.4               | \$ 54.8 | \$ 171.8              | \$ 160.5 |
| Amortization of debt discounts   | 0.2                   | 0.1     | 0.4                   | 1.2      |
| Amortization of consent fees/bond issue costs  | 0.5                   | 0.6     | 1.5                   | 5.8      |
| Amortization of loan fees  | 1.1                   | 1.3     | 4.2                   | 9.3      |
| Total interest expense and amortization of debt discounts and fees for continuing operations | 60.2                  | 56.8    | 177.9                 | 176.8    |
| Discontinued operations:   |                       |         |                       |          |
| Interest expense   | 0.7                   | 26.2    | 45.3                  | 75.8     |
| Total interest expense for discontinued operations   | 0.7                   | 26.2    | 45.3                  | 75.8     |
| Total interest expense and amortization of debt discounts and fees                           | \$ 60.9               | \$ 83.0 | \$ 223.2              | \$ 252.6 |

On March 12, 2007, we announced that we had amended our existing Credit Agreement to lower the applicable interest rates and modify certain other covenants. The amendment and related supplement reduced the interest rate on our Term Loan Facility to LIBOR plus 2.5% (formerly LIBOR plus 3.25%), as well as reduced the applicable participation rate on the \$100 million synthetic letter of credit facility to 2.5% (formerly 3.25%). The amendment also gave us the appropriate approvals required for our divestiture activities.

Per the underlying swap agreement, the notional amount of our interest rate swap was scheduled to be reduced from \$1.9 billion to \$1.1 billion in March 2008. However, due to the pre-payments discussed above and current market conditions, we decreased the notional amount of our interest rate swap to \$1.1 billion in October 2007. Fees associated with this transaction were not material to our results of operations, financial position, or cash flows. See Part I, Item 3, *Quantitative and Qualitative Disclosures About Market Risk*, for additional information.

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**6. Assets Held for Sale and Results of Discontinued Operations:**

For the two hospitals and entity identified during the three months ended September 30, 2007 that met the requirements of FASB Statement No. 144, we reclassified our condensed consolidated balance sheet as of December 31, 2006 to show the assets and liabilities of those facilities as held for sale. We also reclassified our condensed consolidated statements of operations and comprehensive income (loss) for the three and nine months ended September 30, 2006 and our condensed consolidated statement of cash flows for the nine months ended September 30, 2006 to show the results of those hospitals as discontinued operations. The operating results of discontinued operations, including the allocation of \$0.3 million and \$23.6 million of interest expense for the three months ended September 30, 2007 and 2006, respectively, and \$43.3 million and \$65.8 million of interest expense for the nine months ended September 30, 2007 and 2006, respectively, (as discussed in Note 5, *Long-term Debt*), are as follows (in millions):

|  | Three Months Ended |           | Nine Months Ended |            |
|--|--------------------|-----------|-------------------|------------|
|  | September 30,      |           | September 30,     |            |
|  | 2007               | 2006      | 2007              | 2006       |
| Net operating revenues                                 | \$ 41.2            | \$ 331.8  | \$ 603.3          | \$ 1,050.3 |
| Costs and expenses                                     | 36.4               | 349.9     | 574.6             | 1,075.8    |
| Impairments  | 1.3                | 0.2       | 37.2              | 6.9        |
| Income (loss) from discontinued operations             | 3.5                | (18.3)    | (8.5)             | (32.4)     |
| Gain on disposal of assets of discontinued operations  | 1.6                | 4.6       | 3.1               | 9.3        |
| Gain on divestiture of divisions                       | 40.4               |           | 443.6             |            |
| Income tax (expense) benefit                           | (7.9)              | (4.3)     | 37.5              | (12.3)     |
| Income (loss) from discontinued operations, net of tax | \$ 37.6            | \$ (18.0) | \$ 475.7          | \$ (35.4)  |

As discussed in Note 10, *Contingencies*, we have recorded charges related to ongoing negotiations with certain of our subsidiary partnerships related to the restatement of their historical financial statements. The portion of these charges that is attributable to partnerships of our surgery centers division has been included in our results of discontinued operations. No charges were made to partnerships in our outpatient or diagnostic divisions during the periods presented. We have and may continue to incur additional charges related to these ongoing negotiations with our partners and former partners.

As discussed in Note 1, *Summary of Significant Accounting Policies*, to the consolidated financial statements included in our March 2007 Form 8-K, we insure a substantial portion of our professional liability, general liability, and workers' compensation risks through a self-insured retention program underwritten by HCS, which we fund annually. Expenses for retained professional and general liability risks and workers' compensation risks associated with our surgery centers, outpatient, and diagnostic divisions have been included in our results of discontinued operations.

The income tax benefit of our results of discontinued operations for the nine months ended September 30, 2007 is comprised primarily of (1) \$61.8 million related to the reversal upon sale of deferred tax liabilities arising from indefinite-lived intangible assets of our surgery centers division and (2) \$22.7 million of expense attributable to the utilization of the 2007 loss from continuing operations.

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Assets and liabilities held for sale consist of the following (in millions):

|  | <b>September 30,<br/>2007</b> | <b>December 31,<br/>2006</b> |
|--|-------------------------------|------------------------------|
| Assets:  |                               |                              |
| Cash and cash equivalents                                    | \$ 1.2                        | \$ 14.4                      |
| Current portion of restricted cash                           | 4.7                           | 43.2                         |
| Accounts receivable, net                                     | 7.8                           | 160.5                        |
| Other current assets   | 10.5                          | 15.4                         |
| Total current assets   | 24.2                          | 233.5                        |
| Property and equipment, net                                  | 19.2                          | 288.2                        |
| Goodwill   | 58.5                          | 490.9                        |
| Intangible assets, net                                       | 2.8                           | 25.8                         |
| Other long-term assets                                       | 7.4                           | 29.5                         |
| Total long-term assets                                       | 87.9                          | 834.4                        |
| Total assets   | \$ 112.1                      | \$ 1,067.9                   |
| Liabilities:   |                               |                              |
| Current portion of long-term debt                            | \$ 0.4                        | \$ 3.4                       |
| Accounts payable   | 2.9                           | 39.4                         |
| Accrued expenses and other current liabilities               | 19.2                          | 86.3                         |
| Deferred amounts related to sale of surgery centers division | 66.3                          |                              |
| Refunds due patients and other third-party payors            | 45.9                          | 88.9                         |
| Total current liabilities                                    | 134.7                         | 218.0                        |
| Long-term debt, net of current portion                       | 3.7                           | 22.2                         |
| Other long-term liabilities                                  | 2.9                           | 18.4                         |
| Total long-term liabilities                                  | 6.6                           | 40.6                         |
| Total liabilities  | \$ 141.3                      | \$ 258.6                     |

*Refunds due patients and other third-party payors* consist primarily of overpayments received from our patients and other third-party payors. In instances where we are unable to determine the party due the refund, these amounts can become subject to escheat property laws and payable to various tax jurisdictions. These liabilities remained with HealthSouth after each transaction closed. We are negotiating the settlement of these amounts with third-party payors and various tax jurisdictions. The result of these ongoing settlement negotiations may impact the carrying value of these liabilities, and the resulting cash obligation, if any.

Our condensed consolidated financial statements include all assets, liabilities, revenues, and expenses of less-than-100%-owned affiliates that we control. Accordingly, we have recorded minority interests in the earnings and equity of such entities. As of September 30, 2007 and December 31, 2006, approximately \$8.8 million and \$183.7 million, respectively, of our consolidated *Minority interest in equity of consolidated affiliates* represent minority interests associated with our surgery centers, outpatient, and diagnostic divisions.

***Surgery Centers Division***

As discussed in Note 1, *Basis of Presentation*, the transaction to sell our surgery centers division to ASC closed on June 29, 2007, other than with respect to certain facilities for which approvals for the transfer to ASC had not yet been received as of such date. The purchase price consisted of cash consideration of \$920 million, subject to certain adjustments, and a contingent option to acquire up to a 5% equity interest in the new company. The net cash proceeds received at closing, after deducting deal and separation costs, purchase price adjustments, and approximately \$15.5 million of debt assumed by ASC, approximated \$860.7 million.

As noted above, the closing of the sale of the surgery centers division occurred on June 29, 2007, other than with respect to certain facilities for which approvals for the transfer to ASC had not yet been received as of such date. In connection with the closing, HealthSouth and ASC agreed, among other things, that HealthSouth would





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retain its ownership interest in certain surgery centers until regulatory approvals for the transfer of such surgery centers to ASC have been received. In that regard, ASC will manage the operations of such surgery centers until such approvals have been received, and HealthSouth and ASC entered into arrangements designed to place them in approximately the same economic position, whether positive or negative, they would have occupied had all regulatory approvals been received prior to closing. Upon receipt of such approvals, HealthSouth's ownership interest in such facilities will be transferred to ASC. No portion of the purchase price was withheld at closing pending the transfer of these facilities. In the event regulatory approval for the transfer of any such facility is not received within one year, HealthSouth would be required to return to ASC a portion of the purchase price allocated to such facility. During the third quarter of 2007, we received approval for the transfer of a portion of these facilities, but others remain pending.

During the third quarter of 2007, we also reached an agreement with certain of our remaining partners to sell an additional facility to ASC. This facility was an opt-out partnership at the time the original transaction closed with ASC. After deducting deal and separation costs, we received approximately \$16.2 million of net cash proceeds in conjunction with the sale of this facility.

The assets and liabilities presented below for the surgery centers division include the assets and liabilities associated with those facilities that had not been transferred as of September 30, 2007, as these assets will not be transferred until approval for such transfer is obtained. As of September 30, 2007, we have deferred approximately \$66.3 million of cash proceeds received at closing associated with these facilities awaiting regulatory approval for the transfer of such facilities to ASC. We will continue to report the results of operations of these facilities in discontinued operations until the transfer of these facilities occurs.

The assets and liabilities of the surgery centers division reported as held for sale consist of the following (in millions):

|  | <b>September 30,<br/>2007</b> | <b>December 31,<br/>2006</b> |       |
|--|-------------------------------|------------------------------|-------|
| Assets:  |                               |                              |       |
| Cash and cash equivalents                                    | \$                            | \$                           | 12.0  |
| Current portion of restricted cash                           | 0.8                           | 31.8                         |       |
| Accounts receivable, net                                     | 1.6                           | 84.5                         |       |
| Other current assets   | 5.2                           | 9.0                          |       |
| Total current assets   | 7.6                           | 137.3                        |       |
| Property and equipment, net                                  | 13.1                          | 181.3                        |       |
| Goodwill   | 48.8                          | 462.5                        |       |
| Intangible assets, net                                       | 1.9                           | 17.8                         |       |
| Other long-term assets                                       | 4.5                           | 24.1                         |       |
| Total long-term assets                                       | 68.3                          | 685.7                        |       |
| Total assets   | \$ 75.9                       | \$                           | 823.0 |
| Liabilities:   |                               |                              |       |
| Current portion of long-term debt                            | \$ 0.4                        | \$                           | 2.2   |
| Accounts payable   | 1.4                           | 22.4                         |       |
| Accrued expenses and other current liabilities               | 4.0                           | 46.8                         |       |
| Deferred amounts related to sale of surgery centers division | 66.3                          |                              |       |
| Refunds due patients and other third-party payors            | 10.7                          | 26.8                         |       |
| Total current liabilities                                    | 82.8                          | 98.2                         |       |
| Long-term debt, net of current portion                       | 2.5                           | 17.9                         |       |
| Other long-term liabilities                                  | 0.3                           | 7.3                          |       |
| Total long-term liabilities                                  | 2.8                           | 25.2                         |       |
| Total liabilities  | \$ 85.6                       | \$                           | 123.4 |

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The operating results of the surgery centers division included in discontinued operations consist of the following (in millions):

|  | Three Months Ended |          | Nine Months Ended |          |
|--|--------------------|----------|-------------------|----------|
|  | September 30,      |          | September 30,     |          |
|  | 2007               | 2006     | 2007              | 2006     |
| Net operating revenues                                       | \$ 12.0            | \$ 180.0 | \$ 375.1          | \$ 566.3 |
| Costs and expenses   | 10.6               | 183.2    | 345.3             | 559.4    |
| Impairments  | 0.8                |          | 3.8               | 1.6      |
| Income (loss) from discontinued operations                   | 0.6                | (3.2)    | 26.0              | 5.3      |
| (Loss) gain on disposal of assets of discontinued operations | (0.1)              | 0.6      | 1.8               | 14.8     |
| Gain on divestiture of division                              | 49.2               |          | 317.8             |          |
| Income tax (expense) benefit                                 | (6.3)              | (3.7)    | 42.2              | (11.5)   |
| Income (loss) from discontinued operations, net of tax       | \$ 43.4            | \$ (6.3) | \$ 387.8          | \$ 8.6   |

As a result of the disposition of our surgery centers division, we recorded a \$329.9 million post-tax gain on disposal in the second quarter of 2007. During the third quarter of 2007, we received approval for the transfer of additional facilities to ASC, and we recorded an additional post-tax gain of \$49.2 million as a result of such transfers. We expect to record an additional post-tax gain of approximately \$12 million to \$22 million once approval is obtained for the facilities that remain pending.

In connection with this divestiture, we entered into a transition services agreement ( TSA ) with ASC whereby we continue to provide back-office services related to the operations of our surgery centers division. These back-office services include certain information technology, accounting and finance, and human resource support services, among others. Services are expected to be provided for periods of up to 12 months, although certain services are subject to short extension periods. ASC compensates us for these services, as outlined in the TSA. Such compensation is not material to either HealthSouth or the operations of the surgery centers division.

**Outpatient Division**

As discussed in Note 1, *Basis of Presentation*, the transaction to sell our outpatient rehabilitation division to Select Medical closed on May 1, 2007, other than with respect to certain facilities for which approvals for the transfer to Select Medical had not yet been received as of such date. In connection with the closing of the sale of this division, we entered into a letter agreement with Select Medical whereby we agreed, among other things, that we would retain certain outpatient facilities until certain state regulatory approvals for the transfer of such facilities to Select Medical have been received. In that regard, we entered into agreements with Select Medical whereby Select Medical will manage certain operations of the applicable facilities until such approvals have been received. Approximately \$24 million of the \$245 million purchase price was withheld pending the transfer of these facilities. The net cash proceeds received at closing, after deducting deal and separation costs, purchase price adjustments, and approximately \$3.2 million of debt assumed by Select Medical, approximated \$200.4 million.

The assets and liabilities presented below for the outpatient division include the assets and liabilities associated with these facilities as part of the outpatient divestiture, as these assets will not be transferred, nor will we receive the sale proceeds, until regulatory approval is obtained. We will continue to report the results of operations of these facilities in discontinued operations until the transfer of these facilities occurs.

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The assets and liabilities of the outpatient division reported as held for sale consist of the following (in millions):

|   | <b>September 30,<br/>2007</b> | <b>December 31,<br/>2006</b> |
|---|-------------------------------|------------------------------|
| Assets:   |                               |                              |
| Cash and cash equivalents                         | \$                            | \$ 0.6                       |
| Accounts receivable, net                          | 1.8                           | 36.9                         |
| Other current assets                              | 3.6                           | 1.5                          |
| Total current assets                              | 5.4                           | 39.0                         |
| Property and equipment, net                       | 1.8                           | 32.7                         |
| Goodwill  | 9.7                           | 28.4                         |
| Intangible assets, net                            | 0.9                           | 3.7                          |
| Other long-term assets                            |                               | 0.3                          |
| Total long-term assets                            | 12.4                          | 65.1                         |
| Total assets                                      | \$ 17.8                       | \$ 104.1                     |
| Liabilities:                                      |                               |                              |
| Current portion of long-term debt                 | \$                            | \$ 0.7                       |
| Accounts payable                                  | 0.1                           | 2.8                          |
| Accrued expenses and other current liabilities    | 7.0                           | 22.8                         |
| Refunds due patients and other third-party payors | 26.1                          | 46.7                         |
| Total current liabilities                         | 33.2                          | 73.0                         |
| Long-term debt, net of current portion            | 1.2                           | 2.2                          |
| Other long-term liabilities                       | 0.2                           | 3.1                          |
| Total long-term liabilities                       | 1.4                           | 5.3                          |
| Total liabilities                                 | \$ 34.6                       | \$ 78.3                      |

The operating results of the outpatient division included in discontinued operations consist of the following (in millions):

|  | <b>Three Months Ended</b> |             | <b>Nine Months Ended</b> |             |
|--|---------------------------|-------------|--------------------------|-------------|
|  | <b>September 30,</b>      |             | <b>September 30,</b>     |             |
|  | <b>2007</b>               | <b>2006</b> | <b>2007</b>              | <b>2006</b> |
| Net operating revenues                                       | \$ 12.7                   | \$ 78.2     | \$ 120.5                 | \$ 253.6    |
| Costs and expenses   | 5.5                       | 79.4        | 106.0                    | 244.7       |
| Impairments  |                           | 0.2         | 0.2                      | 0.5         |
| Income (loss) from discontinued operations                   | 7.2                       | (1.4)       | 14.3                     | 8.4         |
| Gain (loss) on disposal of assets of discontinued operations |                           | 0.4         | (1.3)                    | 0.2         |
| (Loss) gain on divestiture of division                       | (0.4)                     |             | 134.2                    |             |
| Income tax expense   | (3.1)                     | (0.2)       | (7.4)                    | (0.2)       |
| Income (loss) from discontinued operations, net of tax       | \$ 3.7                    | \$ (1.2)    | \$ 139.8                 | \$ 8.4      |

As a result of the disposition of our outpatient division, we recorded a \$134.6 million post-tax gain on disposal during the nine months ended September 30, 2007.

On October 31, 2007, we received approval for the transfer of the remaining facilities to Select Medical, and we received the additional sale proceeds on November 2, 2007. We expect to record an additional post-tax gain of approximately \$10 million to \$15 million in the fourth quarter of 2007 associated with these remaining facilities.



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*Diagnostic Division*

As discussed in Note 1, *Basis of Presentation*, during the second quarter of 2007, we entered into an agreement with The Gores Group to sell our diagnostic division. This transaction closed on July 31, 2007, other than with respect to one facility for which approval for the transfer had not yet been received as of such date. The net cash proceeds received at closing, after deducting deal and separation costs and purchase price adjustments, approximated \$39.7 million.

The assets and liabilities of the diagnostic division reported as held for sale consist of the following (in millions):

|   | <b>September 30,<br/>2007</b> | <b>December 31,<br/>2006</b> |
|---|-------------------------------|------------------------------|
| Assets:   |                               |                              |
| Cash and cash equivalents                         | \$                            | \$ 1.0                       |
| Accounts receivable, net                          |                               | 29.4                         |
| Other current assets                              | 0.7                           | 2.3                          |
| Total current assets                              | 0.7                           | 32.7                         |
| Property and equipment, net                       | 3.8                           | 72.3                         |
| Intangible assets, net                            |                               | 4.2                          |
| Other long-term assets                            | 0.2                           | 3.2                          |
| Total long-term assets                            | 4.0                           | 79.7                         |
| Total assets                                      | \$ 4.7                        | \$ 112.4                     |
| Liabilities:                                      |                               |                              |
| Current portion of long-term debt                 | \$                            | \$ 0.5                       |
| Accounts payable                                  | 0.7                           | 11.5                         |
| Accrued expenses and other current liabilities    | 2.7                           | 9.1                          |
| Refunds due patients and other third-party payors | 8.1                           | 14.3                         |
| Total current liabilities                         | 11.5                          | 35.4                         |
| Long-term debt, net of current portion            |                               | 2.1                          |
| Other long-term liabilities                       | 0.4                           | 4.5                          |
| Total long-term liabilities                       | 0.4                           | 6.6                          |
| Total liabilities                                 | \$ 11.9                       | \$ 42.0                      |

The operating results of the diagnostic division included in discontinued operations consist of the following (in millions):

|   | <b>Three Months Ended</b>     |             | <b>Nine Months Ended</b>      |             |
|---|-------------------------------|-------------|-------------------------------|-------------|
|   | <b>September 30,<br/>2007</b> | <b>2006</b> | <b>September 30,<br/>2007</b> | <b>2006</b> |
| Net operating revenues                                | \$ 13.5                       | \$ 52.1     | \$ 90.2                       | \$ 157.1    |
| Costs and expenses                                    | 14.4                          | 65.4        | 96.6                          | 186.3       |
| Impairments   | 0.5                           |             | 33.2                          | 2.9         |
| Loss from discontinued operations                     | (1.4)                         | (13.3)      | (39.6)                        | (32.1)      |
| Gain on disposal of assets of discontinued operations | 1.5                           | 4.8         | 2.8                           | 2.8         |
| Loss on divestiture of division                       | (8.4)                         |             | (8.4)                         |             |
| Income tax benefit (expense)                          | 1.2                           | (0.3)       | 2.2                           | (0.4)       |
| Loss from discontinued operations, net of tax         | \$ (7.1)                      | \$ (8.8)    | \$ (43.0)                     | \$ (29.7)   |



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During the first quarter of 2007, we wrote the intangible assets and certain long-lived assets of our diagnostic division down to their estimated fair value based on the estimated net proceeds to be received from the divestiture of the division. This charge is included in impairments in the above results of operations of our diagnostic division. As a result of the disposition of our diagnostic division, we recorded an approximate \$8.4 million post-tax loss on disposal in the third quarter of 2007. This loss primarily resulted from working capital adjustments based on the final balance sheet and ongoing negotiations with the buyer related to working capital.

In connection with the divestiture of our diagnostic division, we entered into a TSA with an affiliate of The Gores Group whereby we continue to provide back office services related to the operations of our diagnostic division. These back office services include certain information technology, accounting and finance, and communications support services, among others. We also entered into an agreement whereby an affiliate of The Gores Group provides certain services related to the accounts receivable and other assets and operations that we retained. Services are expected to be provided for periods up to 12 months, although certain services are subject to short extension periods. The compensation we pay and receive related to these services is not material to either HealthSouth or the operations of the diagnostic division.

**7. Income Taxes:**

In the third quarter of 2007, we settled all federal income tax issues outstanding with the IRS for the tax years 1996 through 1999, and the Joint Committee of Congress reviewed and approved the associated tax refunds due to the Company. In October 2007, the Company received a total cash refund of approximately \$440 million, including \$296 million of federal income tax refunds and \$144 million of associated interest. Approximately \$405 million of this federal income tax recovery was used to pay down long-term debt, as discussed in Note 5, *Long-term Debt*. Therefore, in accordance with Accounting Research Bulletin No. 43, *Restatement and Revision of Accounting Research Bulletins*, Chapter 3 Working Capital, we classified \$405 million of this amount in long-term assets in the line entitled *Income tax refund receivable* in our condensed consolidated balance sheet as of September 30, 2007. The remaining \$35 million is included in *Other current assets* in our condensed consolidated balance sheet as of September 30, 2007.

Our *Provision for income tax (benefit) expense* for the three months ended September 30, 2007 includes the following: (1) a current income tax benefit of \$251.0 million, the majority of which is attributable to our settlement of federal income taxes, including interest, for the years 1996 through 1999 in excess of the estimated amounts previously accrued (as discussed above), (2) a current income tax benefit of \$24.4 million due to a change in estimate of the Company's state taxable income due to the IRS adjustments for the 1996 through 1999 period, (3) a current income tax benefit of \$10.4 million attributable to the utilization of the period's pre-tax loss from continuing operations to offset the net gains attributable to the sales of the surgery centers, outpatient, and diagnostic divisions (see Note 6, *Assets Held for Sale and Results of Discontinued Operations*), (4) current income tax expense of \$3.7 million attributable to state income taxes of subsidiaries which have separate state tax filing requirements, income taxes for other subsidiaries that are not included in our federal consolidated income tax return, and federal alternative minimum tax liabilities, and (5) deferred income tax expense of \$1.0 million attributable to subsidiaries that are not included in our federal consolidated income tax return and increases in the basis difference of certain indefinite-lived intangible assets.

Our *Provision for income tax (benefit) expense* for the nine months ended September 30, 2007 includes the following: (1) a current income tax benefit of \$252.8 million, the majority of which is attributable to our settlement of federal income taxes, including interest, for the years 1996 through 1999 in excess of the estimated amounts previously accrued (as discussed above), (2) a current income tax benefit of \$24.4 million due to a change in estimate of the Company's state taxable income due to the IRS adjustments for the 1996 through 1999 period, (3) a current income tax benefit of \$22.7 million attributable to the utilization of the period's pre-tax loss from continuing operations to offset the net gains attributable to the sales of the surgery centers, outpatient, and diagnostic divisions (see Note 6, *Assets Held for Sale and Results of Discontinued Operations*), (4) current income tax expense of \$9.0 million attributable to state income taxes of subsidiaries which have separate state tax filing requirements, income taxes for other subsidiaries that are not included in our federal consolidated income tax return, and federal alternative minimum tax liabilities, and (5) deferred income tax expense of \$2.7 million attributable to subsidiaries



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that are not included in our federal consolidated income tax return and increases in the basis difference of certain indefinite-lived intangible assets.

We have significant federal and state net operating losses. During the second and third quarters of 2007, we utilized a portion of these federal net operating loss carryforwards to offset the gains arising from the sales of the surgery centers and outpatient divisions. We assess the realization of our deferred tax assets quarterly to determine whether an adjustment to our valuation allowance is required. After consideration of all evidence, both positive and negative, management concluded that it is more likely than not that we will not realize a portion of our deferred tax assets. Therefore, a valuation allowance has been established on substantially all of our net deferred tax assets. No valuation allowance has been provided on deferred assets and liabilities attributable to subsidiaries not included within the federal consolidated group.

Excluding the income tax benefit attributable to our settlement with the IRS discussed above and excluding the benefit attributable to the gains on sales discussed above, our *Provision for income tax (benefit) expense* for the same periods of 2006 consisted of the same items of current and deferred taxes. Our *Provision for income tax (benefit) expense* for the nine months ended September 30, 2006 also includes an \$8.3 million deferred income tax expense related to a request we filed for a tax accounting method change in the first quarter of 2006 which accelerated the amortization of certain indefinite-lived assets. This tax accounting method change gave rise to an additional difference between the book and tax bases of the assets effected, and accordingly, resulted in our recording an additional deferred tax liability and deferred tax expense related to these indefinite-lived assets.

We adopted FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes*, on January 1, 2007. As a result of our adoption of FASB Interpretation No. 48, we recognized a \$4.2 million increase to reserves for uncertain tax positions. This increase was accounted for as an addition to *Accumulated deficit* as of January 1, 2007. Including the cumulative effect increase to the reserves for uncertain tax positions, at the beginning of the year, we had approximately \$277.2 million of total gross unrecognized tax benefits, of which approximately \$253.3 million would affect our effective tax rate if recognized. The amount of the unrecognized tax benefits changed significantly during the three and nine months ended September 30, 2007 due to the settlement with the IRS for the tax years 1996 through 1999, as discussed above. Total remaining gross unrecognized tax benefits were \$147.0 million as of September 30, 2007, with \$122.0 million which would affect the Company's effective tax rate.

We continue to actively pursue the maximization of our remaining income tax refund claims. The process of resolving these tax matters with the applicable taxing authorities will continue throughout the remainder of 2007 and 2008, and will likely extend into 2009. Although management believes its estimates and judgments related to these claims are reasonable, depending on the ultimate resolution of these tax matters, actual amounts recovered could differ from management's estimates, and such differences could be material.

Our continuing practice is to recognize interest and/or penalties related to income tax matters in income tax expense. For the three and nine months ended September 30, 2007, we accrued \$125.0 million and \$126.8 million of interest income, respectively, virtually all of which was related to the resolution of the federal income tax issues described above. Total accrued interest income was \$163.5 million and \$36.8 million as of September 30, 2007 and December 31, 2006, respectively.

HealthSouth and its subsidiaries' federal and state income tax returns are periodically examined by various regulatory taxing authorities. In connection with such examinations, we have settled our federal income tax liabilities with the IRS for all tax years through 1999. The IRS initiated its audit of the tax years 2000 through 2003 in September 2007. Amounts related to these tax deficiencies and other contingencies have been considered by management in its estimate of our potential net recovery of prior income taxes. However, at this time, we cannot estimate a range of the reasonably possible change that may occur.

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## 8. Earnings (Loss) per Common Share:

The calculation of earnings (loss) per common share is based on the weighted-average number of our common shares outstanding during the applicable period. The calculation for diluted earnings (loss) per common share recognizes the effect of all dilutive potential common shares that were outstanding during the respective periods, unless their impact would be antidilutive. The following table sets forth the computation of basic and diluted earnings (loss) per common share (in millions, except per share amounts):

|   | Three Months Ended<br>September 30, |           | Nine Months Ended<br>September 30, |            |
|---|-------------------------------------|-----------|------------------------------------|------------|
|   | 2007                                | 2006      | 2007                               | 2006       |
| <b>Basic:</b>   |                                     |           |                                    |            |
| <i>Numerator:</i>   |                                     |           |                                    |            |
| Income (loss) from continuing operations                                  | \$ 250.0                            | \$ (58.1) | \$ 223.5                           | \$ (518.3) |
| Less: Convertible perpetual preferred stock dividends                     | (6.5)                               | (6.5)     | (19.5)                             | (15.7)     |
| Income (loss) from continuing operations available to common shareholders | 243.5                               | (64.6)    | 204.0                              | (534.0)    |
| Income (loss) from discontinued operations, net of tax                    | 37.6                                | (18.0)    | 475.7                              | (35.4)     |
| Net income (loss) available to common shareholders                        | \$ 281.1                            | \$ (82.6) | \$ 679.7                           | \$ (569.4) |
| <i>Denominator:</i>   |                                     |           |                                    |            |
| Basic weighted average common shares outstanding                          | 78.5                                | 79.6      | 78.6                               | 79.5       |
| <i>Basic earnings (loss) per common share:</i>                            |                                     |           |                                    |            |
| Income (loss) from continuing operations available to common shareholders | \$ 3.10                             | \$ (0.81) | \$ 2.60                            | \$ (6.72)  |
| Income (loss) from discontinued operations, net of tax                    | 0.48                                | (0.23)    | 6.05                               | (0.44)     |
| Net income (loss) per share available to common shareholders              | \$ 3.58                             | \$ (1.04) | \$ 8.65                            | \$ (7.16)  |
| <b>Diluted:</b>   |                                     |           |                                    |            |
| <i>Numerator:</i>   |                                     |           |                                    |            |
| Income (loss) from continuing operations                                  | \$ 250.0                            | \$ (58.1) | \$ 223.5                           | \$ (518.3) |
| Income (loss) from discontinued operations, net of tax                    | 37.6                                | (18.0)    | 475.7                              | (35.4)     |
| Net income (loss) available to common shareholders                        | \$ 287.6                            | \$ (76.1) | \$ 699.2                           | \$ (553.7) |
| <i>Denominator:</i>   |                                     |           |                                    |            |
| Diluted weighted average common shares outstanding                        | 91.8                                | 92.9      | 91.9                               | 89.6       |
| <i>Diluted earnings (loss) per common share:</i>                          |                                     |           |                                    |            |
| Income (loss) from continuing operations                                  | \$ 2.72                             | \$ (0.81) | \$ 2.43                            | \$ (6.72)  |
| Income (loss) from discontinued operations, net of tax                    | 0.41                                | (0.23)    | 5.18                               | (0.44)     |
| Net income (loss) available to common shareholders                        | \$ 3.13                             | \$ (1.04) | \$ 7.61                            | \$ (7.16)  |

Diluted earnings per share report the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. These potential shares include dilutive stock options, restricted stock awards, restricted stock units, and convertible perpetual preferred stock. For the three months ended September 30, 2007 and 2006, the number of potential shares approximated 13.3 million in both periods, approximately 13.1 million of which relates to our *Convertible perpetual preferred stock*. For the nine months ended September 30, 2007 and 2006, the number of potential shares approximated 13.3 million and



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10.1 million, respectively. For the three and nine months ended September 30, 2006, including these potential common shares in the denominator resulted in an antidilutive per share amount due to our *Loss from continuing operations available to common shareholders*. Therefore, under the guidance in FASB Statement No. 128, *Earnings per Share*, basic and diluted loss per common share amounts are the same for the three and nine months ended September 30, 2006.

Options to purchase approximately 2.6 million and 3.6 million shares of common stock were outstanding as of September 30, 2007 and 2006, respectively, but were not included in the computation of diluted weighted-average shares because to do so would have been antidilutive.

In January 2004, we repaid our then-outstanding 3.25% Convertible Debentures using the net proceeds of a loan arranged by Credit Suisse First Boston. In connection with this transaction, we issued warrants to the lender to purchase two million shares of our common stock. Each warrant has a term of ten years from the date of issuance and an exercise price of \$32.50 per share. The warrants were not assumed exercised for dilutive shares outstanding because they were antidilutive in the period.

In March 2006, we issued 400,000 shares of convertible perpetual preferred stock as part of a recapitalization of HealthSouth. We use the if-converted method to include the convertible perpetual preferred stock in our computation of diluted earnings per share.

In September 2006, we agreed to issue approximately 5.0 million shares of common stock and warrants to purchase approximately 8.2 million shares of common stock to settle our class action securities litigation. This agreement received final court approval on January 11, 2007. As of September 30, 2007, these shares of common stock and warrants have not been issued and are not included in our basic or diluted common shares outstanding. For additional information, see Note 9, *Settlements*.

**9. Settlements:**

***Medicare Program Settlement***

Under the terms of our settlement with the United States, which is described in Note 22, *Medicare Program Settlement*, to the consolidated financial statements accompanying our March 2007 Form 8-K, we agreed to make cash payments to the United States in the aggregate amount of \$325 million, plus accrued interest from November 4, 2004 at an annual rate of 4.125%. Through September 30, 2007, we have made payments of approximately \$303.1 million (excluding interest), with the remaining balance of \$21.9 million (excluding interest) due in December 2007. As of September 30, 2007 and December 31, 2006, approximately \$21.9 million and \$86.7 million, respectively, of the cash settlement amount are included in *Government, class action, and related settlements* in our condensed consolidated balance sheets.

***SEC Settlement***

Under the terms of our settlement with the SEC, which is described in Note 23, *SEC Settlement*, to the consolidated financial statements accompanying our March 2007 Form 8-K, we agreed to pay a \$100 million civil penalty and disgorgement of \$100 to the SEC in the following installments: \$12,500,100 by October 15, 2005; \$12.5 million by April 15, 2006; \$25.0 million by October 15, 2006; \$25.0 million by April 15, 2007; and \$25.0 million by October 15, 2007. As of the date of the filing of this report, we have made all of these payments in accordance with the above payment schedule. Payments that were due under the SEC Settlement as of September 30, 2007 and December 31, 2006 are included in *Government, class action, and related settlements* in our condensed consolidated balance sheets. The plan for distribution of the fund created by our payments under the SEC Settlement (the Disgorgement Fund ) is discussed below in connection with the settlement fund relating to the Consolidated Securities Action (as defined in our March 2007 Form 8-K).

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***Securities Litigation Settlement***

In February 2006, we announced that we had reached a preliminary agreement in principle with the lead plaintiffs in the Stockholder Securities Action, the Bondholder Securities Action, and the derivative litigation (as defined in Note 24, *Securities Litigation Settlement*, to the consolidated financial statements accompanying our March 2007 Form 8-K), as well as with our insurance carriers to settle claims filed in those actions against us and many of our former directors and officers. In September 2006, the plaintiffs in the Stockholder Securities Action and the Bondholder Securities Action, HealthSouth, and certain individual former HealthSouth employees and board members entered into and filed a stipulation of partial settlement of this litigation. We also entered into definitive agreements with the lead plaintiffs in these actions and the derivative actions, as well as certain of our insurance carriers, to settle the litigation. In September 2006, the U.S. District Court entered an order preliminarily approving the stipulation and settlement. Following a period to allow class members to opt out of the settlement and for objections to the settlement to be lodged, the U.S. District Court held a hearing in January 2007 and determined that the proposed settlement is fair, reasonable, and adequate to the class members and that it should receive final approval. Individual class members representing approximately 205,000 shares of common stock and one bondholder whose bonds have a face value of \$1.5 million elected to be excluded from the settlement. The order approving the settlement bars claims by the non-settling defendants arising out of or relating to the Stockholder Securities Action, the Bondholders Securities Action, and the derivative litigation but does not prevent other security holders excluded from the settlement from asserting claims directly against HealthSouth.

Under the terms of our securities litigation settlement, which is described in more detail in Note 24, *Securities Litigation Settlement*, to the consolidated financial statements accompanying our March 2007 Form 8-K, federal securities and fraud claims brought in the Consolidated Securities Action against us and certain of our former directors and officers were settled in exchange for aggregate consideration of \$445 million, consisting of HealthSouth common stock and warrants valued at \$215 million and cash payments by HealthSouth's insurance carriers of \$230 million. In addition, the settlement agreements provided that the plaintiffs in the Stockholder Securities Action and the Bondholder Securities Action will receive 25% of any net recoveries from future judgments obtained by us or on our behalf with respect to certain claims against Richard M. Scrushy, our former chairman and chief executive officer (excluding the \$48 million judgment against Mr. Scrushy on January 3, 2006, as discussed in Note 25, *Contingencies and Other Commitments*, to the consolidated financial statements accompanying our March 2007 Form 8-K), Ernst & Young LLP, our former auditor, and UBS, our former primary investment bank, each of which remains a defendant in the derivative actions as well as the Consolidated Securities Action. Mr. Scrushy has appealed one provision of the bar order, which is a component of the settlement, and that appeal remains pending before the Eleventh Circuit Court of Appeals. The settlement is subject to the satisfaction of a number of conditions, including a favorable resolution of any appeal. The settlement was also conditioned upon the approval of bar orders in the derivative litigation by the Alabama Circuit Court that would, among other things, preclude certain claims by the non-settling co-defendants against HealthSouth and the insurance carriers relating to matters covered by the settlement. As more fully described in Note 10, *Contingencies*, that approval was obtained on January 11, 2007. The settlement agreements also required HealthSouth to indemnify the settling insurance carriers, to the extent permitted by law, for any amounts that they are legally obligated to pay to any non-settling defendants. As of September 30, 2007, we have not recorded a liability regarding these indemnifications, as we do not believe it is probable we will have to perform under the indemnification portion of these settlement agreements and any amount we would be required to pay is not estimable at this time.

The fund of common stock, warrants, and cash created by settlement of the Consolidated Securities Action (the Settlement Fund) and the Disgorgement Fund were the subject of a joint order entered in the United States District Court for the Northern District of Alabama on October 3, 2007. The order approved the form and manner of notice, to be provided to potential claimants of the Settlement Fund and the Disgorgement Fund, regarding the proposed plan of allocation in the Consolidated Securities Action and the distribution plan under the SEC Settlement. Pursuant to the order, eligible claimants may file objections to the plan of allocation in the Consolidated Securities Action or the distribution plan under the SEC Settlement on or before December 15, 2007. The court has scheduled a joint fairness hearing, to be held on February 7, 2008, to determine whether to approve the proposed

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plans. Unless the court orders otherwise, all claims to distributions from the Settlement Fund or the Disgorgement Fund must be submitted by February 28, 2008, in accordance with the forms and procedures approved in the order.

Despite approval of the securities class action settlement, there are class members who have elected to opt out of the securities class action settlement and pursue claims individually. In addition, AIG Global Investment Corporation (AIG), which failed to opt out of the class settlement on a timely basis, has requested that the court allow it to opt out despite missing the district court's deadline. In the court's Partial Final Judgment and Order of Dismissal with Prejudice dated January 11, 2007, the court found that allowing AIG to opt out after the deadline would result in serious prejudice to us and denied AIG's request for an expansion of time to opt out. On January 26, 2007, AIG moved for reconsideration of the court's decision on this issue. On March 22, 2007, the district court denied AIG's motion for reconsideration. On April 17, 2007, AIG filed a notice of appeal with the Eleventh Circuit Court of Appeals, and that appeal remains pending. If the appellate court were to reverse the district court's denial of AIG's motions and allow AIG to opt out despite missing the deadline, AIG would likely bring individual claims alleging substantial damages relating to the purchase by AIG and its affiliates of HealthSouth bonds. If AIG is not successful with an appeal of that denial, AIG's individual claims would be precluded by the securities class action settlement.

We recorded a charge of \$215.0 million as *Government, class action, and related settlements expense* in our 2005 consolidated statement of operations. During the fourth quarter of 2006, we reduced our liability for this settlement by approximately \$31.2 million based on the value of our common stock and the associated common stock warrants on the date the order granting court approval was entered. During the three and nine months ended September 30, 2007, we reduced our liability for this settlement by an additional \$5.9 million and \$55.0 million, respectively, based on the value of our common stock and the associated common stock warrants at quarter end. The corresponding liability of \$128.8 million and \$183.8 million as of September 30, 2007 and December 31, 2006, respectively, is included in *Government, class action, and related settlements* in our condensed consolidated balance sheets. The charge for this settlement will be revised in future periods to reflect additional changes in the fair value of the common stock and warrants until they are issued.

In addition, *Government, class action, and related settlements* in our condensed consolidated balance sheets also includes a liability in the amount of \$230.0 million in order to state the total liability related to the securities litigation settlement at the aggregate value of the consideration to be exchanged—the securities to be issued by us and the cash to be paid by the insurers. The related receivable from our insurers in the amount of \$230.0 million is included in our condensed consolidated balance sheets as *Insurance recoveries receivable*.

***Insurance Coverage Litigation***

In 2003, approximately 14 insurance companies filed complaints in state and federal courts in Alabama, Delaware, and Georgia alleging that the insurance policies issued by those companies to us and/or some of our directors and officers should be rescinded on grounds of fraudulent inducement. The complaints also sought a declaration that we and/or some of our current and former directors and officers are not covered under various insurance policies. These lawsuits challenged the majority of our director and officer liability policies, including our primary director and officer liability policy in effect for the claims at issue. Actions filed by insurance companies in the United States District Court for the Northern District of Alabama were consolidated for pretrial and discovery purposes under the caption *In re HealthSouth Corp. Insurance Litigation*, Consolidated Case No. CV-03-BE-1139-S. Four lawsuits filed by insurance companies in the Circuit Court of Jefferson County, Alabama were consolidated with the *Tucker* case for discovery and other pretrial purposes. Cases related to insurance coverage that were filed in Georgia and Delaware have been dismissed. We filed counterclaims against a number of the plaintiffs in these cases alleging, among other things, bad faith for wrongful failure to provide coverage.

On September 26, 2006, in connection with the settlement of the Consolidated Securities Action and derivative litigation, we executed a settlement agreement with the insurers that is substantively consistent with the preliminary agreement in principle reached in February 2006. The settlement agreement also requires HealthSouth to indemnify the settling insurance carriers, to the extent permitted by law, for any amounts they are legally obligated to pay to any non-settling defendants.

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***Non-Prosecution Agreement***

On May 17, 2006, we announced that we reached a non-prosecution agreement (the Non-Prosecution Agreement ) with the United States Department of Justice (the DOJ ) with respect to the accounting fraud committed by members of our former management. We pledged to continue our cooperation with the DOJ and paid \$3.0 million to the U.S. Postal Inspection Services Consumer Fraud Fund during the second quarter of 2006 in connection with the execution of the Non-Prosecution Agreement. This payment was recorded in *Government, class action, and related settlements expense* in our condensed consolidated statement of operations and comprehensive income (loss) for the nine months ended September 30, 2006.

Notwithstanding the foregoing, the DOJ has reserved the right to prosecute us for any crimes committed by our employees if we violate the terms of the Non-Prosecution Agreement. The Non-Prosecution Agreement expires on May 17, 2009.

**10. Contingencies:**

***Significant Legal Proceedings***

We operate in a highly regulated and litigious industry. As a result, various lawsuits, claims, and legal and regulatory proceedings have been and can be expected to be instituted or asserted against us. The resolution of any such lawsuits, claims, or legal and regulatory proceedings could materially and adversely affect our results of operations and financial position in a given period.

***Securities Litigation***

See Note 9, *Settlements*, of these condensed consolidated financial statements and Note 24, *Securities Litigation Settlement*, to the consolidated financial statements accompanying our March 2007 Form 8-K for a discussion of the settlement entered into with the lead plaintiffs in certain securities actions.

On November 24, 2004, an individual securities fraud action captioned *Burke v. HealthSouth Corp., et al.*, 04-B-2451 (OES), was filed in the United States District Court of Colorado against us, some of our former directors and officers, and our former auditor. The complaint makes allegations similar to those in the Consolidated Securities Action, as defined in Note 24, *Securities Litigation Settlement*, to the consolidated financial statements accompanying our March 2007 Form 8-K, and asserts claims under the federal securities laws and Colorado state law based on plaintiff's alleged receipt of unexercised options and his open-market purchases of our stock. By order dated May 3, 2005, the action was transferred to the United States District Court for the Northern District of Alabama, where it remains pending. The plaintiff in this case has not opted out of the Consolidated Securities Action settlement discussed in Note 9, *Settlements*. Although the deadline for opting out in the Consolidated Securities Action has passed, if the *Burke* action resumes, we will continue to vigorously defend ourselves in this case. However, based on the stage of litigation, and review of the current facts and circumstances, we are unable to determine an amount of loss or range of possible loss that might result from an adverse judgment or a settlement of this case should litigation continue or whether any resultant liability would have a material adverse effect on our financial position, results of operations, or cash flows.

***Derivative Litigation***

Between 1998 and 2004, a number of lawsuits purporting to be derivative actions (*i.e.*, lawsuits filed by shareholder plaintiffs on our behalf) were filed in several jurisdictions, including the Circuit Court for Jefferson County, Alabama, the Delaware Court of Chancery, and the United States District Court for the Northern District of Alabama. All derivative complaints filed in the Circuit Court of Jefferson County, Alabama since 2002 have been consolidated and stayed in favor of the first-filed action captioned *Tucker v. Scrushy*, CV-02-5212, filed August 28, 2002. The *Tucker* complaint names as defendants a number of former HealthSouth officers and directors. *Tucker* also asserts claims on our behalf against Ernst & Young LLP, UBS Group, UBS Investment Bank, and UBS Securities, LLC, as well as against MedCenterDirect.com ( MCD ), Source Medical, Capstone Capital Corp.,

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Healthcare Realty Trust, and G.G. Enterprises. Two derivative lawsuits filed in the United States District Court for the Northern District of Alabama were consolidated under the caption *In re HealthSouth Corp. Derivative Litigation*, CV-02-BE-2565. The court stayed further action in this federal consolidated action in deference to litigation filed in state courts in Alabama and Delaware. Two derivative lawsuits filed in the Delaware Court of Chancery were consolidated under the caption *In re HealthSouth Corp. Shareholders Litigation*, Consolidated Case No. 19896. Plaintiffs' counsel in this litigation and in *Tucker* agreed to litigate all claims asserted in those lawsuits in the *Tucker* litigation, except for claims relating to an agreement to retire a HealthSouth loan to Richard M. Scrushy with shares of our stock (the Buyback Claim). On November 24, 2003, the court granted the plaintiffs' motion for summary judgment on the Buyback Claim and rescinded the retirement of Scrushy's loan. The court's judgment was affirmed on appeal. We have collected a judgment of \$12.5 million, net of attorneys' fees awarded by the court. See also Note 13, *Shareholders' Deficit*, to the consolidated financial statements accompanying our March 2007 Form 8-K.

When originally filed, the primary allegations in the *Tucker* case involved self-dealing by Mr. Scrushy and other insiders through transactions with various entities allegedly controlled by Mr. Scrushy. The complaint was amended four times to add additional defendants and include claims of accounting fraud, improper Medicare billing practices, and additional self-dealing transactions. On January 3, 2006, the Alabama Circuit Court in the *Tucker* case granted the plaintiff's motion for summary judgment against Mr. Scrushy on a claim for the restitution of incentive bonuses Scrushy received for years 1996 through 2002. Including pre-judgment interest, the court's total award was approximately \$48 million, which amount was affirmed by the Alabama Supreme Court on August 25, 2006. The judgment does not resolve other claims brought by the plaintiffs against Mr. Scrushy. With interest, the final judgment amount was approximately \$52.8 million.

As of December 31, 2006, we had collected approximately \$47.9 million of this judgment and had entered into an agreement with Mr. Scrushy which required him to pledge certain parcels of real estate as security for payment of the remainder of the amount. Of the \$47.9 million collected as of December 31, 2006, approximately \$14.8 million was collected via Mr. Scrushy's return of 723,921 shares of HealthSouth common stock and approximately \$21.5 million represents the right of offset discussed below under *Litigation by and Against Richard M. Scrushy*. During 2006, we recorded \$47.8 million as *Recovery of amounts due from Richard M. Scrushy* in our consolidated statement of operations, with the remaining \$5.0 million of the total award recorded as *Interest income* (see the consolidated financial statements accompanying our March 2007 Form 8-K). As of December 31, 2006, the remainder of the amount owed to us by Mr. Scrushy, or \$4.9 million plus interest, was included in *Other current assets* in our condensed consolidated balance sheet. This amount was received in February 2007.

Additionally, we have entered into an agreement with the plaintiffs' attorneys in the *Tucker* litigation under which we have agreed to pay them a fee of \$17.5 million for obtaining this judgment. This fee was recorded in *Professional fees, accounting, tax, and legal* during the fourth quarter of 2006. As of December 31, 2006, we had a remaining balance of approximately \$5.9 million of this fee owed to the plaintiffs' attorneys. This liability was included in *Accrued expenses and other current liabilities* in our condensed consolidated balance sheet as of December 31, 2006. The remaining balance was paid in February 2007.

On September 26, 2006, certain parties to the *Tucker* litigation entered into and filed a stipulation of settlement. The settlement resolves all claims against former directors and officers of the Company, with the exception of Mr. Scrushy and individuals who have pled guilty to violations of federal criminal law. The substantive terms of the settlement are consistent with the preliminary agreement reached in February 2006. Of the \$445 million to be paid in accordance with the settlement of the Consolidated Securities Action, \$100 million is being credited to the plaintiffs in the *Tucker* litigation. On September 27, 2006, the Alabama Circuit Court entered an order preliminarily approving the stipulation and settlement. The Court held a hearing on January 9, 2007 to determine the fairness, reasonableness and adequacy of the settlement, whether the settlement should be finally approved by the Court, and to hear and determine any objections to the settlement. The settlement was approved, and an order granting such approval was entered on January 11, 2007. All objections to the settlement were withdrawn, and no individual class members opted out of the settlement. Additionally, we reached an agreement with the plaintiffs' attorneys in the *Tucker* litigation under which we have agreed to pay them a fee of \$15 million in connection with the settlement of the Consolidated Securities Action (which is in addition to the \$17.5 million fee discussed above).

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This fee was recorded in *Professional fees accounting, tax, and legal* during the fourth quarter of 2006. The related liability was included in *Accrued expenses and other current liabilities* in our condensed consolidated balance sheet as of December 31, 2006. The fee was paid on June 29, 2007.

The *Tucker* derivative claims against Mr. Scrushy, UBS Group, UBS Investment Bank and UBS Securities, LLC remain pending and are moving through discovery.

***Litigation by and Against Former Independent Auditor***

On March 18, 2005, Ernst & Young LLP filed a lawsuit captioned *Ernst & Young LLP v. HealthSouth Corp.*, CV-05-1618, in the Circuit Court of Jefferson County, Alabama. The complaint asserts that the filing of the claims against us was for the purpose of suspending any statute of limitations applicable to those claims. The complaint alleges that HealthSouth's former management provided Ernst & Young LLP with fraudulent management representation letters, financial statements, invoices, bank reconciliations, and journal entries in an effort to conceal accounting fraud. Ernst & Young LLP claims that as a result of our actions, Ernst & Young LLP's reputation has been injured and it has and will incur damages, expense, and legal fees. Ernst & Young LLP seeks recoupment and setoff of any recovery against Ernst & Young LLP in the *Tucker* case, as well as litigation fees and expenses, damages for loss of business and injury to reputation, and such other relief to which it may be entitled. On April 1, 2005, we answered Ernst & Young LLP's claims and asserted counterclaims alleging, among other things, that from 1996 through 2002, when Ernst & Young LLP served as our independent auditor, Ernst & Young LLP acted recklessly and with gross negligence in performing its duties, and specifically that Ernst & Young LLP failed to perform reviews and audits of our financial statements with due professional care as required by law and by its contractual agreements with us. Our counterclaims further allege that Ernst & Young LLP either knew or, in the exercise of due care, should have discovered and investigated the fraudulent and improper accounting practices being directed by Richard M. Scrushy and certain other officers and employees, and should have reported them to our board of directors and the Audit Committee. The counterclaims seek compensatory and punitive damages, disgorgement of fees received from us by Ernst & Young LLP, and attorneys' fees and costs. Upon Ernst & Young LLP's motion, the Alabama state court referred Ernst & Young LLP's claims and HealthSouth's counterclaims to arbitration. On July 12, 2006, the derivative plaintiff filed an arbitration demand on behalf of HealthSouth against Ernst & Young LLP. On August 7, 2006, Ernst & Young LLP filed an answering statement and counterclaim in the arbitration reasserting the claims made in state court.

We are vigorously defending the claims against us in this case, and also vigorously pursuing our claims against Ernst & Young LLP. Based on the stage of litigation, and review of the current facts and circumstances, it is not possible to estimate the amount of loss or range of possible loss that might result from an adverse judgment or a settlement of this case. Discovery relating to the claims is now moving forward on a schedule coordinated with parallel federal securities laws claims by former stockholders and bondholders of the Company against Ernst & Young LLP.

***ERISA Litigation***

In 2003, six lawsuits were filed in the United States District Court for the Northern District of Alabama against us and some of our current and former officers and directors alleging breaches of fiduciary duties in connection with the administration of our Employee Stock Benefit Plan (the ESOP). These lawsuits were consolidated under the caption *re HealthSouth Corp. ERISA Litigation*, Consolidated Case No. CV-03-BE-1700-S (the ERISA Action). The plaintiffs filed a consolidated complaint on December 19, 2003 that alleged, generally, that fiduciaries to the ESOP breached their duties to loyally and prudently manage and administer the ESOP and its assets in violation of sections 404 and 405 of the Employee Retirement Income Security Act of 1974, 29 U.S.C. § 1001 *et seq.* (ERISA), by failing to monitor the administration of the ESOP, failing to diversify the portfolio held by the ESOP, and failing to provide other fiduciaries with material information about the ESOP. The plaintiffs sought actual damages including losses suffered by the plan, imposition of a constructive trust, equitable and injunctive relief against further alleged violations of ERISA, costs pursuant to 29 U.S.C. § 1132(g), and attorneys' fees. The plaintiffs also sought damages related to losses under the plan as a result of alleged imprudent investment of plan assets, restoration of any profits made by the defendants through use of plan assets, and restoration of profits



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that the plan would have made if the defendants had fulfilled their fiduciary obligations. Pursuant to an Amended Class Action Settlement Agreement entered into on March 6, 2006, all parties agreed to a global settlement of the claims in the ERISA Action. Under the terms of this settlement, Michael Martin, a former chief financial officer of the Company, contributed \$350,000 to resolve claims against him, Richard M. Scrushy and our insurance carriers contributed \$3.5 million to resolve claims against him, and HealthSouth and its insurance carriers contributed \$25 million to settle claims against all remaining defendants, including HealthSouth. In addition, we were required to contribute the first \$1.0 million recovered from Mr. Scrushy for the restitution of incentive bonuses paid to him during 1996 through 2002. On June 28, 2006, the Court granted final approval to the Amended Class Action Settlement Agreement and the ERISA Action was dismissed with prejudice.

***Litigation by and Against Richard M. Scrushy***

After the dismissal of several lawsuits filed against us by Richard M. Scrushy, on December 9, 2005, Mr. Scrushy filed a complaint in the Circuit Court of Jefferson County, Alabama, captioned *Scrushy v. HealthSouth*, CV-05-7364. The complaint alleges that, as a result of Mr. Scrushy's removal from the position of chief executive officer in March 2003, we owe him in excess of \$70 million pursuant to an employment agreement dated as of September 17, 2002. On December 28, 2005, HealthSouth counterclaimed against Mr. Scrushy, asserting claims for breaches of fiduciary duty and fraud arising out of Mr. Scrushy's tenure at HealthSouth, and seeking compensatory damages, punitive damages, and disgorgement of wrongfully obtained benefits. Both the claims by Mr. Scrushy and HealthSouth's counterclaims remain pending in Circuit Court.

In addition, on or about December 19, 2005, Mr. Scrushy filed a demand for arbitration with the American Arbitration Association pursuant to an indemnity agreement with us. The arbitration demand sought to require us to pay expenses which he estimated exceeded \$31 million incurred by Mr. Scrushy, including attorneys' fees, in connection with the defense of criminal fraud claims against him and in connection with a preliminary hearing in the SEC litigation.

On October 17, 2006, the arbitrator issued a final award of approximately \$17.0 million to Mr. Scrushy and further ruled that Mr. Scrushy was entitled to payment by HealthSouth of approximately \$4.0 million in pre-judgment interest and attorneys' fees and expenses incurred by Mr. Scrushy in connection with the arbitration proceeding. On August 31, 2006, HealthSouth and the *Tucker* plaintiffs filed a joint motion in the *Tucker* case to offset the entire award to Mr. Scrushy in the arbitration, including fees and interest, against the approximately \$48 million judgment against Mr. Scrushy in *Tucker* for repayment of his bonuses. Mr. Scrushy opposed that effort, and on October 17, 2006 filed a lawsuit captioned *Scrushy v. HealthSouth Corporation*, CA No. 2483-N, in the Delaware Court of Chancery for New Castle County seeking confirmation of the arbitration award in that court. A settlement was reached with Mr. Scrushy by which he agreed to an offset of the arbitrator's award in the amount of \$21.5 million, which amount is included in the amount collected from Mr. Scrushy on the *Tucker* judgment. We accrued an estimate of these fees as part of *Professional fees accounting, tax, and legal* in our December 31, 2005 and 2004 consolidated statements of operations. While the arbitrator's ruling provided that we may have an obligation to indemnify Mr. Scrushy for certain costs associated with ongoing litigation, the court's order approving the securities litigation settlement prohibits Mr. Scrushy from seeking indemnity or contribution in the securities class action. This order has been appealed by Mr. Scrushy. As of September 30, 2007 and December 31, 2006, an estimate of these legal fees is included in *Accrued expenses and other current liabilities* in our condensed consolidated balance sheets.

***Litigation Against Former Officers***

On June 10, 2004, we filed a collection action in the Circuit Court of Jefferson County, Alabama, captioned *HealthSouth Corp. v. James Goodreau*, CV-04-3619, to collect unpaid loans in the original principal amount of \$55,500 that we made to James A. Goodreau, our former Director of Corporate Security, while he was a HealthSouth employee. Mr. Goodreau asserted counterclaims against us seeking compensatory damages in the approximate amount of \$6 million dollars, plus punitive damages, based upon his contention that he was promised lifetime employment with us by Mr. Scrushy and that he was wrongfully terminated by us in May of 2003. On September 26, 2006, the Circuit Court entered an order on our motion for summary judgment requiring



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Mr. Goodreau to repay the loans plus accrued interest and to reimburse us for the reasonable attorneys' fees that we have incurred to collect those loans. Mr. Goodreau's counterclaims were tried by a jury and on October 27, 2006, the jury returned an award in Mr. Goodreau's favor in the approximate amount of \$1.9 million, which we recorded in *Government, class action, and related settlements expense* in the third quarter of 2006. We filed a notice of appeal for this award to the Alabama Supreme Court and attended a court-ordered mediation. The liability associated with this jury award was included in *Government, class action, and related settlements* in our condensed consolidated balance sheet as of December 31, 2006. On July 17, 2007, we entered into a confidential settlement agreement with Mr. Goodreau to resolve this matter.

***Certain Regulatory Actions***

The False Claims Act, 31 U.S.C. § 3729, allows private citizens, called relators, to institute civil proceedings alleging violations of the False Claims Act. These so-called *qui tam*, or whistleblower, cases are sealed by the court at the time of filing. The only parties privy to the information contained in the complaint are the relator, the federal government, and the presiding court. It is possible that *qui tam* lawsuits other than those discussed in these financial statements have been filed against us and that we are unaware of such filings or have been ordered by the presiding court not to discuss or disclose the filing of such lawsuits. We may be subject to liability under one or more undisclosed *qui tam* cases brought pursuant to the False Claims Act.

On April 1, 1999, a plaintiff relator filed a lawsuit under the False Claims Act captioned *United States ex rel. Mathews v. Alexandria Rehabilitation Hospital*, CV-99-0604, in the United States District Court for the Western District of Louisiana. On February 29, 2000, the United States elected not to intervene in the lawsuit. The complaint, as amended, alleged, among other things, that we filed fraudulent reimbursement claims under the Medicare program on a nationwide basis. On November 14, 2006, the plaintiff relator filed a motion for partial summary judgment, and we filed a cross-motion for summary judgment on January 16, 2007. On July 18, 2007, the court granted our motion for summary judgment, dismissing the case with prejudice.

On October 27, 2006, we settled two sealed lawsuits brought under the federal False Claims Act, related to services provided at our inpatient rehabilitation hospitals. These lawsuits, captioned *United States ex rel. Knight v. HealthSouth, et al.*, Civil No. 5:03cv367, and *United States ex rel. Bateman Gibson v. HealthSouth, et al.*, Civil No. 04-2668, were filed in the United States District Court for the Northern District of Florida and the United States District Court for the Western District of Tennessee, respectively. Each lawsuit was filed under seal by a *qui tam* relator and related to purchasing policies for orthotic and prosthetic devices. The complaints alleged that we began a practice of engaging in improper billing practices relating to certain prosthetic and orthotic devices in 1994 that resulted in false claims under the federal Medicare program. Pursuant to the settlement, we paid \$4.0 million to the United States and entered into an addendum to our Corporate Integrity Agreement. The addendum requires additional compliance training and annual audits of billing practices relating to prosthetic and orthotic devices. The addendum has a term of three years and will run concurrently with our existing five-year Corporate Integrity Agreement. Approximately \$3.0 million of this settlement was included in *Government, class action, and related settlements expense* in the second quarter of 2006, with the remaining \$1.0 million recorded to the same line item in the third quarter of 2006. We paid this settlement in the fourth quarter of 2006.

***General Medicine, Meadowbrook, and Greystone Ventures Actions***

On August 16, 2004, General Medicine, P.C. (General Medicine) filed a lawsuit against us captioned *General Medicine, P.C. v. HealthSouth Corp.*, CV-04-958, in the Circuit Court of Shelby County, Alabama, seeking the recovery of allegedly fraudulent transfers involving assets of Horizon/CMS Healthcare Corporation (Horizon/CMS), a former subsidiary of HealthSouth. The claim against Horizon/CMS originates from a contract entered into in 1995 between General Medicine and Horizon/CMS whereby General Medicine agreed to provide management services to skilled nursing facilities owned by Horizon/CMS over a three-year period. Horizon/CMS terminated the agreement six months after it was executed, and General Medicine then initiated a lawsuit in the United States District Court for the Eastern District of Michigan in 1996 (the Michigan Action). HealthSouth is informed that, at the time of the termination, General Medicine was providing services to two skilled nursing facilities owned by Horizon/CMS. HealthSouth acquired Horizon/CMS in 1997 and sold it to Meadowbrook



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Healthcare, Inc. ( Meadowbrook ) in 2001 pursuant to a stock purchase agreement. In 2004, Meadowbrook consented to the entry of a final judgment in the Michigan Action in the amount of \$376 million (the Consent Judgment ) in favor of General Medicine against Horizon/CMS for the alleged wrongful termination of the contract with General Medicine. HealthSouth was not a party to the Michigan Action or the settlement negotiated by Meadowbrook. The settlement agreement which was the basis for the Consent Judgment provided that Meadowbrook would pay only \$0.3 million and would receive a release. The settlement agreement further provided that General Medicine would seek to recover the remaining balance of the Consent Judgment from HealthSouth. The complaint by General Medicine against HealthSouth alleged that while Horizon/CMS was a wholly owned subsidiary of HealthSouth and General Medicine was an existing creditor of Horizon/CMS, we caused Horizon/CMS to transfer its assets to us for less than a reasonably equivalent value and/or with the actual intent to defraud creditors of Horizon/CMS, including General Medicine, in violation of the Alabama Uniform Fraudulent Transfer Act. General Medicine's complaint requests relief including recovery of the unpaid amount of the Consent Judgment, the avoidance of the subject transfers of assets, attachment of the assets transferred to us, appointment of a receiver over the transferred properties, and a monetary judgment for the value of properties transferred.

We filed an answer denying liability to General Medicine, and on February 28, 2005, the General Medicine case was transferred to the Circuit Court of Jefferson County, Alabama, and assigned case number CV-05-1483. We asserted counterclaims against Meadowbrook, General Medicine, and Horizon/CMS for fraud, injurious falsehood, tortious interference with business relations, bad faith, conspiracy, unjust enrichment, and other causes of action. In our counterclaims, we allege that the Consent Judgment is the product of fraud, collusion and bad faith by Meadowbrook, General Medicine, and Horizon/CMS and, further, that these parties are guilty of a conspiracy to manufacture a lawsuit against HealthSouth in favor of General Medicine and to divert the assets of Horizon/CMS to Meadowbrook and away from creditors, including HealthSouth. On January 3, 2006, we filed a motion for summary judgment challenging General Medicine's standing under the Alabama Uniform Fraudulent Transfer Act to bring this action against us to collect monies allegedly owed by Horizon/CMS. After the court's denial of our motion, we filed a petition for writ of mandamus with the Supreme Court of Alabama requesting a reversal of that decision, which was denied. We filed an Application for Rehearing on March 2, 2007 requesting the Alabama Supreme Court to reconsider its ruling, which was denied on June 15, 2007.

The case has now entered the discovery stage. On August 17, 2007, the court entered an order authorizing HealthSouth to seek discovery from General Medicine regarding the facts and circumstances surrounding the Consent Judgment and the basis of the underlying breach of contract claim in the Michigan Action.

On June 15, 2007, we entered into a confidential settlement agreement with Meadowbrook and Horizon/CMS to resolve our counterclaims against them in the General Medicine action (as well as other claims and disputes between the parties unrelated to the General Medicine action). Pursuant to the settlement, the court entered an order on August 28, 2007, dismissing Meadowbrook and Horizon/CMS from the General Medicine action, but requiring them to produce their non-privileged files relating to the settlement of the Michigan Action and the negotiation of the Consent Judgment. The settlement of our counterclaims against Meadowbrook and Horizon/CMS does not affect the claims asserted by General Medicine against us or our counterclaims against General Medicine. We intend to vigorously defend ourselves against General Medicine's claim and to vigorously prosecute our counterclaims against General Medicine. Based on the stage of litigation, and review of the current facts and circumstances, it is not possible to estimate the amount of loss or range of possible loss that might result from an adverse judgment or settlement of this case.

After our sale of all of our stock in Horizon/CMS to Meadowbrook, Meadowbrook changed its name to Greystone Ventures, Inc. ( Greystone ). On June 8, 2006, Greystone and Horizon/CMS filed a lawsuit against us in the Circuit Court of Jefferson County, Alabama captioned *Greystone Ventures, Inc., et al. v. HealthSouth Corporation*, CV-2006-03403. The complaint alleges that we received a settlement from Gulf Insurance Company in June of 2004 in the approximate amount of \$4.0 million dollars, and that some or all of the proceeds of that settlement belong to Horizon/CMS and Greystone. The complaint further alleges that we are liable to Horizon/CMS and Greystone for conversion, fraudulent failure to disclose, money had and received, unjust enrichment, negligence and wantonness in connection with our alleged failure to pay the proceeds of the Gulf Insurance Company settlement to Greystone and Horizon/CMS. We filed an answer on July 17, 2006 denying that we have any liability



**HealthSouth Corporation and Subsidiaries****Notes to Condensed Consolidated Financial Statements**

to Greystone or Horizon/CMS with regard to allegations made in their complaint. On June 15, 2007, we entered into a confidential settlement agreement with Greystone and Horizon/CMS to resolve the Greystone Action (as well as other claims and disputes between the parties). The settlement did not have a material impact on our financial position, results of operations, or cash flows.

***Other Litigation***

On September 17, 1998, John Darling, who was one of the federal False Claims Act relators in the now-settled *Devage* case, filed a lawsuit captioned *Darling v. HealthSouth Sports Medicine & Rehabilitation, et al.*, 98-6110-CI-20, in the Circuit Court for Pinellas County, Florida. The complaint alleged that Mr. Darling was injured while receiving physical therapy during a 1996 visit to a HealthSouth outpatient rehabilitation facility in Clearwater, Florida. The complaint was amended in December 2004 to add a punitive damages claim. This amended complaint alleged that fraudulent misrepresentations and omissions by us resulted in the injury to Mr. Darling. The court ordered the parties to participate in non-binding arbitration which resulted in a finding in our favor on December 27, 2005. We entered into a settlement agreement with Mr. Darling on February 3, 2007 pursuant to which we paid certain damages pursuant to a confidential settlement agreement during the first quarter of 2007. The cost of the settlement is included in *Government, class action, and related settlements expense* in our results of operations for the fourth quarter of 2006 and in *Government, class action, and related settlements* in our condensed consolidated balance sheet as of December 31, 2006.

We have been named as a defendant in two lawsuits brought by individuals in the Circuit Court of Jefferson County, Alabama, *Nichols v. HealthSouth Corp.*, CV-03-2023, filed March 28, 2003, and *Hilsman v. Ernst & Young, HealthSouth Corp., et al.*, CV-03-7790, filed December 12, 2003. The plaintiffs allege that we, some of our former officers, and our former auditor engaged in a scheme to overstate and misrepresent our earnings and financial position. The plaintiffs seek compensatory and punitive damages. On March 24, 2003, a lawsuit captioned *Warren v. HealthSouth Corp., et al.*, CV-03-5967, was filed in the Circuit Court of Montgomery County, Alabama. The lawsuit, which claims damages for the defendants' alleged negligence, wantonness, fraud and breach of fiduciary duty, was transferred to the Circuit Court of Jefferson County, Alabama. Each of these three lawsuits described in this paragraph was consolidated with the *Tucker* case for discovery and other pretrial purposes. The plaintiffs in these cases are subject to the Consolidated Securities Action settlement discussed in Note 9, *Settlements*, and thereby foreclosed from pursuing these state court actions based on purchases made during the class period unless they opted out of that settlement. The plaintiffs in *Warren v. HealthSouth Corp., et al.* did not opt out of the settlement. The plaintiffs in *Hilsman v. Ernst & Young, et al.* attempted to opt out of the settlement, but their election was deemed invalid by the agent. At present, it is unclear whether the plaintiffs in the *Hilsman* action will challenge this determination. The *Nichols* lawsuit asserts claims on behalf of a number of plaintiffs, all but three of whom opted out of the settlement. John Kapoor, who claimed to have purchased over 180,000 shares of stock, attempted to opt-out, but his attempt was deemed invalid by the court. It is unclear whether Mr. Kapoor will challenge this determination. The remaining *Nichols* plaintiffs that opted out of the settlement claim losses of approximately \$5.4 million. The *Nichols* case remains stayed in Circuit Court. We intend to vigorously defend ourselves in these cases. Based on the stage of litigation, and review of the current facts and circumstances, it is not possible to estimate the amount of loss or range of possible loss that might result from an adverse judgment or a settlement of these cases.

On December 28, 2004, we commenced a collection action in the Circuit Court of Jefferson County, Alabama, captioned *HealthSouth Medical Center, Inc. v. Neurological Surgery Associates, P.C.*, CV-04-7700, to collect unpaid loans in the original principal amount of approximately \$0.3 million made to Neurological Surgery Associates, P.C. (NSA), pursuant to a written Practice Guaranty Agreement. The purpose of the loans was to enable NSA to employ a physician who would bring necessary specialty skills to patients served by both NSA and the acute-care hospital in Birmingham, Alabama we sold in March 2006. NSA has asserted counterclaims alleging that we breached verbal promises to lease space and employees from NSA, to pay NSA for billing and coding services performed by NSA on behalf of the subject physician-employee, and to pay NSA to manage the subject physician-employee. On December 21, 2006, NSA filed an Amendment to Counterclaim asserting new counterclaims against us and adding NSA's principal, Dr. Swaid Swaid, M.D., as a counterclaim plaintiff. NSA and Dr. Swaid allege that we are liable to them in connection with the subject Practice Guaranty Agreement under a



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variety of legal theories, including fraud, breach of fiduciary duty, conspiracy, abuse of process, breach of contract and unjust enrichment. Dr. Swaid also alleges that we breached a Medical Director Agreement with him. The Amendment to Counterclaim seeks unspecified damages and other relief. This case is currently in the discovery phase. We intend to vigorously defend ourselves against these counterclaims. Based on the stage of litigation, and review of the current facts and circumstances, it is not possible to estimate the amount of loss or range of possible loss that might result from an adverse judgment or settlement of this case.

On June 2, 2006, we were named as a defendant in a lawsuit captioned *Brockovich v. HealthSouth Corporation, et al.*, Case No. SACV06-546-DOC(MLGx), filed under the Medicare Secondary Payor statute, 42 U.S.C. § 1395y(b), in the United States District Court for the Central District of California, Southern Division, against HealthSouth, HealthSouth Hospital Corporation, HCS, and certain insurance companies. The complaint alleged that HealthSouth charged Medicare to treat illnesses that it caused, at least in part, by medical error or neglect and seeks recovery of unspecified damages. On October 24, 2006, the court dismissed the plaintiff's complaint with prejudice due to lack of constitutional standing. This case has been appealed to the Ninth Circuit Court of Appeals where it remains pending.

On September 6, 2007, UBS AG, Stamford Branch ( UBS AG ) filed an action against us in the Supreme Court of the State of New York, captioned *UBS AG, Stamford Branch v. HealthSouth Corporation*, Index No. 602993/07, based on the terms of a credit agreement with MCD. Prior to ceasing operations in 2003, MCD provided certain services to us relating to the purchase of equipment and supplies. We also previously owned 20.2% of MCD's equity securities. During 2003, UBS AG called its loan to MCD. The plaintiff alleges that HealthSouth is the guarantor of the loan and seeks recovery of the \$20 million principal of its loan to MCD and approximately \$8.7 million in interest. Three of UBS AG's subsidiaries or affiliates are defendants in the *Tucker* derivative litigation described above. On October 1, 2007, HealthSouth removed the case from state court to federal court in the Southern District of New York, which assigned it Case No. 07 cv 8490, and filed a motion requesting that the action be dismissed or stayed in deference to the *Tucker* action, which alleges, among other claims, that the loan by UBS AG to MCD was part of a scheme between former disloyal officers at the Company, including Mr. Scrusby, and UBS AG to siphon money from the Company. UBS AG's claims, and HealthSouth's motion to dismiss or stay, remain pending.

**Other Matters**

The reconstruction of our historical financial records has resulted in the restatement of not only our 2001 and 2000 consolidated financial statements, but also the financial statements of certain of our subsidiary partnerships. The process of communicating the effect of these restatements to the outside partners will continue during the remainder of 2007 and in 2008. These restatements have had a negative impact on our relationships with our partners and may result in litigation against us. We have and may continue to incur additional charges to reduce the economic impact to our partners.

In addition, as it is our obligation as a participant in Medicare and other federal health care programs, we routinely conduct audits and reviews of the accuracy of our billing systems and other regulatory compliance matters. As a result of these reviews, we have made, and will continue to make, disclosures to the United States Department of Health & Human Services Office of Inspector General ( HHS-OIG ) relating to amounts that we suspect represent over-reimbursements from these programs, whether due to inaccurate billing or otherwise. Some of these disclosures have resulted in, or may result in, the Company refunding amounts to Medicare or other federal health care programs. During the third quarter of 2007, we agreed in principle to a final settlement of certain self-disclosures which we made to the HHS-OIG. During the three and nine months ended September 30, 2007, we recorded charges of approximately \$6.2 million and \$14.2 million, respectively, as part of *Government, class action, and related settlements expense* in our condensed consolidated statements of operations and comprehensive income (loss) related to these negotiations and ultimate settlement.

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**Notes to Condensed Consolidated Financial Statements**

**11. Condensed Consolidating Financial Information:**

The accompanying condensed consolidating financial information has been prepared and presented pursuant to SEC Regulation S-X, Rule 3-10, Financial Statements of Guarantors and Issuers of Guaranteed Securities Registered or Being Registered. Each of the subsidiary guarantors are 100% owned by HealthSouth, and all guarantees are full and unconditional and joint and several. HealthSouth's investments in its consolidated subsidiaries, as well as guarantor subsidiaries' investments in non-guarantor subsidiaries and non-guarantor subsidiaries' investments in guarantor subsidiaries, are presented under the equity method of accounting.

As described in Note 9, *Long-term Debt*, to the consolidated financial statements accompanying our March 2007 Form 8-K, the terms of our Credit Agreement restrict us from declaring or paying cash dividends on our common stock unless: (1) we are not in default under our Credit Agreement and (2) the amount of the dividend, when added to the aggregate amount of certain other defined payments made during the same fiscal year, does not exceed certain maximum thresholds. However, as described in Note 12, *Convertible Perpetual Preferred Stock*, to the consolidated financial statements accompanying our March 2007 Form 8-K, our Series A Preferred Stock generally provides for the payment of cash dividends, subject to certain limitations.

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## Notes to Condensed Consolidated Financial Statements

## Condensed Consolidating Balance Sheet

|  | As of September 30, 2007                    |                           |                               |                        |                             |
|--|---|---------------------------|-------------------------------|------------------------|-----------------------------|
|  | HealthSouth<br>Corporation<br>(In Millions) | Guarantor<br>Subsidiaries | Non Guarantor<br>Subsidiaries | Eliminating<br>Entries | HealthSouth<br>Consolidated |
| <b>Assets</b>  |   |                           |                               |                        |                             |
| <b>Current assets:</b>                                     |   |                           |                               |                        |                             |
| Cash and cash equivalents                                  | \$  | \$ 13.1                   | \$ 8.1                        | \$ (5.3)               | \$ 15.9                     |
| Current portion of restricted cash                         | 2.3   |                           | 50.9                          |                        | 53.2                        |
| Current portion of restricted marketable securities        |   |                           | 17.5                          |                        | 17.5                        |
| Accounts receivable, net                                   | 20.6  | 146.2                     | 62.9                          |                        | 229.7                       |
| Insurance recoveries receivable                            | 230.0                                       |                           |                               |                        | 230.0                       |
| Other current assets                                       | 90.4  | 40.6                      | 43.6                          | (76.2)                 | 98.4                        |
| Current assets held for sale                               | 7.3   | 24.1                      | 6.9                           | (14.1)                 | 24.2                        |
| Total current assets                                       | 350.6                                       | 224.0                     | 189.9                         | (95.6)                 | 668.9                       |
| Property and equipment, net                                | 78.6  | 497.2                     | 179.2                         |                        | 755.0                       |
| Goodwill   | 51.3  | 201.7                     | 153.0                         |                        | 406.0                       |
| Intangible assets, net                                     | 3.4   | 15.4                      | 8.4                           |                        | 27.2                        |
| Investment in and advances to nonconsolidated affiliates   | 3.2   | 28.3                      | 9.8                           |                        | 41.3                        |
| Assets held for sale                                       | 1.3   | 15.7                      | 72.2                          | (1.3)                  | 87.9                        |
| Income tax refund receivable                               | 453.7                                       |                           |                               |                        | 453.7                       |
| Other long-term assets                                     | 76.5  | 42.6                      | 50.9                          | (81.1)                 | 88.9                        |
| Intercompany (payable) receivable                          | (452.8)                                     | (194.3)                   | (72.0)                        | 719.1                  |                             |
| <b>Total assets</b>  | <b>\$ 565.8</b>                             | <b>\$ 830.6</b>           | <b>\$ 591.4</b>               | <b>\$ 541.1</b>        | <b>\$ 2,528.9</b>           |
| <b>Liabilities and Shareholders (Deficit) Equity</b>       |   |                           |                               |                        |                             |
| <b>Current liabilities:</b>                                |   |                           |                               |                        |                             |
| Current portion of long-term debt                          | \$ 28.1                                     | \$ 11.0                   | \$ 1.8                        | \$                     | \$ 40.9                     |
| Accounts payable   | 21.7  | 19.4                      | 9.0                           |                        | 50.1                        |
| Accrued expenses and other current liabilities             | 333.3                                       | 45.4                      | 20.9                          | (35.1)                 | 364.5                       |
| Government, class action, and related settlements          | 429.3                                       |                           |                               |                        | 429.3                       |
| Current liabilities held for sale                          | 113.7                                       | 4.0                       | 31.1                          | (14.1)                 | 134.7                       |
| Total current liabilities                                  | 926.1                                       | 79.8                      | 62.8                          | (49.2)                 | 1,019.5                     |
| Long-term debt, net of current portion                     | 2,290.5                                     | 70.5                      | 31.0                          | (40.1)                 | 2,351.9                     |
| Liabilities held for sale                                  | 0.5   | 2.0                       | 4.1                           |                        | 6.6                         |
| Other long-term liabilities                                | 94.1  | 7.7                       | 81.9                          | (8.3)                  | 175.4                       |
| Intercompany (receivable) payable                          | (1,627.3)                                   | 661.9                     | 1,221.6                       | (256.2)                |                             |
|  | 1,683.9                                     | 821.9                     | 1,401.4                       | (353.8)                | 3,553.4                     |
| Commitments and contingencies                              |   |                           |                               |                        |                             |
| Minority interests in equity of consolidated affiliates    |   |                           | 93.6                          |                        | 93.6                        |
| Convertible perpetual preferred stock                      | 387.4                                       |                           |                               |                        | 387.4                       |
| Shareholders (deficit) equity                              | (1,505.5)                                   | 8.7                       | (903.6)                       | 894.9                  | (1,505.5)                   |
| <b>Total liabilities and shareholders (deficit) equity</b> | <b>\$ 565.8</b>                             | <b>\$ 830.6</b>           | <b>\$ 591.4</b>               | <b>\$ 541.1</b>        | <b>\$ 2,528.9</b>           |

## HealthSouth Corporation and Subsidiaries

## Notes to Condensed Consolidated Financial Statements

## Condensed Consolidating Balance Sheet

|  | As of December 31, 2006 |                        |                            |                     |                          |  |
|--|-------------------------|------------------------|----------------------------|---------------------|--------------------------|--|
|  | HealthSouth Corporation | Guarantor Subsidiaries | Non Guarantor Subsidiaries | Eliminating Entries | HealthSouth Consolidated |  |
|  | (In Millions)           |                        |                            |                     |                          |  |
| <b>Assets</b>  |                         |                        |                            |                     |                          |  |
| <b>Current assets:</b>                                     |                         |                        |                            |                     |                          |  |
| Cash and cash equivalents                                  | \$ 17.5                 | \$ 2.8                 | \$ 6.8                     | \$                  | \$ 27.1                  |  |
| Current portion of restricted cash                         | 3.0                     |                        | 57.3                       |                     | 60.3                     |  |
| Current portion of restricted marketable securities        |                         |                        | 37.5                       |                     | 37.5                     |  |
| Accounts receivable, net                                   | 11.7                    | 139.7                  | 62.5                       |                     | 213.9                    |  |
| Insurance recoveries receivable                            | 230.0                   |                        |                            |                     | 230.0                    |  |
| Other current assets                                       | 64.5                    | 37.2                   | 32.0                       | (55.7)              | 78.0                     |  |
| Current assets held for sale                               | 18.0                    | 48.0                   | 167.5                      |                     | 233.5                    |  |
| Total current assets                                       | 344.7                   | 227.7                  | 363.6                      | (55.7)              | 880.3                    |  |
| Property and equipment, net                                | 106.2                   | 515.1                  | 189.2                      |                     | 810.5                    |  |
| Goodwill   | 50.5                    | 201.7                  | 153.9                      |                     | 406.1                    |  |
| Intangible assets, net                                     | 1.8                     | 16.8                   | 11.8                       |                     | 30.4                     |  |
| Investment in and advances to nonconsolidated affiliates   | 1.7                     | 26.0                   | 10.0                       |                     | 37.7                     |  |
| Assets held for sale                                       | 171.3                   | 136.1                  | 528.7                      | (1.7)               | 834.4                    |  |
| Income tax refund receivable                               | 218.8                   |                        |                            |                     | 218.8                    |  |
| Other long-term assets                                     | 96.4                    | 63.3                   | 89.2                       | (106.3)             | 142.6                    |  |
| Intercompany (payable) receivable                          | (6.0)                   | 262.8                  | (69.8)                     | (187.0)             |                          |  |
| <b>Total assets</b>  | <b>\$ 985.4</b>         | <b>\$ 1,449.5</b>      | <b>\$ 1,276.6</b>          | <b>\$ (350.7)</b>   | <b>\$ 3,360.8</b>        |  |
| <b>Liabilities and Shareholders (Deficit) Equity</b>       |                         |                        |                            |                     |                          |  |
| <b>Current liabilities:</b>                                |                         |                        |                            |                     |                          |  |
| Current portion of long-term debt                          | \$ 21.7                 | \$ 10.2                | \$ 1.7                     | \$                  | \$ 33.6                  |  |
| Accounts payable   | 35.4                    | 21.6                   | 9.9                        |                     | 66.9                     |  |
| Accrued expenses and other current liabilities             | 298.5                   | 46.7                   | 34.3                       | (7.1)               | 372.4                    |  |
| Government, class action, and related settlements          | 570.6                   |                        |                            |                     | 570.6                    |  |
| Current liabilities held for sale                          | 140.4                   | 9.8                    | 67.8                       |                     | 218.0                    |  |
| Total current liabilities                                  | 1,066.6                 | 88.3                   | 113.7                      | (7.1)               | 1,261.5                  |  |
| Long-term debt, net of current portion                     | 3,269.2                 | 78.6                   | 32.3                       | (37.0)              | 3,343.1                  |  |
| Liabilities held for sale                                  | 4.1                     | 9.0                    | 27.5                       |                     | 40.6                     |  |
| Other long-term liabilities                                | 130.6                   | 3.9                    | 107.2                      |                     | 241.7                    |  |
| Intercompany (receivable) payable                          | (1,687.9)               | 903.6                  | 1,175.9                    | (391.6)             |                          |  |
|  | 2,782.6                 | 1,083.4                | 1,456.6                    | (435.7)             | 4,886.9                  |  |
| Commitments and contingencies                              |                         |                        |                            |                     |                          |  |
| Minority interests in equity of consolidated affiliates    |                         |                        | 271.1                      |                     | 271.1                    |  |
| Convertible perpetual preferred stock                      | 387.4                   |                        |                            |                     | 387.4                    |  |
| Shareholders (deficit) equity                              | (2,184.6)               | 366.1                  | (451.1)                    | 85.0                | (2,184.6)                |  |
| <b>Total liabilities and shareholders (deficit) equity</b> | <b>\$ 985.4</b>         | <b>\$ 1,449.5</b>      | <b>\$ 1,276.6</b>          | <b>\$ (350.7)</b>   | <b>\$ 3,360.8</b>        |  |

## HealthSouth Corporation and Subsidiaries

## Notes to Condensed Consolidated Financial Statements

## Condensed Consolidating Statement of Operations

|  | Three Months Ended September 30, 2007       |                           |                               |                        |                             |
|--|---|---------------------------|-------------------------------|------------------------|-----------------------------|
|  | HealthSouth<br>Corporation<br>(In Millions) | Guarantor<br>Subsidiaries | Non Guarantor<br>Subsidiaries | Eliminating<br>Entries | HealthSouth<br>Consolidated |
| Net operating revenues   | \$ 22.9                                     | \$ 288.8                  | \$ 132.2                      | \$ (12.3)              | \$ 431.6                    |
| Operating expenses:  |   |                           |                               |                        |                             |
| Salaries and benefits  | 12.7  | 142.2                     | 61.0                          | (2.8)                  | 213.1                       |
| Other operating expenses   | 1.5   | 39.7                      | 31.7                          | (6.8)                  | 66.1                        |
| General and administrative expenses  | 27.5  |                           |                               |                        | 27.5                        |
| Supplies   | 1.7   | 16.1                      | 6.4                           |                        | 24.2                        |
| Depreciation and amortization  | 5.0   | 10.7                      | 4.2                           |                        | 19.9                        |
| Impairment of long-lived assets  | 0.4   |                           |                               |                        | 0.4                         |
| Occupancy costs  | 1.3   | 8.9                       | 5.0                           | (2.4)                  | 12.8                        |
| Provision for doubtful accounts  | 0.3   | 4.6                       | 0.8                           |                        | 5.7                         |
| Loss on disposal of assets   | 0.3   |                           | 0.3                           |                        | 0.6                         |
| Government, class action, and related settlements expense                    | 4.3   | (0.4)                     |                               |                        | 3.9                         |
| Professional fees accounting, tax, and legal                                 | 9.1   | 0.1                       |                               |                        | 9.2                         |
| Total operating expenses   | 64.1  | 221.9                     | 109.4                         | (12.0)                 | 383.4                       |
| Loss on early extinguishment of debt   | 2.2   |                           |                               |                        | 2.2                         |
| Interest expense and amortization of debt discounts and fees                 | 57.3  | 2.1                       | 1.0                           | (0.2)                  | 60.2                        |
| Other income   | (8.5)                                       | (0.1)                     | (1.0)                         | 0.2                    | (9.4)                       |
| Loss on interest rate swap   | 21.4  |                           |                               |                        | 21.4                        |
| Equity in net income of nonconsolidated affiliates                           | (0.6)                                       | (1.6)                     | (0.1)                         |                        | (2.3)                       |
| Equity in net income of consolidated affiliates                              |   |                           |                               |                        |                             |
| Gain on sale of consolidated affiliates                                      | (40.4)                                      |                           |                               | 40.4                   |                             |
| (Income) loss from operations of consolidated affiliates                     | (38.5)                                      | 3.8                       | (0.2)                         | 34.9                   |                             |
| Minority interests in earnings of consolidated affiliates                    |   |                           | 7.2                           |                        | 7.2                         |
| Management fees  | (20.2)                                      | 14.6                      | 5.6                           |                        |                             |
| (Loss) income from continuing operations before income tax (benefit) expense | (13.9)                                      | 48.1                      | 10.3                          | (75.6)                 | (31.1)                      |
| Provision for income tax (benefit) expense                                   | (300.8)                                     | 15.4                      | 4.3                           |                        | (281.1)                     |
| Income from continuing operations  | 286.9                                       | 32.7                      | 6.0                           | (75.6)                 | 250.0                       |
| Income (loss) from discontinued operations, net of income tax expense        | 0.7   | (4.7)                     | 0.9                           | 40.7                   | 37.6                        |
| <b>Net income</b>  | <b>\$ 287.6</b>                             | <b>\$ 28.0</b>            | <b>\$ 6.9</b>                 | <b>\$ (34.9)</b>       | <b>\$ 287.6</b>             |

## HealthSouth Corporation and Subsidiaries

## Notes to Condensed Consolidated Financial Statements

## Condensed Consolidating Statement of Operations

|  | Three Months Ended September 30, 2006    |                        |                            |                     |                          |
|--|--|------------------------|----------------------------|---------------------|--------------------------|
|  | HealthSouth Corporation<br>(In Millions) | Guarantor Subsidiaries | Non Guarantor Subsidiaries | Eliminating Entries | HealthSouth Consolidated |
| Net operating revenues   | \$ 34.4                                  | \$ 270.0               | \$ 110.6                   | \$ (1.5)            | \$ 413.5                 |
| Operating expenses:  |  |                        |                            |                     |                          |
| Salaries and benefits  | 12.5                                     | 134.7                  | 56.4                       | 1.7                 | 205.3                    |
| Other operating expenses   | 4.4                                      | 32.7                   | 12.3                       | (0.9)               | 48.5                     |
| General and administrative expenses  | 36.5                                     |                        |                            |                     | 36.5                     |
| Supplies   | 1.8                                      | 17.1                   | 6.5                        |                     | 25.4                     |
| Depreciation and amortization  | 5.7                                      | 10.9                   | 4.1                        |                     | 20.7                     |
| Recovery of amounts due from Richard M. Scrushy                              | (35.0)                                   |                        |                            |                     | (35.0)                   |
| Occupancy costs  | 0.4                                      | 10.7                   | 5.2                        | (0.7)               | 15.6                     |
| Provision for doubtful accounts  | 3.0                                      | 5.2                    | 2.9                        |                     | 11.1                     |
| Loss on disposal of assets   |  | 0.9                    | 0.1                        |                     | 1.0                      |
| Government, class action, and related settlements expense                    | 27.9                                     |                        | 0.5                        |                     | 28.4                     |
| Professional fees accounting, tax, and legal                                 | 23.1                                     |                        |                            |                     | 23.1                     |
| Total operating expenses   | 80.3                                     | 212.2                  | 88.0                       | 0.1                 | 380.6                    |
| Interest expense and amortization of debt discounts and fees                 | 58.2                                     | 1.7                    | 0.9                        | (4.0)               | 56.8                     |
| Other income   | (2.5)                                    | (0.1)                  | (2.2)                      | 4.0                 | (0.8)                    |
| Loss on interest rate swap   | 28.7                                     |                        |                            |                     | 28.7                     |
| Equity in net income of nonconsolidated affiliates                           | (0.9)                                    | (1.4)                  | (0.1)                      |                     | (2.4)                    |
| Equity in net (income) loss of consolidated affiliates                       | (24.1)                                   | 16.4                   | 0.1                        | 7.6                 |                          |
| Minority interests in earnings of consolidated affiliates                    |  |                        | 6.6                        |                     | 6.6                      |
| Management fees  | (30.9)                                   | 14.4                   | 16.5                       |                     |                          |
| (Loss) income from continuing operations before income tax (benefit) expense | (74.4)                                   | 26.8                   | 0.8                        | (9.2)               | (56.0)                   |
| Provision for income tax (benefit) expense                                   | (13.0)                                   | 7.9                    | 7.2                        |                     | 2.1                      |
| (Loss) income from continuing operations                                     | (61.4)                                   | 18.9                   | (6.4)                      | (9.2)               | (58.1)                   |
| (Loss) income from discontinued operations, net of income tax expense        | (14.7)                                   | (6.6)                  | 1.7                        | 1.6                 | (18.0)                   |
| <b>Net (loss) income</b>   | \$ (76.1)                                | \$ 12.3                | \$ (4.7)                   | \$ (7.6)            | \$ (76.1)                |



## HealthSouth Corporation and Subsidiaries

## Notes to Condensed Consolidated Financial Statements

## Condensed Consolidating Statement of Operations

|  | Nine Months Ended September 30, 2007        |                           |                               |                        |                             |
|--|---|---------------------------|-------------------------------|------------------------|-----------------------------|
|  | HealthSouth<br>Corporation<br>(In Millions) | Guarantor<br>Subsidiaries | Non Guarantor<br>Subsidiaries | Eliminating<br>Entries | HealthSouth<br>Consolidated |
| Net operating revenues   | \$ 71.8                                     | \$ 876.8                  | \$ 397.7                      | \$ (32.8)              | \$ 1,313.5                  |
| Operating expenses:  |   |                           |                               |                        |                             |
| Salaries and benefits  | 41.5  | 427.6                     | 180.4                         | (7.4)                  | 642.1                       |
| Other operating expenses   | 11.4  | 117.2                     | 79.0                          | (12.5)                 | 195.1                       |
| General and administrative expenses  | 107.2                                       |                           |                               |                        | 107.2                       |
| Supplies   | 5.1   | 50.2                      | 19.8                          |                        | 75.1                        |
| Depreciation and amortization  | 14.2  | 30.8                      | 12.8                          |                        | 57.8                        |
| Impairment of long-lived assets  | 15.0  | 0.1                       |                               |                        | 15.1                        |
| Occupancy costs  | 4.1   | 26.9                      | 15.0                          | (7.5)                  | 38.5                        |
| Provision for doubtful accounts  | 2.2   | 17.6                      | 6.8                           |                        | 26.6                        |
| Loss (gain) on disposal of assets  | 0.2   | 2.5                       | (0.5)                         |                        | 2.2                         |
| Government, class action, and related settlements expense                    | (31.3)                                      | (0.4)                     |                               |                        | (31.7)                      |
| Professional fees accounting, tax, and legal                                 | 43.8  | 0.5                       |                               |                        | 44.3                        |
| Total operating expenses   | 213.4                                       | 673.0                     | 313.3                         | (27.4)                 | 1,172.3                     |
| Loss on early extinguishment of debt   | 19.9  |                           |                               |                        | 19.9                        |
| Interest expense and amortization of debt discounts and fees                 | 170.9                                       | 6.3                       | 3.0                           | (2.3)                  | 177.9                       |
| Other income   | (9.2)                                       | (0.2)                     | (7.4)                         | 2.3                    | (14.5)                      |
| Loss on interest rate swap   | 6.8   |                           |                               |                        | 6.8                         |
| Equity in net income of nonconsolidated affiliates                           | (2.0)                                       | (5.2)                     | (0.2)                         |                        | (7.4)                       |
| Equity in net income of consolidated affiliates                              |   |                           |                               |                        |                             |
| Gain on sale of consolidated affiliates                                      | (443.6)                                     |                           |                               | 443.6                  |                             |
| (Income) loss from operations of consolidated affiliates                     | (92.7)                                      | 35.5                      | (0.1)                         | 57.3                   |                             |
| Minority interests in earnings of consolidated affiliates                    |   |                           | 23.2                          |                        | 23.2                        |
| Management fees  | (80.3)                                      | 44.0                      | 36.3                          |                        |                             |
| Income (loss) from continuing operations before income tax (benefit) expense | 288.6                                       | 123.4                     | 29.6                          | (506.3)                | (64.7)                      |
| Provision for income tax (benefit) expense                                   | (371.3)                                     | 62.3                      | 20.8                          |                        | (288.2)                     |
| Income from continuing operations  | 659.9                                       | 61.1                      | 8.8                           | (506.3)                | 223.5                       |
| Income (loss) from discontinued operations, net of income tax expense        | 39.3  | 19.2                      | (31.8)                        | 449.0                  | 475.7                       |
| <b>Net income (loss)</b>   | \$ 699.2                                    | \$ 80.3                   | \$ (23.0)                     | \$ (57.3)              | \$ 699.2                    |

## HealthSouth Corporation and Subsidiaries

## Notes to Condensed Consolidated Financial Statements

## Condensed Consolidating Statement of Operations

|  | Nine Months Ended September 30, 2006     |                        |                            |                     |                          |
|--|--|------------------------|----------------------------|---------------------|--------------------------|
|  | HealthSouth Corporation<br>(In Millions) | Guarantor Subsidiaries | Non Guarantor Subsidiaries | Eliminating Entries | HealthSouth Consolidated |
| Net operating revenues   | \$ 86.2                                  | \$ 861.4               | \$ 379.6                   | \$ (38.4)           | \$ 1,288.8               |
| Operating expenses:  |  |                        |                            |                     |                          |
| Salaries and benefits  | 36.9                                     | 412.4                  | 168.4                      | (5.4)               | 612.3                    |
| Other operating expenses   | 2.8                                      | 112.3                  | 74.8                       | (14.4)              | 175.5                    |
| General and administrative expenses  | 107.6                                    |                        |                            |                     | 107.6                    |
| Supplies   | 5.2                                      | 50.6                   | 19.7                       |                     | 75.5                     |
| Depreciation and amortization  | 17.1                                     | 34.5                   | 11.7                       |                     | 63.3                     |
| Recovery of amounts due from Richard M. Scrushy                              | (35.0)                                   |                        |                            |                     | (35.0)                   |
| Occupancy costs  | 5.0                                      | 28.7                   | 15.4                       | (9.2)               | 39.9                     |
| Provision for doubtful accounts  | 2.1                                      | 15.4                   | 8.4                        |                     | 25.9                     |
| Loss on disposal of assets   | 0.1                                      | 2.6                    | 2.5                        |                     | 5.2                      |
| Government, class action, and related settlements expense                    | 49.9                                     |                        |                            |                     | 49.9                     |
| Professional fees accounting, tax, and legal                                 | 99.3                                     | 0.1                    |                            |                     | 99.4                     |
| Total operating expenses   | 291.0                                    | 656.6                  | 300.9                      | (29.0)              | 1,219.5                  |
| Loss on early extinguishment of debt   | 365.3                                    | 0.3                    |                            |                     | 365.6                    |
| Interest expense and amortization of debt discounts and fees                 | 177.9                                    | 6.9                    | 2.8                        | (10.8)              | 176.8                    |
| Other income   | (9.3)                                    | (0.3)                  | (6.9)                      | 10.8                | (5.7)                    |
| Loss on interest rate swap   | 13.9                                     |                        |                            |                     | 13.9                     |
| Equity in net income of nonconsolidated affiliates                           | (1.9)                                    | (4.7)                  | (0.2)                      |                     | (6.8)                    |
| Equity in net income of consolidated affiliates                              | (60.4)                                   | (6.0)                  | (0.2)                      | 66.6                |                          |
| Minority interests in earnings of consolidated affiliates                    |  |                        | 22.8                       |                     | 22.8                     |
| Management fees  | (96.7)                                   | 45.7                   | 51.0                       |                     |                          |
| (Loss) income from continuing operations before income tax (benefit) expense | (593.6)                                  | 162.9                  | 9.4                        | (76.0)              | (497.3)                  |
| Provision for income tax (benefit) expense                                   | (82.8)                                   | 80.4                   | 23.4                       |                     | 21.0                     |
| (Loss) income from continuing operations                                     | (510.8)                                  | 82.5                   | (14.0)                     | (76.0)              | (518.3)                  |
| (Loss) income from discontinued operations, net of income tax expense        | (42.9)                                   | (23.4)                 | 21.5                       | 9.4                 | (35.4)                   |
| <b>Net (loss) income</b>   | \$ (553.7)                               | \$ 59.1                | \$ 7.5                     | \$ (66.6)           | \$ (553.7)               |

## HealthSouth Corporation and Subsidiaries

## Notes to Condensed Consolidated Financial Statements

## Condensed Consolidating Statement of Cash Flows

|   | Nine Months Ended September 30, 2007     |                        |                            |                     |                          |
|---|--|------------------------|----------------------------|---------------------|--------------------------|
|   | HealthSouth Corporation<br>(In Millions) | Guarantor Subsidiaries | Non Guarantor Subsidiaries | Eliminating Entries | HealthSouth Consolidated |
| <b>Net cash (used in) provided by operating activities</b>  | \$ (753.8)                               | \$ 303.1               | \$ 334.9                   | \$ (29.8)           | \$ (145.6)               |
| <b>Cash flows from investing activities:</b>  |  |                        |                            |                     |                          |
| Capital expenditures  | (2.5)                                    | (22.7)                 |                            |                     | (25.2)                   |
| Proceeds from sale and maturities of restricted marketable securities                             |  |                        | 65.8                       |                     | 65.8                     |
| Purchase of restricted investments  |  |                        | (11.3)                     |                     | (11.3)                   |
| Net change in restricted cash   | 0.8                                      |                        | 6.3                        |                     | 7.1                      |
| Proceeds from divestiture of divisions  | 1,146.3                                  |                        |                            | (1,146.3)           |                          |
| Other   | 2.1                                      | (1.1)                  | 1.2                        |                     | 2.2                      |
| Net cash provided by (used in) investing activities of discontinued operations                    |  |                        |                            |                     |                          |
| Proceeds from divestiture of divisions  |  |                        |                            | 1,146.3             | 1,146.3                  |
| Other investing activities of discontinued operations   | (0.1)                                    | (3.1)                  | 6.2                        |                     | 3.0                      |
| <b>Net cash provided by (used in) investing activities</b>  | 1,146.6                                  | (26.9)                 | 68.2                       |                     | 1,187.9                  |
| <b>Cash flows from financing activities:</b>  |  |                        |                            |                     |                          |
| Checks in excess of bank balance  | 15.9                                     |                        |                            | (5.3)               | 10.6                     |
| Principal payments on debt  | (920.6)                                  | (0.3)                  |                            |                     | (920.9)                  |
| Borrowings on revolving credit facility   | 260.0                                    |                        |                            |                     | 260.0                    |
| Payments on revolving credit facility   | (315.0)                                  |                        |                            |                     | (315.0)                  |
| Principal payments under capital lease obligations  | (1.3)                                    | (7.1)                  | (1.2)                      |                     | (9.6)                    |
| Dividends paid on convertible perpetual preferred stock   | (13.0)                                   |                        |                            |                     | (13.0)                   |
| Debt amendment and issuance costs   | (11.2)                                   |                        |                            |                     | (11.2)                   |
| Distributions to minority interests of consolidated affiliates                                    |  |                        | (19.5)                     |                     | (19.5)                   |
| Other   | 0.1                                      |                        |                            |                     | 0.1                      |
| Change in intercompany advances   | 618.9                                    | (257.9)                | (390.8)                    | 29.8                |                          |
| Net cash used in financing activities of discontinued operations                                  | (46.7)                                   | (0.5)                  | (1.1)                      |                     | (48.3)                   |
| <b>Net cash used in financing activities</b>  | (412.9)                                  | (265.8)                | (412.6)                    | 24.5                | (1,066.8)                |
| <b>Effect of exchange rate on cash and cash equivalents</b>                                       |  |                        | 0.1                        |                     | 0.1                      |
| <b>(Decrease) increase in cash and cash equivalents</b>   | (20.1)                                   | 10.4                   | (9.4)                      | (5.3)               | (24.4)                   |
| <b>Cash and cash equivalents at beginning of period</b>   | 17.5                                     | 2.7                    | 6.9                        |                     | 27.1                     |
| <b>Cash and cash equivalents of divisions and facilities held for sale at beginning of period</b> | 2.8                                      |                        | 11.6                       |                     | 14.4                     |
| <b>Less: Cash and cash equivalents of divisions and facilities held for sale at end of period</b> | (0.2)                                    |                        | (1.0)                      |                     | (1.2)                    |
| <b>Cash and cash equivalents at end of period</b>   | \$                                       | \$ 13.1                | \$ 8.1                     | \$ (5.3)            | \$ 15.9                  |



## HealthSouth Corporation and Subsidiaries

## Notes to Condensed Consolidated Financial Statements

## Condensed Consolidating Statement of Cash Flows

|   | Nine Months Ended September 30, 2006        |                           |                               |                        |                             |
|---|---|---------------------------|-------------------------------|------------------------|-----------------------------|
|   | HealthSouth<br>Corporation<br>(In Millions) | Guarantor<br>Subsidiaries | Non Guarantor<br>Subsidiaries | Eliminating<br>Entries | HealthSouth<br>Consolidated |
| <b>Net cash (used in) provided by operating activities</b>  | \$ (72.6)                                   | \$ 115.9                  | \$ (23.0)                     | \$ (99.6)              | \$ (79.3)                   |
| <b>Cash flows from investing activities:</b>  |   |                           |                               |                        |                             |
| Capital expenditures  | (7.7)                                       | (29.8)                    | (5.1)                         |                        | (42.6)                      |
| Proceeds from sale and maturities of marketable securities  | 31.2  |                           | 0.9                           |                        | 32.1                        |
| Proceeds from sale and maturities of restricted marketable securities                             |   |                           | 8.8                           |                        | 8.8                         |
| Purchase of investments   | (8.2)                                       |                           |                               |                        | (8.2)                       |
| Purchase of restricted investments  |   |                           | (83.4)                        |                        | (83.4)                      |
| Net change in restricted cash   | (15.2)                                      |                           | 112.7                         |                        | 97.5                        |
| Other   | (1.3)                                       |                           | 0.8                           |                        | (0.5)                       |
| Net cash provided by investing activities of discontinued operations                              | 3.8   | 17.1                      | 29.3                          |                        | 50.2                        |
| <b>Net cash provided by (used in) investing activities</b>  | 2.6   | (12.7)                    | 64.0                          |                        | 53.9                        |
| <b>Cash flows from financing activities:</b>  |   |                           |                               |                        |                             |
| Checks in excess of bank balance  | (3.9)                                       |                           |                               |                        | (3.9)                       |
| Principal borrowings on notes   | 3,050.0                                     |                           |                               |                        | 3,050.0                     |
| Proceeds from bond issuance   | 1,000.0                                     |                           |                               |                        | 1,000.0                     |
| Principal payments on debt  | (4,414.4)                                   | (16.9)                    | (0.5)                         |                        | (4,431.8)                   |
| Borrowings on revolving credit facility   | 100.0                                       |                           |                               |                        | 100.0                       |
| Payments on revolving credit facility   | (50.0)                                      |                           |                               |                        | (50.0)                      |
| Principal payments under capital lease obligations  | (4.2)                                       | (7.9)                     | (1.0)                         | 3.0                    | (10.1)                      |
| Issuance of convertible perpetual preferred stock   | 400.0                                       |                           |                               |                        | 400.0                       |
| Dividends paid on convertible perpetual preferred stock   | (9.2)                                       |                           |                               |                        | (9.2)                       |
| Preferred stock issuance costs  | (12.6)                                      |                           |                               |                        | (12.6)                      |
| Debt issuance costs   | (79.2)                                      |                           |                               |                        | (79.2)                      |
| Distributions to minority interests of consolidated affiliates                                    |   |                           | (12.3)                        |                        | (12.3)                      |
| Other   | 0.1   |                           |                               |                        | 0.1                         |
| Change in intercompany advances   | 1.1   | (71.9)                    | (20.5)                        | 91.3                   |                             |
| Net cash used in financing activities of discontinued operations                                  | (53.7)                                      | (2.4)                     | (3.0)                         |                        | (59.1)                      |
| <b>Net cash used in financing activities</b>  | (76.0)                                      | (99.1)                    | (37.3)                        | 94.3                   | (118.1)                     |
| <b>Effect of exchange rate on cash and cash equivalents</b>                                       |   |                           | 0.3                           |                        | 0.3                         |
| <b>(Decrease) increase in cash and cash equivalents</b>   | (146.0)                                     | 4.1                       | 4.0                           | (5.3)                  | (143.2)                     |
| <b>Cash and cash equivalents at beginning of period</b>   | 158.5                                       | 0.2                       | 7.9                           |                        | 166.6                       |
| <b>Cash and cash equivalents of divisions and facilities held for sale at beginning of period</b> | 5.2   | 0.1                       | 7.2                           |                        | 12.5                        |
| <b>Less: Cash and cash equivalents of divisions and facilities held for sale at end of period</b> | (6.0)                                       |                           | (11.8)                        | 5.3                    | (12.5)                      |
| <b>Cash and cash equivalents at end of period</b>   | \$ 11.7                                     | \$ 4.4                    | \$ 7.3                        | \$                     | \$ 23.4                     |



## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ( MD&A ) relates to HealthSouth Corporation and its subsidiaries and should be read in conjunction with our condensed consolidated financial statements included under Part I, Item 1, *Financial Statements (Unaudited)*, of this Quarterly Report on Form 10-Q, our audited consolidated financial statements for the year ended December 31, 2006 included in our Current Report on Form 8-K filed on March 30, 2007 (the March 2007 Form 8-K ), and Management's Discussion and Analysis of Results of Operations and Financial Condition which is included in our Annual Report on Form 10-K for the year ended December 31, 2006, as amended, (the 2006 Form 10-K ). As used in this report, the terms HealthSouth, we, our, us, and the Company refer to HealthSouth Corporation and its subsidiaries, unless otherwise stated or indicated by context.

This MD&A is designed to provide the reader with information that will assist in understanding our condensed consolidated financial statements, the changes in certain key items in those financial statements from period to period, and the primary factors that accounted for those changes, as well as how certain accounting principles affect our condensed consolidated financial statements.

### Executive Overview

In 2007, we have been focused on our strategic repositioning of the Company as a pure play provider of post-acute health care services, with a focus on inpatient rehabilitative health care. During the nine months ended September 30, 2007 and through the filing of this report:

We entered into an agreement with Select Medical Corporation ( Select Medical ), a privately owned operator of specialty hospitals and outpatient rehabilitation facilities, to sell our outpatient rehabilitation division for approximately \$245 million in cash, subject to certain adjustments. This transaction closed on May 1, 2007, other than with respect to certain facilities for which approvals for the transfer to Select Medical had not yet been received as of such date. On October 31, 2007, we received approval for the transfer of the remaining facilities to Select Medical.

We entered into an agreement to sell our surgery centers division to ASC Acquisition LLC ( ASC ), a Delaware limited liability company and newly formed affiliate of TPG Partners V, L.P. ( TPG ), a private investment partnership. The purchase price consisted of cash consideration of \$920 million, subject to certain adjustments, and a contingent option to acquire up to a 5% equity interest of the new company. This transaction closed on June 29, 2007, other than with respect to certain facilities for which approvals for the transfer to ASC had not yet been received as of such date.

During the third quarter of 2007, we received approval for the transfer of a portion of the facilities, but others remain pending.

We entered into an agreement with an affiliate of The Gores Group, a private equity firm, to sell our diagnostic division for approximately \$47.5 million, subject to certain adjustments. This transaction closed on July 31, 2007, other than with respect to one facility for which approval for the transfer had not yet been received as of such date.

As a result of the foregoing, our surgery centers, outpatient, and diagnostic divisions are reported as held for sale in our condensed consolidated balance sheets and in discontinued operations in our condensed consolidated statements of operations and comprehensive income (loss) and condensed consolidated statements of cash flows in accordance with Financial Accounting Standards Board ( FASB ) Statement No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*. Amounts classified as assets held for sale declined from December 31, 2006 to September 30, 2007 due primarily to the closing of the transactions to sell these divisions in the second and third quarters of 2007. See Note 6, *Assets Held for Sale and Results of Discontinued Operations*, to our condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, for additional information related to the closing of these transactions.

The proceeds of these divestitures were used to reduce debt, which allows us to set the platform to pursue growth opportunities in inpatient rehabilitative care and complementary post-acute businesses in the future. In March 2007, we amended our Credit Agreement (as defined in Note 9, *Long-term Debt*, to the consolidated financial

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statements accompanying our March 2007 Form 8-K) and received the appropriate lender approvals for our divestiture activities. See Note 5, *Long-term Debt*, to our condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, for additional information related to the use of proceeds of these divestitures.

Historically, we reported five segments: inpatient, surgery centers, outpatient, diagnostic, and corporate and other. Based on our strategic focus in the inpatient rehabilitation industry and the reclassification of our surgery centers, outpatient, and diagnostic divisions to discontinued operations, we modified our segment reporting from five reportable segments to one reportable segment in the first quarter of 2007. Amounts historically reported as part of our corporate and other segment, which primarily represented the corporate overhead costs associated with our operating divisions, are no longer considered a reportable segment by our chief operating decision maker due to our strategic repositioning as a pure-play post-acute care provider and the change in the manner in which we now manage the Company. Rather, these corporate overhead costs are now presented on the line entitled *General and administrative expenses* in our condensed consolidated statements of operations and comprehensive income (loss). Therefore, the condensed consolidated results of operations of the Company presented herein represent the continuing operations of our inpatient division, including corporate overhead.

Because we do not allocate corporate overhead by division, our operating results reflect overhead costs associated with managing and providing shared services to our surgery centers, outpatient, and diagnostic divisions, through their respective dates of sale, even though these divisions qualify as discontinued operations. For the three and nine months ended September 30, 2007, *General and administrative expenses* approximated 6.4% and 8.2%, respectively, of consolidated *Net operating revenues*. However, these percentages decreased by 60 basis points and 260 basis points, respectively, if you include the revenues of the divisions reported in discontinued operations.

Our *General and administrative expenses* approximated \$44.7 million, \$35.0 million, and \$27.5 million in the first, second, and third quarters of 2007, respectively. This improvement over each immediate prior quarter, or sequential improvement, is due primarily to the divestiture of our surgery centers, outpatient, and diagnostic divisions in the second and third quarters of 2007. We plan to continue to rationalize our *General and administrative expenses* in relation to the size of our operations post-repositioning during the remainder of 2007 and in 2008.

As discussed in Note 5, *Long-term Debt*, to our condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, due to the requirements under our Credit Agreement to use the net proceeds from each divestiture to repay obligations outstanding under our Credit Agreement, and in accordance with Emerging Issues Task Force ( EITF ) No. 87-24, Allocation of Interest to Discontinued Operations, we allocated the interest expense on the debt that is required to be repaid as a result of the disposal transactions to discontinued operations.



*Key Challenges*

Although our business is continuing to generate substantial revenues, and market factors appear to favor our post-acute care business model, we still have several immediate internal and external challenges to overcome before we can realize significant improvements in our business, including:

**75% Rule.** The volume volatility created by the 75% Rule had a negative impact on our *Net operating revenues* in 2006. While the majority of our inpatient rehabilitation facilities ( IRFs ) have December cost reporting year ends and are currently operating at, and have maintained since 2006, the 60% minimum qualifying patient mix threshold under the 75% Rule, we have other hospitals with June cost reporting year ends that had to achieve compliance with a higher threshold during 2007. We also have hospitals with May cost reporting year ends that will operate at a higher threshold in 2007 than they operated during the first five months of 2006. Our required compliance rates under the 75% Rule are as follows:

| Cost Reporting Year End | # of Consolidated Hospitals | Minimum Compliance Threshold |                   |                   |                         |
|-------------------------|-----------------------------|------------------------------|-------------------|-------------------|-------------------------|
|                         |                             | 50%                          | 60%               | 65%               | 75%                     |
| June 30                 | 9                           | July 1, 2004                 | July 1, 2005      | July 1, 2007      | July 1, 2008            |
|                         |                             | June 30, 2005                | June 30, 2007     | June 30, 2008     | forward                 |
| December 31             | 65                          | January 1, 2005              | January 1, 2006   | January 1, 2008   |                         |
|                         |                             | December 31, 2005            | December 31, 2007 | December 31, 2008 | January 1, 2009 forward |
| May 31                  | 17                          | June 1, 2005                 | June 1, 2006      | June 1, 2008      | June 1, 2009            |
|                         |                             | May 31, 2006                 | May 31, 2008      | May 31, 2009      | forward                 |

As our hospitals approach a new cost reporting year and work to achieve compliance with a higher compliance threshold, we anticipate that volumes of these hospitals will decline. We plan to continue to aggressively attempt to mitigate the impact of the 75% Rule by managing our expenses, focusing our marketing efforts on compliant cases, and developing new post-acute services and other services that are complementary to our IRFs. For additional information on the 75% Rule, see Item 1, *Business*, Sources of Revenue, of our 2006 Form 10-K.

**Single-Payor Exposure.** Medicare comprises approximately 68% of our consolidated *Net operating revenues* for the nine months ended September 30, 2007. Consequently, single-payor exposure presents a risk. In particular, as discussed in Item 1, *Business*,

Sources of Revenues, to our 2006 Form 10-K, changes to the 75% Rule and pricing pressure have combined to create a very challenging operating environment for us. Thus far, we have been able to partially mitigate the impact of the 75% Rule on our operating earnings by implementing the mitigation strategies discussed in Item 1, *Business*, Inpatient Division, of our 2006 Form 10-K. Because we receive a significant percentage of our revenues from Medicare, our inability to achieve continued compliance with or continue to mitigate the negative effects of the 75% Rule could have a material adverse effect on our business, financial position, results of operations, and cash flows.

**Leverage and Liquidity.** We are highly leveraged. Our high leverage increases our cost of borrowing and decreases our *Net income*. However, our leverage and liquidity are improving. During the second and third quarters of 2007, we used the net proceeds from the divestiture of our surgery centers, outpatient, and diagnostic divisions to pay down debt. As a result of these transactions, our total debt outstanding has decreased from \$3.4 billion as of December 31, 2006 to \$2.4 billion as of September 30, 2007. In addition, in October 2007, we used approximately \$405 million of our \$440 million income tax recovery from the Internal Revenue Service (the IRS ) (See Note *Long-term Debt*, and Note 7, *Income Taxes*, to the condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, of this report) to pay down amounts outstanding under our Credit Agreement.

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In addition, during the third quarter of 2007, we used available cash and borrowings on our revolving credit facility to redeem approximately \$32 million of our 10.75% Senior Notes due 2016. In October 2007, we continued using available cash to redeem an additional \$19 million of these higher interest rate notes. See Note 5, *Long-term Debt*, to the condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, of this report.

We have scheduled payments of \$6.5 million and \$71.5 million in the remainder of 2007 and 2008, respectively, related to long-term debt obligations (see Note 5, *Long-term Debt*, to the condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, of this report). In addition to debt service, we expect to make the final payment of \$21.9 million for the Medicare Program Settlement (see Note 22, *Medicare Program Settlement*, to the consolidated financial statements accompanying our March 2007 Form 8-K) in December 2007, and we made the final \$25.0 million payment related to our SEC Settlement (see Note 23, *SEC Settlement*, to the consolidated financial statements accompanying our March 2007 Form 8-K) in October 2007. Once these settlement payments are behind us, we will be able to redirect our operating cash elsewhere in the Company. Based on our current borrowing capacity and leverage ratio required under our Credit Agreement, we do not believe there is significant risk in our ability to make additional draws under our revolving credit facility, if needed.

The biggest risk relating to our high leverage is the possibility that a substantial down-turn in operating earnings could impair our ability to comply with the financial covenants contained within our Credit Agreement. If we anticipated a potential covenant violation, we would seek relief from our lenders, which would have some cost to us, and such relief might not be on terms as favorable to those in our existing Credit Agreement. A default due to violation of the covenants contained within our Credit Agreement could require us to immediately repay all amounts then outstanding under the Credit Agreement.

Divestiture-Related Activities and Post-Closing Risk Factors. Our divestiture activities have necessarily created operational challenges for us, such as combating uncertainty in our workforce and, pursuant to our post-closing contractual obligations, continuing to provide corporate support and other services to each division during the transition period. In addition to these operational challenges, we also continue to seek regulatory approval for the transition of certain facilities included in the divestiture transactions from the applicable agencies. We also face certain financial risks and challenges relating to these divestiture transactions following their closing. These include disputes with former partners, working capital adjustments, uncertainties regarding regulatory approvals, guarantees of certain obligations, and certain contract termination or repurchase rights that may have been triggered by the divestitures. See Note 6, *Assets Held for Sale and Results of Discontinued Operations*, to our condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)* of this report for additional information.

### *Changes in Regulations Governing IRF Reimbursement*

On July 31, 2007, the United States Centers for Medicare and Medicaid Services ( CMS ) released the fiscal year 2008 notice of final rulemaking for IRFs under the prospective payment system ( IRF-PPS ). This rule will be effective for Medicare discharges between October 1, 2007 and September 30, 2008. Based on our analysis, we estimate the annual impact of this final rule will improve our consolidated *Net operating revenues* in the range of \$25 million to \$30 million.

On August 1, 2007, the United States House of Representatives passed a bill which proposes the enactment of a law titled the Children's Health and Medicare Protection Act of 2007. Among other things, the bill proposes to permanently freeze the implementation of the 75% Rule at 60% and proposes changes that would reduce reimbursement for lower extremity joint replacement and hip fractures. While certain parts of this bill are advantageous to the Company, such as the freezing of the 75% Rule's compliance threshold, other parts would negatively impact our results of operations, if the bill were enacted into law in its current form. For example, at this time, we estimate the annual impact of the proposed reductions for lower extremity joint replacement and hip fractures would negatively impact our consolidated *Net operating revenues* in the range of \$40 million to \$45 million.

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million. If enacted into law, we would expect to mitigate the impact to our *Net income* by reducing operating expenses. Congress continues to consider this and other Medicare legislation proposals that could impact the Company, and, at this time, we are unable to estimate the total impact such legislation might have on our financial position, results of operations, or cash flows, if these proposals were to become law.

### Consolidated Results of Operations

We are the nation's largest provider of inpatient rehabilitation services. Our inpatient rehabilitation hospitals provide comprehensive services to patients who require intensive institutional rehabilitation care. Patient care is provided by nursing and therapy staff as directed by a physician order. Internal case managers monitor each patient's progress and provide documentation of patient status, achievement of goals, functional outcomes and efficiency.

We operate inpatient rehabilitation hospitals and long-term acute care hospitals ( LTCHs ) and provide treatment on both an inpatient and outpatient basis. As of September 30, 2007, we operated 94 inpatient rehabilitation hospitals (including 3 hospitals which we account for using the equity method of accounting), 6 LTCHs, and 70 outpatient satellites located within or near (and operated by) our hospitals. In addition to HealthSouth hospitals, we manage 11 inpatient rehabilitation units, 3 outpatient satellites, and one gamma knife radiosurgery center through management contracts. Our inpatient hospitals are located in 26 states, with a concentration of hospitals in Texas, Pennsylvania, Florida, Tennessee, and Alabama. As of September 30, 2007, we also had two hospitals in Puerto Rico, one of which began seeing patients in April 2007.

During the three and nine months ended September 30, 2007 and 2006, we derived consolidated *Net operating revenues* from the following payor sources:

|                                       | <b>Three Months Ended</b> |             | <b>Nine Months Ended</b> |             |
|---------------------------------------|---------------------------|-------------|--------------------------|-------------|
|                                       | <b>September 30,</b>      |             | <b>September 30,</b>     |             |
|                                       | <b>2007</b>               | <b>2006</b> | <b>2007</b>              | <b>2006</b> |
| Medicare                              | 66.0%                     | 68.1%       | 67.7%                    | 68.7%       |
| Medicaid                              | 2.1%                      | 2.1%        | 1.9%                     | 2.1%        |
| Workers' compensation                 | 2.4%                      | 2.6%        | 2.3%                     | 2.6%        |
| Managed care and other discount plans | 19.2%                     | 19.2%       | 18.6%                    | 18.4%       |
| Other third-party payors              | 6.7%                      | 4.9%        | 6.2%                     | 5.0%        |
| Patients                              | 1.1%                      | 0.5%        | 0.7%                     | 0.3%        |
| Other income                          | 2.5%                      | 2.6%        | 2.6%                     | 2.9%        |
| Total                                 | 100.0%                    | 100.0%      | 100.0%                   | 100.0%      |

Our payor mix is weighted heavily towards Medicare. Our IRFs receive Medicare reimbursements under IRF-PPS. Under IRF-PPS, our IRFs receive fixed payment amounts per discharge based on certain rehabilitation impairment categories established by the Department of Health and Human Services. With IRF-PPS, our hospitals retain the difference, if any, between the fixed payment from Medicare and their operating costs. Thus, our hospitals are rewarded for being high quality, low cost providers. For additional information regarding Medicare reimbursement, please see the "Sources of Revenues" section of Item *Business*, of our 2006 Form 10-K.

Due to the significance of Medicare payments to our hospitals, the number of patient discharges is a key metric utilized by management to monitor and evaluate our performance. The number of outpatient visits is also tracked in order to measure the volume of outpatient activity each period.

Certain financial results have been reclassified to conform to the current period presentation. For the three months ended September 30, 2007, such reclassifications primarily relate to two LTCHs and one other entity we sold or closed during the third quarter of 2007 that qualified under FASB Statement No. 144 to be reported as assets held for sale and discontinued operations. Since the filing of our March 2007 Form 8-K, such reclassifications include the qualification of our surgery centers, outpatient, and diagnostic divisions as assets held for sale and discontinued operations under FASB Statement No. 144, as well as certain inpatient hospitals and our electro-shock wave lithotripter units we closed or sold in the first and second quarters of 2007 that also qualified under FASB Statement No. 144. We reclassified our condensed consolidated balance sheet as of December 31, 2006 to show the

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assets and liabilities of these qualifying divisions and facilities as held for sale. We also reclassified our condensed consolidated statements of operations and comprehensive income (loss) for the three and nine months ended September 30, 2006 and our condensed consolidated statement of cash flows for the nine months ended September 30, 2006 to show the results of those qualifying divisions and facilities as discontinued operations. We also reclassified certain expenses considered to be corporate overhead historically reported primarily within the lines entitled *Salaries and benefits* and *Other operating expenses* into *General and administrative expenses* in our condensed consolidated statements of operations and comprehensive income (loss). These expenses primarily include administrative expenses such as corporate accounting, internal controls, legal, and information technology services.

For the three and nine months ended September 30, 2007 and 2006, our consolidated results of operations were as follows:

|   | <b>Three Months Ended</b>     |                  | <b>Percentage<br/>Change<br/>2007 vs.<br/>2006</b> | <b>Nine Months Ended</b>      |                   | <b>Percentage<br/>Change<br/>2007 vs.<br/>2006</b> |
|---|-------------------------------|------------------|--|-------------------------------|-------------------|--|
|   | <b>September 30,<br/>2007</b> | <b>2006</b>      |  | <b>September 30,<br/>2007</b> | <b>2006</b>       |  |
|   | <b>(In Millions)</b>          |                  |  | <b>(In Millions)</b>          |                   |  |
| Net operating revenues  | \$ 431.6                      | \$ 413.5         | 4.4%   | \$ 1,313.5                    | \$ 1,288.8        | 1.9%   |
| Operating expenses:   |                               |                  |  |                               |                   |  |
| Salaries and benefits   | 213.1                         | 205.3            | 3.8%   | 642.1                         | 612.3             | 4.9%   |
| Other operating expenses  | 66.1                          | 48.5             | 36.3%  | 195.1                         | 175.5             | 11.2%  |
| General and administrative expenses   | 27.5                          | 36.5             | (24.7%)  | 107.2                         | 107.6             | (0.4%)   |
| Supplies  | 24.2                          | 25.4             | (4.7%)   | 75.1                          | 75.5              | (0.5%)   |
| Depreciation and amortization   | 19.9                          | 20.7             | (3.9%)   | 57.8                          | 63.3              | (8.7%)   |
| Impairment of long-lived assets   | 0.4                           |                  | N/A  | 15.1                          |                   | N/A  |
| Recovery of amounts due from Richard M. Scruschy                                |                               | (35.0)           | (100.0%)   |                               | (35.0)            | (100.0%)   |
| Occupancy costs   | 12.8                          | 15.6             | (17.9%)  | 38.5                          | 39.9              | (3.5%)   |
| Provision for doubtful accounts   | 5.7                           | 11.1             | (48.6%)  | 26.6                          | 25.9              | 2.7%   |
| Loss on disposal of assets  | 0.6                           | 1.0              | (40.0%)  | 2.2                           | 5.2               | (57.7%)  |
| Government, class action, and related settlements expense                       | 3.9                           | 28.4             | (86.3%)  | (31.7)                        | 49.9              | (163.5%)   |
| Professional fees accounting, tax, and legal                                    | 9.2                           | 23.1             | (60.2%)  | 44.3                          | 99.4              | (55.4%)  |
| Total operating expenses  | 383.4                         | 380.6            | 0.7%   | 1,172.3                       | 1,219.5           | (3.9%)   |
| Loss on early extinguishment of debt  | 2.2                           |                  | N/A  | 19.9                          | 365.6             | (94.6%)  |
| Interest expense and amortization of debt discounts and fees                    | 60.2                          | 56.8             | 6.0%   | 177.9                         | 176.8             | 0.6%   |
| Other income  | (9.4)                         | (0.8)            | 1,075.0%   | (14.5)                        | (5.7)             | 154.4%   |
| Loss on interest rate swap  | 21.4                          | 28.7             | (25.4%)  | 6.8                           | 13.9              | (51.1%)  |
| Equity in net income of nonconsolidated affiliates                              | (2.3)                         | (2.4)            | (4.2%)   | (7.4)                         | (6.8)             | 8.8%   |
| Minority interests in earnings of consolidated affiliates                       | 7.2                           | 6.6              | 9.1%   | 23.2                          | 22.8              | 1.8%   |
| Loss from continuing operations before income tax expense                       | (31.1)                        | (56.0)           | (44.5%)  | (64.7)                        | (497.3)           | (87.0%)  |
| Provision for income tax (benefit) expense                                      | (281.1)                       | 2.1              | (13,485.7%)  | (288.2)                       | 21.0              | (1,472.4%)   |
| Income (loss) from continuing operations  | 250.0                         | (58.1)           | (530.3%)   | 223.5                         | (518.3)           | (143.1%)   |
| Income (loss) from discontinued operations, net of income tax (benefit) expense | 37.6                          | (18.0)           | (308.9%)   | 475.7                         | (35.4)            | (1,443.8%)   |
| <b>Net income (loss)</b>  | <b>\$ 287.6</b>               | <b>\$ (76.1)</b> | <b>(477.9%)</b>                                    | <b>\$ 699.2</b>               | <b>\$ (553.7)</b> | <b>(226.3%)</b>                                    |

## Operating Expenses as a % of Net Operating Revenues

|   | Three Months Ended<br>September 30, |        | Nine Months Ended<br>September 30, |        |
|---|-------------------------------------|--------|------------------------------------|--------|
|   | 2007                                | 2006   | 2007                               | 2006   |
| Salaries and benefits                                     | 49.4%                               | 49.6%  | 48.9%                              | 47.5%  |
| Other operating expenses                                  | 15.3%                               | 11.7%  | 14.9%                              | 13.6%  |
| General and administrative expenses                       | 6.4%                                | 8.8%   | 8.2%                               | 8.3%   |
| Supplies  | 5.6%                                | 6.1%   | 5.7%                               | 5.9%   |
| Depreciation and amortization                             | 4.6%                                | 5.0%   | 4.4%                               | 4.9%   |
| Impairment of long-lived assets                           | 0.1%                                | 0.0%   | 1.1%                               | 0.0%   |
| Recovery of amounts due from Richard M. Scrushy           | 0.0%                                | (8.5%) | 0.0%                               | (2.7%) |
| Occupancy costs   | 3.0%                                | 3.8%   | 2.9%                               | 3.1%   |
| Provision for doubtful accounts                           | 1.3%                                | 2.7%   | 2.0%                               | 2.0%   |
| Loss on disposal of assets                                | 0.1%                                | 0.2%   | 0.2%                               | 0.4%   |
| Government, class action, and related settlements expense | 0.9%                                | 6.9%   | (2.4%)                             | 3.9%   |
| Professional fees accounting, tax, and legal              | 2.1%                                | 5.6%   | 3.4%                               | 7.7%   |
| Total   | 88.8%                               | 92.0%  | 89.3%                              | 94.6%  |

Additional information regarding our operating results for the three and nine months ended September 30, 2007 and 2006 is as follows:

|   | Three Months Ended<br>September 30, |           | Nine Months Ended<br>September 30, |            |
|---|-------------------------------------|-----------|------------------------------------|------------|
|   | 2007                                | 2006      | 2007                               | 2006       |
|   | <b>(In Millions)</b>                |           |                                    |            |
| Net patient revenue inpatient                     | \$ 383.5                            | \$ 364.9  | \$ 1,164.9                         | \$ 1,122.3 |
| Net patient revenue outpatient and other revenues | 48.1                                | 48.6      | 148.6                              | 166.5      |
| Net operating revenues                            | \$ 431.6                            | \$ 413.5  | \$ 1,313.5                         | \$ 1,288.8 |
|   | <b>(Actual Amounts)</b>             |           |                                    |            |
| Discharges  | 24,709                              | 24,938    | 76,279                             | 76,463     |
| Outpatient visits                                 | 324,962                             | 356,601   | 1,017,257                          | 1,110,202  |
| Average length of stay                            | 15.4 days                           | 15.4 days | 15.2 days                          | 15.2 days  |
| Occupancy %                                       | 61.8%                               | 63.5%     | 63.7%                              | 64.9%      |
| # of licensed beds                                | 6,669                               | 6,567     | 6,669                              | 6,567      |
| Full-time equivalents*                            | 15,434                              | 15,614    | 15,530                             | 15,738     |

\* Excludes 589 and 865 full-time equivalents for the three months ended September 30, 2007 and 2006, respectively, and 761 and 845 full-time equivalents for the nine months ended September 30, 2007 and 2006, respectively, who are considered part of corporate overhead with their salaries and benefits included in *General and administrative expenses* in our condensed consolidated statements of operations and comprehensive income (loss). Full-time equivalents included in the above table represent those who participate in or support the operations of our hospitals.

*Net Operating Revenues*

Our consolidated *Net operating revenues* consist primarily of revenues derived from patient care services. *Net operating revenues* also include other revenues generated from management and administrative fees, operation of the conference center located on our corporate campus, and other non-patient care services. These other revenues approximated 2.5% and 2.6% of consolidated *Net operating revenues* for the three months ended September 30, 2007 and 2006, respectively, and 2.6% and 2.9% of consolidated *Net operating revenues* for the nine months ended September 30, 2007 and 2006, respectively.

Net patient revenue from our IRFs and LTCHs was 5.1% and 3.8% higher for the three and nine months ended September 30, 2007, respectively, than the comparable periods of 2006. The increase in both periods was primarily attributable to an increase in our patient case mix index and continued compliant case growth, both of which increased our revenue per discharge.



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Based on industry data published through the Uniform Data System for Medical Rehabilitation (the UDS ) for the second quarter of 2007, our IRFs continued to grow their market share of compliant cases. This industry information, as reported through the UDS under the presumptive method on a quarter lag, showed a 6.7% compliant case growth by HealthSouth during the second quarter of 2007 compared to an average 1.8% decline for non-HealthSouth rehabilitation sites.

Inpatient volumes decreased in both periods of 2007 due primarily to nine hospitals that moved from a 60% compliance threshold to a 65% compliance threshold under the 75% Rule on July 1, 2007. Discharges for the nine months ended September 30, 2007 were also negatively impacted by 16 of our hospitals that moved from a 50% compliance threshold to a 60% compliance threshold under the 75% on June 1, 2006. See Key Challenges 75% Rule of the Executive Overview section of this Item for more information.

Increased *Net operating revenues* attributable to our inpatient hospitals were offset by decreased revenues from outpatient visits. Decreased outpatient volumes resulted from the closure of outpatient satellites, changes in patient program mix, shortages in therapy staffing, and continued competition from physicians offering physical therapy services within their own offices. As of September 30, 2007, we operated 70 outpatient satellites. As of September 30, 2006, we operated 91 outpatient satellites.

### *Salaries and Benefits*

*Salaries and benefits* represent the most significant cost to us and include all amounts paid to full- and part-time employees who directly participate in or support the operations of our hospitals, including all related costs of benefits provided to employees. It also includes amounts paid for contract labor.

*Salaries and benefits* increased during the three and nine months ended September 30, 2007 over the comparable periods of 2006. An approximate 3% merit increase was given to employees on October 1, 2006, thus increasing *Salaries and benefits* during the applicable periods of 2007. The timing of our annual merit increases normally coincides with Medicare pricing adjustments that also occur during that time of year. In addition, shortages of therapists and nurses continue to cause us to raise salaries to retain current employees and to increase our utilization of higher-priced contract labor to properly care for our patients. Finally, as a result of our efforts to comply with the 75% Rule, we are increasingly treating higher acuity patients, which has resulted in increased labor costs.

We are focused on finding a long-term solution for recruiting and retaining qualified personnel for our operating hospitals. We believe we made some improvement in this area during the third quarter of 2007. *Salaries and benefits* increased by 3.8% in the third quarter of 2007 compared to the third quarter of 2006. However, this quarter-over-quarter increase of 3.8% was lower than the 5.5% increase we experienced in the second quarter of 2007.

We will continue to monitor the labor market, and we will make any necessary adjustments in order to remain competitive in this highly competitive environment. Effective October 1, 2007, an annual merit increase was given to our employees. As noted above, our annual merit increases normally coincide with Medicare pricing adjustments that historically occur during this time of year.

### *Other Operating Expenses*

*Other operating expenses* include costs associated with managing and maintaining our hospitals. These expenses include such items as repairs and maintenance, utilities, contract services, professional fees, and insurance.

*Other operating expenses* were higher in the three and nine months ended September 30, 2007 compared to the same periods of 2006 due primarily to a reduction in self-insurance reserves driven by current claims history and revised actuarial estimates that was recorded in the third quarter of 2006. Also, now that we are a pure play provider of post-acute health care services, we are able to focus exclusively on the operations of our hospitals. As part of this focus, during the three and nine months ended September 30, 2007, we incurred professional fees with a consulting firm that is assisting us with the establishment of best practices across all our hospitals, primarily in the areas of sales and marketing and non-clinical activities.

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As discussed in more detail in Note 8, *Investments in and Advances to Nonconsolidated Affiliates*, to our consolidated financial statements included in our March 2007 Form 8-K, *Other operating expenses* for the nine months ended September 30, 2006 also included a \$6.9 million gain related to the repayment of a formerly fully reserved note receivable from Source Medical Solutions, Inc. ( Source Medical ).

### *General and Administrative Expenses*

*General and administrative expenses* primarily include administrative expenses such as corporate accounting, internal controls, legal, and information technology services that are managed from our corporate headquarters in Birmingham, Alabama. These expenses include the salaries and benefits of 589 and 865 full-time equivalents for the three months ended September 30, 2007 and 2006, respectively, and 761 and 845 full-time equivalents for the nine months ended September 30, 2007 and 2006, respectively, who perform these administrative functions.

In addition, because we do not allocate corporate overhead to our divisions, our *General and administrative expenses* include costs associated with managing and providing shared services to our surgery centers, outpatient, and diagnostic divisions, through their respective dates of sale, even though these divisions qualify as discontinued operations. For the three and nine months ended September 30, 2007, *General and administrative expenses* approximated 6.4% and 8.2%, respectively, of consolidated *Net operating revenues*. However, these percentages decreased by 60 basis points and 260 basis points, respectively, if you include the revenues of the divisions reported in discontinued operations. Until we are able to rationalize our corporate overhead in relation to the size of our operations now that our divestitures are complete, our *General and administrative expenses* will reflect unusually high costs.

Our *General and administrative expenses* were lower in the three months ended September 30, 2007 compared to the same period of 2006 due to the divestiture of our surgery centers, outpatient, and diagnostic divisions in the second and third quarters of 2007 (See the Executive Overview section of this Item for more information on the timing of each divestiture). For the nine months ended September 30, 2007, the reduction in *General and administrative expenses* resulting from our divestiture transactions was offset by our investment in a development function, continued investment in our internal audit function, and costs associated with installing new accounting systems. Also, given the uncertainty surrounding our repositioning efforts in the first half of 2007, we experienced attrition of corporate employees who support our surgery centers, outpatient, and diagnostic divisions. As this attrition occurred, we chose to utilize higher-priced contract labor to temporarily fill certain corporate positions rather than hiring new employees to fill the open positions.

### *Supplies*

*Supplies* expense includes all costs associated with supplies used while providing patient care. These costs include pharmaceuticals, needles, bandages, food, and other similar items.

*Supplies* expense decreased as a percent of *Net operating revenues* in both periods due to our supply chain management efforts and our increasing revenue base.

### *Depreciation and Amortization*

The decrease in *Depreciation and amortization* during the three and nine months ended September 30, 2007 over the comparable periods of 2006 was due to the decreased depreciable base of our assets due to the level of our capital expenditures over the past few years.

### *Impairment of Long-Lived Assets*

On June 1, 2007, we entered into an agreement with an investment fund sponsored by Trammell Crow Company ( Trammell Crow ) pursuant to which Trammell Crow agreed to acquire our corporate campus for a purchase price of approximately \$60 million, subject to certain adjustments. During the nine months ended September 30, 2007, we wrote the long-lived assets associated with our corporate campus down by \$14.5 million to their estimated fair value based on the estimated net proceeds we expected to receive from this sale.



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The agreement to sell our corporate campus to Trammell Crow was terminated on August 7, 2007, pursuant to an opt-out provision in the agreement. The Company is considering various alternatives for its corporate campus, recognizing the current downturn in credit markets and its potential impact on any sale transaction.

### *Recovery of Amounts Due from Richard M. Scrushy*

On January 3, 2006, the Alabama Circuit Court in the *Tucker* case (as defined in Note 10, *Contingencies*, to our condensed consolidated financial statements included under Part I, Item 1, *Financial Statements (Unaudited)*) granted the plaintiff's motion for summary judgment against Richard M. Scrushy, our former chairman and chief executive officer, on a claim for the restitution of incentive bonuses Mr. Scrushy received for years 1996 through 2002. Including pre-judgment interest, the court's total award was approximately \$48 million. On August 25, 2006, the Alabama Supreme Court affirmed the Circuit Court's order granting summary judgment against Mr. Scrushy on the unjust enrichment claim, and on October 27, 2006, the Alabama Supreme Court denied Mr. Scrushy's motion for rehearing. As of September 30, 2006, approximately \$35 million of the total award was not the subject of the motion for rehearing. Therefore, we recorded an approximate \$35 million receivable related to this award during the three and nine months ended September 30, 2006.

### *Occupancy Costs*

*Occupancy costs* include amounts paid for rent associated with leased hospitals, including common area maintenance and similar charges. These costs decreased in both periods of 2007 compared to the same periods of 2006 due primarily to rent expense incurred in 2006 for one of our inpatient hospitals in Florida. During 2007, we moved this hospital from leased space to a new, HealthSouth-owned building.

### *Provision for Doubtful Accounts*

For the three months ended September 30, 2007, our *Provision for doubtful accounts* decreased as a percent of *Net operating revenues*. As previously disclosed, distractions associated with the installation of new collections software negatively impacted collection activity during the latter half of 2006. This quarter-over-quarter improvement in our *Provision for doubtful accounts* is reflective of the benefits we are now seeing of the new collections software that was installed, as well as the standardization of certain business office processes.

Our *Provision for doubtful accounts* approximated 2.0% of *Net operating revenues* for the nine months ended September 30, 2007 and 2006. While we are beginning to see the improvements noted above, throughout 2007, we have experienced the continued denial of certain billings by one of our fiscal intermediaries denying claims related to medical necessity. We appeal most of these denials and have experienced a strong success rate for claims that have completed the appeals process. While our success rate is a positive reflection of the medical necessity of the applicable patients, the appeals process can take in excess of one year, and we cannot provide assurance as to the ongoing and future success of our appeals. As such, we have provided reserves for these receivables in accordance with our accounting policy that necessarily considers the age of the receivables under appeal as part of our *Provision for doubtful accounts*. During the third quarter of 2007, the negative impact of these denials became level, year over year.

### *Government, Class Action, and Related Settlements Expense*

Our *Government, class action, and related settlements expense* for the three and nine months ended September 30, 2007 included a \$5.9 million and a \$55.0 million, respectively, reduction in the liability associated with our securities litigation (as discussed in Note 9, *Settlements*, to the condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, of this report) based on the value of our common stock and the associated common stock warrants underlying this settlement.

During the third quarter of 2007, we agreed in principle to a final settlement of certain self-disclosures made to the United States Department of Health & Human Services Office of Inspector General. During the three and nine months ended September 30, 2007, we recorded charges of approximately \$6.2 million and \$14.2 million, respectively, related to these negotiations and ultimate settlement.

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*Government, class action, and related settlements* also included charges of approximately \$3.6 million and \$14.0 million during the three and nine months ended September 30, 2007, respectively, for certain settlements and other ongoing settlement negotiations. See Note 10, *Contingencies*, to the condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, of this report.

During the reconstruction and restatement period of our historical financial statements, it was determined that the equity balances of certain of our partners had been historically overstated by the fraudulent reporting. During the nine months ended September 30, 2007, we favorably settled with certain of these partners. The reduction of the equity balances of these partners resulted in an approximate \$4.9 million gain included in *Government, class action, and related settlements expense* in our condensed consolidated statement of operations and comprehensive income (loss) for the nine months ended September 30, 2007.

*Government, class action, and related settlements expense* for the three and nine months ended September 30, 2006 included a \$1.0 million charge related to our ERISA litigation and a \$1.9 million charge related to the Goodreau litigation. These expenses for the three and nine months ended September 30, 2006 also included charges of approximately \$16.7 million and \$31.4 million, respectively, associated with settlement negotiations with certain of our subsidiary partnerships related to the restatement of their historical financial statements. *Government, class action, and related settlements expense* for the three and nine months ended September 30, 2006 also included \$1.0 million and \$4.0 million related to our agreement with the United States to settle civil allegations brought in federal False Claims Act lawsuits regarding alleged improper billing practices relating to certain orthotic and prosthetic devices. These expenses for the three and nine months ended September 30, 2006 also included charges of \$7.8 million and \$8.6 million for other settlements, negotiations, and litigation.

For the nine months ended September 30, 2006, *Government, class action, and related settlements expense* also included a \$3.0 million charge related to a payment made to the U.S. Postal Inspection Services Consumer Fraud Fund in connection with the execution of the non-prosecution agreement reached with the United States Department of Justice.

For additional information regarding these settlements, ongoing discussions, and litigation, see Note 9, *Settlements*, and Note 10, *Contingencies*, to the condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, of this report. See also Note 25, *Contingencies and Other Commitments*, to the financial statements included in our March 2007 Form 8-K.

### *Professional Fees Accounting, Tax, and Legal*

As previously reported, significant changes have occurred at HealthSouth since the financial fraud perpetrated by certain members of our prior management team was uncovered. The steps taken to stabilize our business and operations, provide vital management assistance, and coordinate our legal strategy came at significant financial cost. During the three months ended September 30, 2007, these fees primarily related to income tax consulting fees for various tax projects (including tax projects associated with our filing of amended income tax returns for 1996 through 2003) and legal fees for continued litigation defense and support matters arising from our prior reporting and restatement issues discussed in Note 10, *Contingencies*, to the condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, of this report. During the nine months ended September 30, 2007, these fees primarily related to fees paid to consultants supporting our divestiture activities, as well as the professional services discussed above for the three months ended September 30, 2007. During the three months ended September 30, 2006, *Professional fees accounting, tax, and legal* related primarily to professional services to support the preparation of our Form 10-Q for the second quarter of 2006 (including the preparation of quarterly information for 2005, which had never been presented), tax preparation and consulting fees related to various tax projects, and legal fees for continued litigation defense and support matters. During the nine months ended September 30, 2006, *Professional fees accounting, tax, and legal* related primarily to the preparation of our Annual Report on Form 10-K for the year ended December 31, 2005, professional services to support the preparation of our Form 10-Qs for the first and second quarters of 2006, tax preparation and consulting fees related to various tax projects, and legal fees for continued litigation defense and support matters.

*Loss on Early Extinguishment of Debt*

As discussed throughout this report, during the second and third quarters of 2007, we used the net proceeds from the divestiture of our surgery centers, outpatient, and diagnostic divisions to reduce borrowings outstanding under our Credit Agreement (as defined in Note 9, *Long-term Debt*, to the financial statements included in our March 2007 Form 8-K). During the third quarter of 2007, we also used a combination of cash on hand and borrowings under our revolving credit facility to redeem approximately \$32 million of our 10.75% Senior Notes due 2016 (see Note 5, *Long-term Debt*, to the condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, of this report). As a result of these pre-payments, we allocated a portion of the debt discounts and fees associated with these agreements to the debt that was extinguished and wrote off debt discounts and fees totaling approximately \$2.2 million and \$19.9 million to *Loss on early extinguishment of debt* during the three and nine months ended September 30, 2007, respectively.

During the nine months ended September 30, 2006, we recorded an approximate \$365.6 million net *Loss on early extinguishment of debt* due to the completion of a private offering of senior notes in June 2006 and a series of recapitalization transactions during the first quarter of 2006. For more information regarding these transactions, see Note 9, *Long-term Debt*, to the consolidated financial statements included in our March 2007 Form 8-K.

*Interest Expense and Amortization of Debt Discounts and Fees*

As discussed earlier in this Item, due to the requirements under our Credit Agreement to use the net proceeds from the divestitures of our surgery centers, outpatient, and diagnostic divisions to repay obligations outstanding under our Credit Agreement, and in accordance with EITF Issue No. 87-24, we allocated interest expense on the debt that is required to be repaid as a result of the disposal transactions to discontinued operations. However, the discussion that follows related to *Interest expense and amortization of debt discounts and fees* is based on total interest expense, including the amounts allocated to discontinued operations. For additional information regarding the allocated amounts, see Note 5, *Long-term Debt*, to the condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*.

The quarter-over-quarter decrease in *Interest expense and amortization of debt discounts and fees* was the result of decreased average borrowings that resulted from the debt pre-payments discussed in Note 5, *Long-term Debt*, to the condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*.

*Interest expense and amortization of debt discounts and fees* decreased during the nine months ended September 30, 2007 when compared to the same period of 2006 due to lower amortization charges and decreased average borrowings offset by a higher average interest rate for the 2007 period. Amortization of debt discounts and fees was approximately \$10.2 million less during the nine months ended September 30, 2007 compared to the same period of 2006. Amortization for the nine months ended September 30, 2006 included the amortization of loan fees associated with our Interim Loan Agreement (as defined in Note 9, *Long-term Debt*, to the consolidated financial statements included in our March 2007 Form 8-K) and the amortization of consent fees associated with the debt that was extinguished as part of the March 2006 recapitalization transactions discussed in Note 9, *Long-term Debt*, to the consolidated financial statements included in our March 2007 Form 8-K. Decreased average borrowings during the nine months ended September 30, 2007 compared to the same period of 2006 resulted in decreased interest expense of approximately \$31.0 million period over period. Due to the recapitalization transactions and the private offering of senior notes described in Note 9, *Long-term Debt*, to the consolidated financial statements included in our March 2007 Form 8-K, our average interest rate for the nine months ended September 30, 2007 approximated 10.0% compared to an average interest rate of 9.5% for the nine months ended September 30, 2006. This increase in average interest rates contributed to an approximate \$11.8 million of increased interest expense during the nine months ended September 30, 2007.

*Other Income*

During the third quarter of 2007, we sold our remaining investment in Source Medical to Source Medical and recorded a gain on sale of approximately \$8.6 million. This gain is included in *Other income* in our condensed consolidated statements of operations and comprehensive income (loss) for the three and nine months ended September 30, 2007. See Note 4, *Investment in and Advances to Nonconsolidated Affiliates*, to the condensed

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consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, of this report and Note 8, *Investment in and Advances to Nonconsolidated Affiliates*, to the financial statements included in our March 2007 Form 8-K for more information on Source Medical. As a result of this transaction, we have no further affiliation or material related party contracts with Source Medical.

### *Loss on Interest Rate Swap*

Our *Loss on Interest Rate Swap* in each period represents amounts recorded related to the mark-to-market adjustments, quarterly settlements, and accrued interest recorded for our interest rate swap. The loss recorded in each period presented represents the market's outlook for interest rates over the term of our swap agreement. To the extent the market believes interest rates will rise above our fixed rate of 5.2%, we will record gains. When the market believes interest rates will fall below our fixed rate of 5.2%, we will record losses. During the three and nine months ended September 30, 2007, we received approximately \$0.6 million and \$1.8 million, respectively, in net cash settlement payments from our counterparties under the interest rate swap agreement. During the three months ended September 30, 2006, we received approximately \$0.4 million in net cash settlement payments from our counterparties under the interest rate swap agreement, while during the nine months ended September 30, 2006, we paid approximately \$1.4 million in net cash settlement payments to our counterparties. For additional information regarding our interest rate swap, see Note 9, *Long-term Debt*, to the consolidated financial statements included in our March 2007 Form 8-K.

Per the underlying swap agreement, the notional amount of our interest rate swap was scheduled to be reduced from \$1.9 billion to \$1.1 billion in March 2008. However, due to the pre-payments discussed in Note 5, *Long-term Debt*, to the condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, of this report and current market conditions, we decreased the notional amount of our interest rate swap to \$1.1 billion in October 2007. Fees associated with this transaction were not material to our results of operations, financial position, or cash flows. See Part I, Item 3, *Quantitative and Qualitative Disclosures About Market Risk*, for additional information.

### *Minority Interests in Earnings of Consolidated Affiliates*

*Minority interests in earnings of consolidated affiliates* represent the share of net income or loss allocated to members or partners in our consolidated affiliates. Fluctuations in *Minority interests in earnings of consolidated affiliates* are driven by the financial performance of the applicable facility population each period.

### *Loss from Continuing Operations Before Income Tax (Benefit) Expense*

Our pre-tax loss from continuing operations for the three and nine months ended September 30, 2007 included an \$8.6 million gain related to the sale of our remaining investment in Source Medical (see Note 4, *Investment in and Advances to Nonconsolidated Affiliates*, to the condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, of this report). Our pre-tax loss from continuing operations for the three and nine months ended September 30, 2006 included a \$35.0 million recovery of incentive bonuses from Mr. Scrusby, as discussed above in *Consolidated Results of Operations - Recovery of Amounts Due from Richard M. Scrusby*.

Our *Loss from continuing operations before income tax (benefit) expense* (pre-tax loss from continuing operations) decreased for the three months ended September 30, 2007 compared to the same period of 2006 due primarily to a reduction in *General and administrative expenses*, professional fees, and a reduction in amounts recorded as *Government, class action, and related settlements expense*.

Our pre-tax loss from continuing operations for the nine months ended September 30, 2006 included a \$365.6 million *Loss on early extinguishment of debt*. If we exclude this item, our pre-tax loss from continuing operations for the nine months ended September 30, 2006 was \$131.7 million, resulting in a \$67.0 million decrease in our pre-tax loss from continuing operations period over period. This decrease primarily resulted from a reduction in professional fees and a reduction in amounts recorded as *Government, class action, and related settlements expense*. These reductions in operating expenses were offset by impairment charges recorded during the nine months ended September 30, 2007 related to our corporate campus, as discussed above.

*Provision for Income Tax (Benefit) Expense*

The change in our *Provision for income tax (benefit) expense* in each period presented is due primarily to the recovery of federal income taxes for tax years 1996 through 1999, as discussed in Note 7, *Income Taxes*, to the condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, of this report.

**Results of Discontinued Operations**

As discussed earlier in this Item and in Note 1, *Basis of Presentation*, to the condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, of this report, our surgery centers, outpatient, and diagnostic divisions are reported as held for sale in our condensed consolidated balance sheets and discontinued operations in our condensed consolidated statements of operations and comprehensive income (loss). In addition, during the three months ended September 30, 2007, two LTCHs and one other entity qualified under FASB Statement No. 144 to be reported as held for sale and discontinued operations. We reclassified our condensed consolidated balance sheet as of December 31, 2006 to show the assets and liabilities of these qualifying divisions and facilities as held for sale. We also reclassified our condensed consolidated statements of operations and comprehensive income (loss) for the three and nine months ended September 30, 2006 and our condensed consolidated statement of cash flows for the nine months ended September 30, 2006 to show the results of those qualifying divisions and facilities as discontinued operations.

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The operating results of discontinued operations, by division and in total, are as follows:

|  | Three Months Ended<br>September 30,<br>2007 |           | Nine Months Ended<br>September 30,<br>2006 |            |
|--|---|-----------|--|------------|
|  | 2006  |           | 2006                                       |            |
|  | (In Millions)                               |           |  |            |
| <b>HealthSouth Corporation:</b>                              |   |           |  |            |
| Net operating revenues                                       | \$ 3.0                                      | \$ 21.5   | \$ 17.5                                    | \$ 73.3    |
| Costs and expenses   | 5.9   | 21.9      | 26.7                                       | 85.4       |
| Impairments  |   |           |  | 1.9        |
| Loss from discontinued operations                            | (2.9)                                       | (0.4)     | (9.2)                                      | (14.0)     |
| Gain (loss) on disposal of assets of discontinued operations | 0.2   | (1.2)     | (0.2)                                      | (8.5)      |
| Income tax benefit (expense)                                 | 0.3   | (0.1)     | 0.5  | (0.2)      |
| Loss from discontinued operations, net of tax                | \$ (2.4)                                    | \$ (1.7)  | \$ (8.9)                                   | \$ (22.7)  |
| <b>Surgery Centers:</b>                                      |   |           |  |            |
| Net operating revenues                                       | \$ 12.0                                     | \$ 180.0  | \$ 375.1                                   | \$ 566.3   |
| Costs and expenses   | 10.6  | 183.2     | 345.3                                      | 559.4      |
| Impairments  | 0.8   |           | 3.8  | 1.6        |
| Income (loss) from discontinued operations                   | 0.6   | (3.2)     | 26.0                                       | 5.3        |
| (Loss) gain on disposal of assets of discontinued operations | (0.1)                                       | 0.6       | 1.8  | 14.8       |
| Gain of divestiture of division                              | 49.2  |           | 317.8                                      |            |
| Income tax (expense) benefit                                 | (6.3)                                       | (3.7)     | 42.2                                       | (11.5)     |
| Income (loss) from discontinued operations, net of tax       | \$ 43.4                                     | \$ (6.3)  | \$ 387.8                                   | \$ 8.6     |
| <b>Outpatient:</b>   |   |           |  |            |
| Net operating revenues                                       | \$ 12.7                                     | \$ 78.2   | \$ 120.5                                   | \$ 253.6   |
| Costs and expenses   | 5.5   | 79.4      | 106.0                                      | 244.7      |
| Impairments  |   | 0.2       | 0.2  | 0.5        |
| Income (loss) from discontinued operations                   | 7.2   | (1.4)     | 14.3                                       | 8.4        |
| Gain (loss) on disposal of assets of discontinued operations |   | 0.4       | (1.3)                                      | 0.2        |
| (Loss) gain on divestiture of division                       | (0.4)                                       |           | 134.2                                      |            |
| Income tax expense   | (3.1)                                       | (0.2)     | (7.4)                                      | (0.2)      |
| Income (loss) from discontinued operations, net of tax       | \$ 3.7                                      | \$ (1.2)  | \$ 139.8                                   | \$ 8.4     |
| <b>Diagnostic:</b>   |   |           |  |            |
| Net operating revenues                                       | \$ 13.5                                     | \$ 52.1   | \$ 90.2                                    | \$ 157.1   |
| Costs and expenses   | 14.4  | 65.4      | 96.6                                       | 186.3      |
| Impairments  | 0.5   |           | 33.2                                       | 2.9        |
| Loss from discontinued operations                            | (1.4)                                       | (13.3)    | (39.6)                                     | (32.1)     |
| Gain on disposal of assets of discontinued operations        | 1.5   | 4.8       | 2.8  | 2.8        |
| Loss on divestiture of division                              | (8.4)                                       |           | (8.4)                                      |            |
| Income tax benefit (expense)                                 | 1.2   | (0.3)     | 2.2  | (0.4)      |
| Loss from discontinued operations, net of tax                | \$ (7.1)                                    | \$ (8.8)  | \$ (43.0)                                  | \$ (29.7)  |
| <b>Total:</b>  |   |           |  |            |
| Net operating revenues                                       | \$ 41.2                                     | \$ 331.8  | \$ 603.3                                   | \$ 1,050.3 |
| Costs and expenses   | 36.4  | 349.9     | 574.6                                      | 1,075.8    |
| Impairments  | 1.3   | 0.2       | 37.2                                       | 6.9        |
| Income (loss) from discontinued operations                   | 3.5   | (18.3)    | (8.5)                                      | (32.4)     |
| Gain on disposal of assets of discontinued operations        | 1.6   | 4.6       | 3.1  | 9.3        |
| Gain on divestiture of divisions                             | 40.4  |           | 443.6                                      |            |
| Income tax (expense) benefit                                 | (7.9)                                       | (4.3)     | 37.5                                       | (12.3)     |
| Income (loss) from discontinued operations, net of tax       | \$ 37.6                                     | \$ (18.0) | \$ 475.7                                   | \$ (35.4)  |



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*HealthSouth Corporation.* Our results of discontinued operations for the three and nine months ended September 30, 2006 included the operations of our Cedar Court hospital in Australia (sold in October 2006 as we divested our international operations), Central Georgia Rehabilitation Hospital (lease expired on September 30, 2006 and was not extended), Union LTCH (closed February 2007 due to performance), Alexandria LTCH (sold in May 2007), Winnfield LTCH (sold in August 2007), and Terre Haute LTCH (closed in August 2007). The timing of the sale or closure of these hospitals was the primary factor that contributed to the change in net operating revenues and costs and expenses in each period presented. The change in net operating revenues and costs and expenses in the nine months ended September 30, 2007 also related to the sale of one of our former acute care hospitals, the Birmingham Medical Center, on March 31, 2006. The impairment charge we recorded during the nine months ended September 30, 2006 was based on the difference between the expected sales price and the net book value of an entity we sold in the latter half of 2006. The net loss on asset disposals in the nine months ended September 30, 2006 was the result of our sale of the Birmingham Medical Center and lease termination fees associated with certain properties adjacent to the Birmingham Medical Center.

*Surgery Centers.* The net operating revenues and costs and expenses for the three months ended September 30, 2007 were lower than those of the comparable period in 2006 due to the closing of the transaction to sell our surgery centers division to ASC on June 29, 2007, as discussed below. The decrease in net operating revenues and costs and expenses between the nine months ended September 30, 2007 and the comparable period of 2006 was due to the closing of the transaction to sell our surgery centers division to ASC on June 29, 2007, surgery centers that became equity method investments rather than consolidated entities after the second quarter of 2006, and declining volumes. Facility closings resulted in the impairment charge in the nine months ended September 30, 2007. Facility closings and facilities experiencing negative cash flows from operations resulted in the impairment charge in the nine months ended September 30, 2006. In each period, we determined the fair value of the impaired assets using valuation techniques that included discounted cash flows and third-party appraisals. The gain on disposal of assets recorded in the nine months ended September 30, 2006 primarily related to the sale of three surgery centers during that period.

We closed the transaction to sell our surgery centers division to ASC on June 29, 2007, other than with respect to certain facilities for which approvals for the transfer to ASC had not yet been received as of such date. During the third quarter of 2007, we received approval for the transfer of a portion of these facilities, but others remain pending. No portion of the purchase price was withheld at closing pending the transfer of these facilities. As of September 30, 2007, we have deferred approximately \$66.3 million of cash proceeds received at closing associated with the facilities still awaiting approval for transfer to ASC.

During the third quarter of 2007, we also reached an agreement with certain of our remaining partners to sell an additional facility to ASC. This facility was an opt-out partnership at the time the original transaction closed with ASC. After deducting deal and separation costs, we received approximately \$16.2 million of net cash proceeds in conjunction with the sale of this facility.

As a result of the disposition of our surgery centers division, including the opt-out partnership discussed above, we recorded post-tax gains on disposal of approximately \$49.2 million and \$379.1 million during the three and nine months ended September 30, 2007. We expect to record an additional gain of approximately \$12 million to \$22 million once approval is obtained for the facilities that remain pending. For additional information, see Note 6, *Assets Held for Sale and Results of Discontinued Operations*, to our condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, of this report.

*Outpatient.* The net operating revenues and costs and expenses for the three and nine months ended September 30, 2007 were lower than those of the comparable periods in 2006 due primarily to the closing of the transaction to sell our outpatient division to Select Medical on May 1, 2007, other than with respect to certain facilities for which approvals for the transfer to Select Medical had not yet been received as of such date. Approximately \$24 million of the \$245 million purchase price was withheld pending the transfer of these facilities. As a result of the disposition of our outpatient division, we recorded an approximate \$134.6 million post-tax gain on disposal during the nine months ended September 30, 2007. On October 31, 2007, we received approval for the transfer of the remaining facilities to Select Medical, and we received the additional sale proceeds on November 2, 2007. We expect to record an additional gain of approximately \$10 million to \$15 million in the fourth quarter of 2007 associated with these remaining facilities. For additional information, see Note 6, *Assets Held for Sale and*



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*Results of Discontinued Operations*, to our condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, of this report.

*Diagnostic.* The net operating revenues and costs and expenses for the three months ended September 30, 2007 were lower than those of the comparable period in 2006 due to the closing of the transaction to sell our diagnostic division to The Gores Group on July 31, 2007, as discussed below. The decrease in net operating revenues and costs and expenses between the nine months ended September 30, 2007 and the comparable period of 2006 was attributable to the closing of the divestiture transaction, lower scan volumes due to new restrictions imposed by certain payors, and the negative impact on pricing of the Deficit Reduction Act for diagnostic imaging services effective January 1, 2007. Costs and expenses also decreased in part due to the completed implementation of a new enterprise information technology system in the fourth quarter of 2006 and decreased costs associated with the outsourcing of collection activities in 2006. The results of operations of our diagnostic division also included impairment charges in certain periods presented. During the nine months ended September 30, 2007, we wrote the intangible assets and certain long-lived assets of our diagnostic division down to their estimated fair value based on the estimated net proceeds we expected to receive from the divestiture of the division. During the nine months ended September 30, 2006, facility closings and facilities experiencing negative cash flow from operations resulted in the division recognizing impairment charges related to long-lived assets. We determined the fair value of the impaired long-lived assets at a facility primarily based on the assets' estimated fair value using valuation techniques that included discounted future cash flows and third-party appraisals.

We closed the transaction to sell our diagnostic division to The Gores Group on July 31, 2007, other than with respect to one facility for which approval for the transfer had not yet been received as of such date. The net cash proceeds received at closing, after deducting deal and separation costs and purchase price adjustments, approximated \$39.7 million. As a result of the disposition of our diagnostic division, we recorded an approximate \$8.4 million post-tax loss on disposal in the third quarter of 2007. This loss primarily resulted from working capital adjustments based on the final balance sheet and ongoing negotiations with the buyer related to working capital. For additional information, see Note 6, *Assets Held for Sale and Results of Discontinued Operations*, to our condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, of this report.

### **Liquidity and Capital Resources**

Our principal sources of liquidity are cash on hand, cash from operations, and Revolving Loans under our Credit Agreement (as defined in Note 9, *Long-term Debt*, to the consolidated financial statements included in our March 2007 Form 8-K).

We are highly leveraged. However, our leverage and liquidity are improving. During the second and third quarters of 2007, we used the net proceeds from the divestiture of our surgery centers, outpatient, and diagnostic divisions to pay down debt. As a result of these transactions, our total debt outstanding has decreased from \$3.4 billion as of December 31, 2006 to \$2.4 billion as of September 30, 2007. In addition, in October 2007, we used approximately \$405 million of our \$440 million income tax recovery from the IRS (See Note 5, *Long-term Debt*, and Note 7, *Income Taxes*, to the condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, of this report) to pay down amounts outstanding under our Credit Agreement.

In addition to the pre-payments discussed above, during the third quarter of 2007, we used available cash and borrowings on our revolving credit facility to redeem approximately \$32 million of our 10.75% Senior Notes due 2016. In October 2007, we used available cash to redeem an additional \$19 million of these higher interest rate notes. See Note 5, *Long-term Debt*, to the condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, of this report.

Approximately \$115.0 million of our \$2.4 billion of long-term debt outstanding as of September 30, 2007 represents amounts drawn under our \$400 million revolving credit facility (excluding approximately \$121.3 million utilized under the revolving letter of credit subfacility). Amounts were drawn from the revolving credit facility primarily due to the timing of interest payments and government settlement payments (as discussed in Note 22, *Medicare Program Settlement*, and Note 23, *SEC Settlement*, to the consolidated financial statements included in our March 2007 Form 8-K), as well as the redemption of a portion of our 10.75% Senior Notes due 2016 (as discussed in Note 5, *Long-term Debt*, to the condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, of this report). As of October 31, 2007, we had \$22 million drawn under our revolving

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credit facility. Based on our current borrowing capacity and leverage ratio required under our Credit Agreement, we do not believe there is significant risk in our ability to make additional draws under our revolving credit facility, if needed.

We have scheduled payments of \$6.5 million and \$71.5 million in the remainder of 2007 and 2008, respectively, related to long-term debt obligations (see Note 5, *Long-term Debt*, to the condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, of this report). In addition to debt service, we expect to make the final payment of \$21.9 million for the Medicare Program Settlement in December 2007, and we made the final \$25.0 million payment related to our SEC Settlement in October 2007 (see Note 22, *Medicare Program Settlement*, and Note 23, *SEC Settlement*, to the consolidated financial statements included in our March 2007 Form 8-K).

Once these settlement payments are behind us, we will be able to redirect our operating cash elsewhere in the Company, including redirecting our cash to our development activities. We are now in Phase 2, or the operational and growth focus portion, of our strategic plan. During this phase, we will use operating cash flows and other sources of liquidity to take advantage of selected development opportunities in inpatient rehabilitative care. Specifically, we plan to explore consolidation opportunities as they arise and build new IRFs.

The biggest risk relating to our high leverage is the possibility that a substantial down-turn in operating earnings could impair our ability to comply with the financial covenants contained within our Credit Agreement. If we anticipated a potential covenant violation, we would seek relief from our lenders, which would have some cost to us, and such relief might not be on terms as favorable to those in our existing Credit Agreement. A default due to violation of the covenants contained within our Credit Agreement could require us to immediately repay all amounts then outstanding under the Credit Agreement. See also Item 1A, *Risk Factors*, of our 2006 Form 10-K and Note 1, *Summary of Significant Accounting Policies*, to the consolidated financial statements included in our March 2007 Form 8-K for a discussion of risks and uncertainties facing us. Changes in our business or other factors may occur that might have a material adverse impact on our financial position, results of operations, and cash flows.

### *Sources and Uses of Cash*

Our primary sources of funding are cash flows from operations and borrowings under long-term debt agreements. Over the past three years, our funds were used primarily to fund working capital requirements, make capital expenditures, and make payments under various settlement agreements. The following table shows the cash flows provided by or used in operating, investing, and financing activities for the nine months ended September 30, 2007 and 2006, as well as the effect of exchange rates for those same periods:

|  | <b>Nine Months Ended September 30,</b> |             |
|--|--|-------------|
|  | <b>2007</b>                            | <b>2006</b> |
|  | <b>(In Millions)</b>                   |             |
| Net cash used in operating activities                        | \$ (145.6)                             | \$ (79.3)   |
| Net cash provided by investing activities                    | 1,187.9                                | 53.9        |
| Net cash used in financing activities                        | (1,066.8)                              | (118.1)     |
| Effect of exchange rate changes on cash and cash equivalents | 0.1                                    | 0.3         |
| Decrease in cash and cash equivalents                        | \$ (24.4)                              | \$ (143.2)  |

*Operating activities.* Operating cash associated with discontinued operations decreased from a \$32.6 million source of cash in the nine months ended September 30, 2006 to a \$34.5 million use of cash in the nine months ended September 30, 2007. Excluding the change in operating cash associated with discontinued operations, our net cash used in operating activities would have decreased by approximately \$0.8 million.

*Investing activities.* The increase in cash provided by investing activities was due to the cash proceeds received from the divestiture of our surgery centers, outpatient, and diagnostic divisions during the second and third quarters of 2007.

*Financing activities.* The increase in net cash used in financing activities was due to the use of the cash proceeds from the divestiture of our surgery centers, outpatient, and diagnostic divisions to reduce debt outstanding

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under our Credit Agreement during the second and third quarters of 2007. During the nine months ended September 30, 2007, we made approximately \$985.5 million of net debt payments. During the nine months ended September 30, 2006, we had net borrowings of approximately \$58.1 million, including the issuance of convertible perpetual preferred stock.

### *Adjusted Consolidated EBITDA*

Management continues to believe Adjusted Consolidated EBITDA under our Credit Agreement is a measure of leverage capacity, our ability to service our debt, and our ability to make capital expenditures. However, as we continue to deleverage our balance sheet and the large, non-ordinary course charges related to the sins of the past are behind us, this measure will become less significant.

We use Adjusted Consolidated EBITDA on a consolidated basis as a liquidity measure. We believe this financial measure on a consolidated basis is important in analyzing our liquidity because it is the key component of certain material covenants contained within our Credit Agreement, which is discussed in more detail in Note 9, *Long-term Debt*, to the consolidated financial statements included in the March 2007 Form 8-K. These covenants are material terms of the Credit Agreement, and the Credit Agreement represents a substantial portion of our capitalization. Non-compliance with these financial covenants under our Credit Agreement our interest coverage ratio and our leverage ratio could result in our lenders requiring us to immediately repay all amounts borrowed. If we anticipated a potential covenant violation, we would seek relief from our lenders, which would have some cost to us, and such relief might not be on terms as favorable to those in our existing Credit Agreement. In addition, if we cannot satisfy these financial covenants, we would be prohibited under our Credit Agreement from engaging in certain activities, such as incurring additional indebtedness, making certain payments, and acquiring and disposing of assets. Consequently, Adjusted Consolidated EBITDA is critical to our assessment of our liquidity.

In general terms, the definition of Adjusted Consolidated EBITDA, per our Credit Agreement, allows us to add back to Adjusted Consolidated EBITDA all unusual non-cash items or non-recurring items. These items include, but may not be limited to, (1) expenses associated with government, class action, and related settlements, (2) fees, costs, and expenses related to our recapitalization transactions, (3) any losses from discontinued operations and closed locations, (4) charges in respect of professional fees for reconstruction and restatement of financial statements, including fees paid to outside professional firms for matters related to internal controls and legal fees for continued litigation defense and support matters discussed in Note 25, *Contingencies and Other Commitments*, to the consolidated financial statements included in our March 2007 Form 8-K, (5) compensation expenses recorded in accordance with FASB Statement No. 123 (R), *Share-Based Payment*, (6) investment and other income (including interest income), and (7) fees associated with our divestiture activities. We reconcile Adjusted Consolidated EBITDA to *Net income (loss)*.

However, Adjusted Consolidated EBITDA is not a measure of financial performance under generally accepted accounting principles in the United States of America ( GAAP ), and the items excluded from Adjusted Consolidated EBITDA are significant components in understanding and assessing financial performance. Therefore, Adjusted Consolidated EBITDA should not be considered a substitute for *Net income (loss)* or cash flows from operating, investing, or financing activities. Because Adjusted Consolidated EBITDA is not a measurement determined in accordance with GAAP and is thus susceptible to varying calculations, Adjusted Consolidated EBITDA, as presented, may not be comparable to other similarly titled measures of other companies. Revenues and expenses are measured in accordance with the policies and procedures described in Note 1, *Summary of Significant Accounting Policies*, to the consolidated financial statements included in our March 2007 Form 8-K.

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Our Adjusted Consolidated EBITDA for the three and nine months ended September 30, 2007 and 2006 was as follows:

### Reconciliation of Net Income (Loss) to Adjusted Consolidated EBITDA

|  | Three Months Ended<br>September 30, |                 | Nine Months Ended<br>September 30, |                 |
|--|-------------------------------------|-----------------|------------------------------------|-----------------|
|  | 2007                                | 2006            | 2007                               | 2006            |
|  | (In Millions)                       |                 |                                    |                 |
| <b>Net income (loss)</b>                                     | \$ 287.6                            | \$ (76.1)       | \$ 699.2                           | \$ (553.7)      |
| (Income) loss from discontinued operations                   | (37.6)                              | 18.0            | (475.7)                            | 35.4            |
| Provision for income tax (benefit) expense                   | (281.1)                             | 2.1             | (288.2)                            | 21.0            |
| Loss on interest rate swap                                   | 21.4                                | 28.7            | 6.8                                | 13.9            |
| Interest expense and amortization of debt discounts and fees | 60.2                                | 56.8            | 177.9                              | 176.8           |
| Loss on early extinguishment of debt                         | 2.2                                 |                 | 19.9                               | 365.6           |
| Government, class action, and related settlements            | 3.9                                 | 28.4            | (31.7)                             | 49.9            |
| Net noncash loss on disposal of assets                       | 0.6                                 | 1.1             | 2.2                                | 5.3             |
| Impairment charges   | 0.4                                 |                 | 15.1                               |                 |
| Depreciation and amortization                                | 19.9                                | 20.7            | 57.8                               | 63.3            |
| Professional fees accounting, tax, and legal                 | 9.2                                 | 23.1            | 44.3                               | 99.4            |
| Compensation expense under FASB Statement No. 123(R)         | 2.0                                 | 3.6             | 8.1                                | 11.6            |
| Restructuring activities under FASB Statement No. 146        |                                     |                 |                                    | 0.3             |
| Sarbanes-Oxley related costs                                 |                                     | 0.9             | 0.3                                | 4.2             |
| <b>Adjusted Consolidated EBITDA</b>                          | <b>\$ 88.7</b>                      | <b>\$ 107.3</b> | <b>\$ 236.0</b>                    | <b>\$ 293.0</b> |

After consummation of the divestitures discussed earlier in this Item, and in accordance with our Credit Agreement (including the March 2007 amendment to the Credit Agreement, as discussed below), Adjusted Consolidated EBITDA is calculated to give effect to each divestiture, including adjustments for the allocation of corporate overhead to each divested division. Therefore, for purposes of covenant calculations reported to our lenders under the Credit Agreement, we add back a corporate overhead allocation for each divested division in the quarter in which the applicable transaction closes. However, while these allocations are additive to Adjusted Consolidated EBITDA under our Credit Agreement, these allocations are estimates and are not necessarily indicative of the Adjusted Consolidated EBITDA that would have resulted had the applicable divisions been divested as of the beginning of each period presented. Accordingly, they have not been added back to *Net income (loss)* in the table above and are not included in the above calculation of Adjusted Consolidated EBITDA. In addition, we are allowed to add other income, including interest income, to the calculation of Adjusted Consolidated EBITDA under our Credit Agreement. This includes the interest income associated with our federal income tax recovery, as discussed in Note 7, *Income Taxes*, to the condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, of this report. This amount has not been included in the above calculation, as it would not be indicative of our Adjusted Consolidated EBITDA for future periods.

**Reconciliation of Adjusted Consolidated EBITDA to Net Cash Used in Operating Activities**

|   | <b>Nine Months Ended</b> |                  |
|---|--------------------------|------------------|
|   | <b>September 30,</b>     |                  |
|   | <b>2007</b>              | <b>2006</b>      |
|   | <b>(In Millions)</b>     |                  |
| <b>Adjusted Consolidated EBITDA</b>                                   | \$ 236.0                 | \$ 293.0         |
| Compensation expense under FASB Statement No. 123(R)                  | (8.1)                    | (11.6)           |
| Sarbanes-Oxley related costs  | (0.3)                    | (4.2)            |
| Provision for doubtful accounts                                       | 26.6                     | 25.9             |
| Professional fees accounting, tax, and legal                          | (44.3)                   | (99.4)           |
| Interest expense and amortization of debt discounts and fees          | (177.9)                  | (176.8)          |
| (Gain) loss on sale of investments                                    | (12.3)                   | 0.7              |
| Equity in net income of nonconsolidated affiliates                    | (7.4)                    | (6.8)            |
| Minority interests in earnings of consolidated affiliates             | 23.2                     | 22.8             |
| Amortization of debt discounts and fees                               | 6.1                      | 16.3             |
| Distributions from nonconsolidated affiliates                         | 3.6                      | 4.3              |
| Stock-based compensation  | 6.1                      | 9.0              |
| Current portion of income tax benefit (expense)                       | 290.9                    | (8.7)            |
| Change in assets and liabilities                                      | (343.5)                  | (87.4)           |
| Change in government, class action, and related settlements liability | (110.3)                  | (87.2)           |
| Other operating cash (used in) provided by discontinued operations    | (34.5)                   | 32.6             |
| Other   | 0.5                      | (1.8)            |
| <b>Net Cash Used in Operating Activities</b>                          | <b>\$ (145.6)</b>        | <b>\$ (79.3)</b> |

Adjusted Consolidated EBITDA for the three and nine months ended September 30, 2007 included the gain on the sale of our investment in Source Medical, as discussed above. Adjusted Consolidated EBITDA for the three and nine months ended September 30, 2006 included the recovery of incentive bonuses from Mr. Scruschy, as discussed above.

Adjusted Consolidated EBITDA decreased in the three and nine months ended September 30, 2007 over the comparable periods of 2006 due primarily to the recovery from Mr. Scruschy recorded in the third quarter of 2006. The decrease in Adjusted Consolidated EBITDA for the nine months ended September 30, 2007 compared to the same period of 2006 was also due to higher *Salaries and benefits* and *Other operating expenses*, as discussed above.

*Current Liquidity and Capital Resources*

As of September 30, 2007, we had approximately \$15.9 million in *Cash and cash equivalents*. This amount excludes approximately \$53.2 million in restricted cash and \$17.5 million of restricted marketable securities, which are assets whose use is restricted because of various obligations we have under lending agreements, partnership agreements, and other arrangements, primarily related to our captive insurance company. As of December 31, 2006, we had approximately \$27.1 million in *Cash and cash equivalents*, \$60.3 million in restricted cash, and \$71.1 million of restricted marketable securities. See Note 1, *Basis of Presentation*, *Marketable Securities* to the condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*.

In March 2007, we amended our existing Credit Agreement (as defined in Note 9, *Long-term Debt*, to the consolidated financial statements included in our March 2007 Form 8-K) to lower the applicable interest rates and modify certain other covenants. The amendment and related supplement reduced the interest rate on our Term Loan Facility to LIBOR plus 2.5% (formerly LIBOR plus 3.25%), as well as reduced the applicable participation rate on the \$100 million synthetic letter of credit facility to 2.5% (formerly 3.25%). The amendment also gave us the appropriate approvals for our divestiture activities.

*Funding Commitments*

We have scheduled payments of \$6.5 million and \$71.5 million in the remainder of 2007 and 2008, respectively, related to long-term debt obligations. For additional information about our long-term debt obligations, see Note 5, *Long-term Debt*, to the accompanying condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, of this report and Note 9, *Long-term Debt*, to the consolidated financial statements included in our March 2007 Form 8-K.

We also have funding commitments related to legal settlements. We expect to make the final payment of \$21.9 million for the Medicare Program Settlement in December 2007, and we made the final \$25.0 million payment related to our SEC Settlement in October 2007 (see Note 22, *Medicare Program Settlement*, and Note 23, *SEC Settlement*, to the consolidated financial statements included in our March 2007 Form 8-K).

During the nine months ended September 30, 2007, we made capital expenditures of approximately \$25.2 million. After our repositioning efforts, the total amounts expected for capital expenditures and development efforts for 2007 approximate \$50 million to \$75 million. Actual amounts spent are dependent upon the timing of development projects. These expenditures include IT initiatives, new business opportunities, and equipment upgrades and purchases. Approximately \$35 million of this budgeted amount is non-discretionary.

For a discussion of risk factors related to our business and our industry, please see Item 1A, *Risk Factors*, of our 2006 Form 10-K and Note 1, *Summary of Significant Accounting Policies*, to the consolidated financial statements included in our March 2007 Form 8-K.

**Off-Balance Sheet Arrangements**

In accordance with the definition under SEC rules, the following qualify as off-balance sheet arrangements:

- any obligation under certain guarantees or contracts;
- a retained or contingent interest in assets transferred to an unconsolidated entity or similar entity or similar arrangement that serves as credit, liquidity, or market risk support to that entity for such assets;
- any obligation under certain derivative instruments; and
- any obligation under a material variable interest held by the registrant in an unconsolidated entity that provides financing, liquidity, market risk, or credit risk support to the registrant, or engages in leasing, hedging, or research and development services with the registrant.

The following discussion addresses each of the above items for our company.

We are secondarily liable for certain lease obligations associated with sold facilities, including the sale of our surgery centers and outpatient divisions in the second quarter of 2007. Also, in connection with the closing of the transaction to sell our diagnostic division on July 31, 2007, HealthSouth remained as a guarantor of certain leases for properties and equipment and a guarantor to certain purchase and servicing contracts that were assigned to the buyer in connection with the sale.

As of September 30, 2007, we were secondarily liable for 202 such guarantees. The remaining terms of these guarantees range from 1 month to 141 months. If we were required to perform under all such guarantees, the maximum amount we would be required to pay approximates \$138.9 million.

We have not recorded a liability for these guarantees, as we do not believe it is probable we will have to perform under these agreements. In the event we are required to perform under these guarantees, we could potentially have recourse against the purchaser for recovery of any amounts paid. In addition, the purchasers of our surgery centers, outpatient, and diagnostic divisions have agreed to seek releases from the lessors and vendors in favor of HealthSouth with respect to the guarantee obligations associated with these divestitures. To the extent the purchasers of these divisions are unable to obtain releases for HealthSouth, the purchasers have agreed to indemnify HealthSouth. For additional information regarding these guarantees, see Note 3, *Guarantees*, to our condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, of this report.

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Also, as discussed in Note 9, *Settlements*, to our condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, our securities litigation settlement agreement requires us to indemnify the settling insurance carriers, to the extent permitted by law, for any amounts that they are legally obligated to pay to any non-settling defendants. As of September 30, 2007, we have not recorded a liability regarding these indemnifications, as we do not believe it is probable we will have to perform under the indemnification portion of these settlement agreements and any amount we would be required to pay is not estimable at this time.

As of September 30, 2007, we do not have any retained or contingent interest in assets as defined above.

As of September 30, 2007, we hold one derivative financial instrument, as defined by FASB Statement No. 133, *Accounting for Derivative Instruments and Hedging Activities*, as amended. In March 2006, we entered into an interest rate swap related to our Credit Agreement, as discussed in Note 9, *Long-term Debt*, to the consolidated financial statements included in our March 2007 Form 8-K.

As part of our ongoing business, we do not participate in transactions that generate relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities ( SPEs ), which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. As of September 30, 2007, we are not involved in any unconsolidated SPE transactions.

### Contractual Obligations

Our consolidated contractual obligations for continuing operations (excluding interest on long-term debt, a portion of which will be recognized in discontinued operations See Note 5 *Long-term Debt*, to the condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, of this report) as of September 30, 2007, are as follows:

|  | Total<br>(In Millions) | October 1<br>through<br>December 31,<br>2007 | 2008    | 2009 | 2010    | 2011 | 2012 and<br>Thereafter |
|--|------------------------|--|---------|------|---------|------|------------------------|
| Long-term debt obligations:  |                        |  |         |      |         |      |                        |
| Long-term debt, excluding revolving credit facility and capital lease obligations <sup>(a)</sup> | \$ 2,162.8             | \$ 3.0                                       | \$ 69.9 |      | \$ 25.2 |      | \$ 2,064.7             |
| Revolving credit facility  | 115.0                  |  |         |      |         |      | 115.0                  |
| Interest on long-term debt <sup>(b)</sup>  | 1,378.1                | 53.6   | 418.6   |      | 411.3   |      | 494.6                  |
| Capital lease obligations <sup>(c)</sup>   | 158.3                  | 5.5  | 42.9    |      | 36.6    |      | 73.3                   |
| Operating lease obligations <sup>(d)(e)</sup>  | 249.6                  | 10.3   | 69.9    |      | 49.3    |      | 120.1                  |
| Purchase obligations <sup>(e)(f)</sup>   | 21.0                   | 7.6  | 12.2    |      | 1.2     |      |                        |
| Other long-term liabilities:   |                        |  |         |      |         |      |                        |
| Government settlements, including interest when applicable                                       | 47.3                   | 47.3   |         |      |         |      |                        |
| Other liabilities <sup>(g)</sup>   | 8.7                    | 1.1  | 4.4     |      | 0.4     |      | 2.8                    |

<sup>(a)</sup> Included in long-term debt are amounts owed on our bonds payable and notes payable to banks and others. These borrowings are further explained in Note 9, *Long-term Debt*, of the notes to the consolidated financial statements included in our March 2007 Form 8-K. See also Note 5, *Long-term Debt*, to our condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, of this report for information related to the use of our income tax recovery to pay down debt in October 2007.

<sup>(b)</sup> Interest on our fixed rate debt is presented using the stated interest rate. Interest expense on our variable rate debt is estimated using the rate in effect as of September 30, 2007. Interest related to capital lease obligations is excluded from this line. Amounts exclude amortization of debt discounts, amortization of loan fees, or fees for lines of credit that would be included in interest expense in our condensed consolidated statements of operations and comprehensive income (loss). Amounts also exclude the impact of our interest rate swap. See also Note 5, *Long-term Debt*, to our condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, of this report for information related to the use of our income tax recovery to pay down debt in October 2007.





- (c) Amounts include interest portion of future minimum capital lease payments. As of September 30, 2007, these amounts exclude approximately \$5.3 million of capital lease obligations associated with facilities that are reported in discontinued operations.
- (d) We lease many of our hospitals as well as other property and equipment under operating leases in the normal course of business. Some of our hospital leases require percentage rentals on patient revenues above specified minimums and contain escalation clauses. The minimum lease payments do not include contingent rental expense. Some lease agreements provide us with the option to renew the lease or purchase the leased property. Our future operating lease obligations would change if we exercised these renewal options and if we entered into additional operating lease agreements. For more information, see Note 6, *Property and Equipment*, of the notes to the consolidated financial statements included in our March 2007 Form 8-K.
- (e) Future operating lease obligations and purchase obligations are not recognized in our condensed consolidated balance sheet.
- (f) Purchase obligations include agreements to purchase goods or services that are enforceable and legally binding on HealthSouth and that specify all significant terms, including: fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction. Purchase obligations exclude agreements that are cancelable without penalty. Our purchase obligations primarily relate to software licensing and support, medical supplies, and telecommunications.
- (g) Because their future cash outflows are uncertain, the following noncurrent liabilities are excluded from the table above: medical malpractice and workers' compensation risks, deferred income taxes, and our estimated liability for unsettled litigation. For more information, see Note 1, *Summary of Significant Accounting Policies*, Self-Insured Risks, Note 19, *Income Taxes*, and Note 25, *Contingencies and Other Commitments*, of the notes to the consolidated financial statements included in our March 2007 Form 8-K. Also, as discussed in Note 7, *Income Taxes*, to our condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, of this report, we adopted the provisions of FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes*, on January 1, 2007. At September 30, 2007, we had approximately \$147.0 million of total gross unrecognized tax benefits. In addition, we had an accrual for related interest income of \$163.5 million as of September 30, 2007. We continue to actively pursue the maximization of our remaining income tax refund claims. The process of resolving these tax matters with the applicable taxing authorities will continue throughout the remainder of 2007 and 2008, and will likely extend into 2009. At this time, we cannot estimate a range of the reasonably possible change that may occur.

### Critical Accounting Policies

Our discussion and analysis of our results of operations and liquidity and capital resources are based on our condensed consolidated financial statements which have been prepared in accordance with GAAP. In connection with the preparation of our condensed consolidated financial statements, we are required to make assumptions and estimates about future events, and apply judgment that affects the reported amounts of assets, liabilities, revenue, expenses, and the related disclosures. We base our assumptions, estimates, and judgments on historical experience, current trends, and other factors we believe to be relevant at the time we prepared our condensed consolidated financial statements. On a regular basis, we review the accounting policies, assumptions, estimates, and judgments to ensure that our condensed consolidated financial statements are presented fairly and in accordance with GAAP. However, because future events and their effects cannot be determined with certainty, actual results could differ from our assumptions and estimates, and such differences could be material.

Our significant accounting policies are discussed in Note 1, *Summary of Significant Accounting Policies*, to the consolidated financial statements included in our March 2007 Form 8-K. Our significant accounting policies, those that we consider to be the most critical to aid in fully understanding and evaluating our reported financial results, as they require management's most difficult, subjective, or complex judgments, resulting from the need to make estimates about the effect of matters that are inherently uncertain, are disclosed in Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, Critical Accounting Policies, to our 2006 Form 10-K, as amended.

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Since the filing of our 2006 Form 10-K, as amended, there have been no material changes to our critical accounting policies except for our adoption of FASB Interpretation No. 48 on January 1, 2007. The application of income tax law is inherently complex. Laws and regulations in this area are voluminous and are often ambiguous. As such, we are required to make many subjective assumptions and judgments regarding our income tax exposures. Interpretations of and guidance surrounding income tax laws and regulations change over time. As such, changes in our subjective assumptions and judgments can materially affect amounts recognized in our condensed consolidated balance sheets and condensed consolidated statements of operations and comprehensive income (loss). See Note 7, *Income Taxes*, to our condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, of this report, for additional information regarding our adoption of FASB Interpretation No. 48 and our uncertain tax positions.

### Recent Accounting Pronouncements

Since the filing of our 2006 Form 10-K, we do not believe any recently issued, but not yet effective, accounting standards will have a material effect on HealthSouth's consolidated financial position, results of operations, or cash flows.

For additional information regarding recent accounting pronouncements, see Note 1, *Basis of Presentation*, to our condensed consolidated financial statements included under Part I, Item 1, *Financial Statements (Unaudited)*, of this report.

### Business Outlook

Our divestitures are now completed and our deleveraging plan is on track. We can now focus entirely on operating our IRFs and growing our inpatient rehabilitation business through bed expansion, consolidation in existing markets, de-novo projects in existing and new markets, and acquisitions in new markets. Although our initial focus for the next few years will be to enhance our position in the inpatient rehabilitation industry, over the longer term, we plan to look for growth opportunities in complementary post-acute services.

We are the nation's largest provider of inpatient rehabilitation services, and we believe our size allows us to provide inpatient rehabilitative services on a cost-effective basis. Specifically, because of our large number of inpatient hospitals, we can utilize standardized staffing models and take advantage of certain supply chain efficiencies. In addition, we are studying techniques that will allow us to continue to focus and improve our marketing efforts to drive compliant case growth and increase our market share. The success of our efforts to date were reflected in industry data published through the UDS for the second quarter of 2007, as discussed in the Consolidated Results of Operations Net Operating Revenues section of this Item. Furthermore, our hospitals provide a broad base of clinical experience from which we have developed clinical best practices and protocols. We believe these clinical best practices and protocols help ensure the delivery of consistently high quality rehabilitative services across all of our hospitals.

While we expect to continue our market share growth of compliant cases through the remainder of the year, as most of our IRFs approach a new cost reporting year in the fourth quarter of 2007, we anticipate declining volumes as we work to achieve compliance with the 65% threshold. We will continue our efforts to aggressively mitigate the impact of the 75% Rule through stronger sales and marketing efforts, expense controls, and development of post-acute services that are complementary to our IRFs.

Furthermore, we believe the continued implementation of the 75% Rule will pose a challenge for our competitors and create consolidation opportunities for us. Thusfar in 2007, we have taken advantage of industry instability and market opportunities by commencing and/or completing the following development projects:

In April 2007, we signed an agreement to partner with Wellmont Health System ( Wellmont ) to own and operate a new IRF in Bristol, Virginia and to partner with Wellmont at our existing IRF in Kingsport, Tennessee.

We opened our second IRF in Puerto Rico in April 2007.

We opened a new 40-bed IRF in Fredericksburg, Virginia in July 2007.

We continue to focus on our development efforts and expect to make additional announcements about our development accomplishments by year end.

During the remainder of 2007, we will continue our attempt to manage corporate expenses, including providing transition services to the divested divisions. We plan to rationalize our corporate overhead in relation to the size of our operations post-repositioning, though we will continue to incur costs associated with the installation of new accounting systems and costs associated with our continued investment in our internal audit function to protect the investment we have made in internal controls.

While we expect our 2007 operating results will be consistent with the fact that HealthSouth is emerging from a turnaround period and repositioning its business, we are establishing a solid platform for the long-term positioning of HealthSouth. We continue to offer high quality services. We believe inpatient rehabilitation is a growing market with considerable consolidation opportunities. Through our deleveraging plan, we have reduced our total debt outstanding by \$1.4 billion from December 31, 2006 to October 31, 2007 through the use of the proceeds from our divestiture activities and the proceeds from our federal income tax recovery. This coupled with future deleveraging from available cash flows will allow us to take advantage of development and consolidation opportunities in that market, as well as significantly lower our interest costs. Whatever market conditions we face, we will continue to seek opportunities to improve operations, stabilize our finances, and develop new hospitals and post-acute services, with the ultimate goal of providing sustainable growth and return for our stockholders.

#### **Cautionary Statement Regarding Forward-Looking Statements**

This quarterly report contains historical information, as well as forward-looking statements that involve known and unknown risks and relate to future events, our future financial performance, or our projected business results. In some cases, you can identify forward-looking statements by terminology such as may, will, should, expects, plans, anticipates, believes, estimates, predicts, targets, potential, or cont, these terms or other comparable terminology. Such forward-looking statements are necessarily estimates based upon current information and involve a number of risks and uncertainties. Actual events or results may differ materially from the results anticipated in these forward-looking statements as a result of a variety of factors. While it is impossible to identify all such factors, factors that could cause actual results to differ materially from those estimated by us include:

- uncertainties and factors discussed elsewhere in this Form 10-Q, in our other filings with the SEC, or in materials incorporated therein by reference;
- certain financial risks and challenges relating to the divestiture of our surgery centers, outpatient, and diagnostic divisions, such as disputes with former partners, working capital adjustments, uncertainties regarding regulatory approvals, guarantees of certain obligations, and certain contract termination or repurchase rights that may have been triggered by the divestitures;
- changes or delays in or suspension of reimbursement for our services by governmental or private payors;
- changes in the regulations of the health care industry at either or both of the federal and state levels;
- changes in reimbursement for health care services we provide;
- competitive pressures in the health care industry and our response to those pressures;
- our ability to obtain and retain favorable arrangements with third-party payors;
- our ability to attract and retain nurses, therapists, and other health care professionals in a highly competitive environment with often severe staffing shortages; and
- general conditions in the economy and capital markets.

The cautionary statements referred to in this section also should be considered in connection with any subsequent written or oral forward-looking statements that may be issued by us or persons acting on our behalf. We

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undertake no duty to update these forward-looking statements, even though our situation may change in the future. Furthermore, we cannot guarantee future results, events, levels of activity, performance, or achievements.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

Our primary exposure to market risk is to changes in interest rates on our long-term debt. We use sensitivity analysis models to evaluate the impact of interest rate changes on these items.

Changes in interest rates have different impacts on the fixed and variable rate portions of our debt portfolio. A change in interest rates impacts the net market value of our fixed rate debt but has no impact on interest expense or cash flows. Interest rate changes on variable rate debt impacts our interest expense and cash flows, but does not impact the net fair value of the underlying debt instruments. Our fixed and variable rate debt as of September 30, 2007 is shown in the following table:

|                      | <b>As of September 30, 2007</b> |                   | <b>Estimated</b>  | <b>% of Total</b> |
|----------------------|---------------------------------|-------------------|-------------------|-------------------|
|                      | <b>Carrying</b>                 | <b>% of Total</b> | <b>Fair Value</b> | <b>% of Total</b> |
|                      | <b>Amount</b>                   |                   |                   |                   |
|                      | <b>(In Millions)</b>            |                   |                   |                   |
| Fixed rate debt      | \$ 631.1                        | 27.8%             | \$ 660.7          | 29.0%             |
| Variable rate debt   | 1,642.0                         | 72.2%             | 1,618.4           | 71.0%             |
| Total long-term debt | \$ 2,273.1                      | 100.0%            | \$ 2,279.1        | 100.0%            |

As discussed in more detail in Note 9, *Long-term Debt*, to the consolidated financial statements included in our March 2007 Form 8-K, in March 2006, we entered into an interest rate swap to effectively convert the floating rate of a portion of our Credit Agreement to a fixed rate in order to limit our exposure to variability in interest payments caused by changes in LIBOR. Under the interest rate swap agreement, we pay a fixed rate of 5.2% on \$1.9 billion of variable rate debt, while the counterparties to the interest rate swap agreement pay a floating rate based on 3-month LIBOR. As of September 30, 2007, the fair market value of our interest rate swap approximated (\$18.8) million.

As discussed in Note 5, *Long-term Debt*, of our condensed consolidated financial statements contained in Part I, Item 1, *Financial Statements (Unaudited)*, during the second and third quarters of 2007, we used the net proceeds from the divestiture of surgery centers, outpatient, and diagnostic divisions to reduce debt outstanding under our Credit Agreement. Due to these debt pre-payments, the notional amount of our interest rate swap exceeded the principal amount of the debt to which it related as of September 30, 2007. Therefore, an increase in interest rates would have reduced our interest expense, and a decrease in interest rates would have increased our interest expense.

Based on the variable rate of our debt as of September 30, 2007 and inclusive of the impact of the conversion of \$1.9 billion of variable rate interest to a fixed rate via an interest rate swap, as discussed above, a 1% increase in interest rates would reduce interest expense by \$2.2 million per year, while a 1% decrease in interest rates would result in an additional \$2.2 million in interest expense per year. A 1% increase in interest rates would result in an approximate \$30.9 million decrease in the estimated net fair value of our fixed rate debt, and a 1% decrease in interest rates would result in an approximate \$32.7 million increase in its estimated net fair value.

Per the underlying swap agreement, the notional amount of our interest rate swap was scheduled to be reduced from \$1.9 billion to \$1.1 billion in March 2008. However, due to the pre-payments discussed above and the additional debt pay down in October 2007 using the proceeds from our federal income tax recovery (see Note 5, *Long-term Debt*, and Note 7, *Income Taxes*, to the condensed consolidated financial statements included in Part I, Item 1, *Financial Statements (Unaudited)*, of this report), as well as current market conditions, we decreased the notional amount of our interest rate swap to \$1.1 billion in October 2007. Fees associated with this transaction were not material to our results of operations, financial position, or cash flows.

Foreign operations, and the related market risks associated with foreign currencies, are currently, and have been, insignificant to our financial position, results of operations, and cash flows.

**Item 4. Controls and Procedures**

**Evaluation of Disclosure Controls and Procedures**

As of the end of the period covered by this report, an evaluation was carried out by our management, including our chief executive officer and chief financial officer, of the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended. Based on our evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were ineffective as of the end of the period covered by this report. This conclusion was based on the fact that the material weakness relating to internal controls over our accounting for income taxes that existed as of December 31, 2006 (as disclosed in our 2006 Form 10-K) was still present at September 30, 2007.

**Changes in Internal Control Over Financial Reporting**

There have been no changes in our Internal Control over Financial Reporting during the quarter ended September 30, 2007 that have a material effect on our Internal Control over Financial Reporting.

**PART II. OTHER INFORMATION**

**Item 1. Legal Proceedings**

Information relating to certain legal proceedings in which we are involved is included in Note 9, *Settlements*, and Note 10, *Contingencies*, to the condensed consolidated financial statements contained in Part I, Item 1, *Financial Statements (Unaudited)*, of this report and is incorporated herein by reference and should be read in conjunction with the related disclosure previously reported in our 2006 Form 10-K, our March 2007 Form 8-K, and our Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2007 and June 30, 2007.

**Item 1A. Risk Factors**

Information regarding material changes in risk factors since the filing of our 2006 Form 10-K is included in Part I, Item 2, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, Executive Overview Key Challenges Divestiture-Related Activities and Post-Closing Risk Factors.

**Item 6. Exhibits**

| <u>No.</u> | <u>Description</u>  |
|------------|---|
| 3.1        | Restated Certificate of Incorporation of HealthSouth Corporation, as filed in the Office of the Secretary of State of the State of Delaware on May 21, 1998 (incorporated by reference to Exhibit 3.1 to HealthSouth's Annual Report on Form 10-K filed on June 27, 2005).  |
| 3.2        | Certificate of Amendment to the Restated Certificate of Incorporation of HealthSouth Corporation, as filed in the Office of the Secretary of State of the State of Delaware on October 25, 2006 (incorporated by reference to Exhibit 3.1 to HealthSouth's Current Report on Form 8-K filed on October 31, 2006). |
| 3.3        | Amended and Restated By-Laws of HealthSouth Corporation, effective as of September 21, 2006, as amended on February 28, 2007 and November 1, 2007.  |
| 31.1       | Certification of Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| 31.2       | Certification of Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| 32.1       | Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 32.2       | Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |

**SIGNATURE**

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

HEALTHSOUTH CORPORATION

By: /s/ John L. Workman  
**John L. Workman**  
**Executive Vice President, Chief Financial Officer**  
**and Principal Accounting Officer**

Date: November 6, 2007

**EXHIBIT INDEX**

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