

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED  
May 10, 1999 8:00 am  
Secretary of State

05-10-1999 90191 033 \*\*\*150.00

PROFIT  
CORPORATION  
ANNUAL REPORT  
1999



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # F98000004011

1. Corporation Name  
VENCOR OPERATING, INC.

Principal Place of Business

400 WEST MARKET STREET  
SUITE 3300  
LOUISVILLE KY 40202

Mailing Address

400 WEST MARKET STREET  
SUITE 3300  
LOUISVILLE KY 40202

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

07/14/1998

4. FEI Number

52-2085484

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional  
Fee Required

6. Election Campaign Financing  
Trust Fund Contribution

\$5.00 May Be  
Added to Fees

8. This corporation owes the current year Intangible  
Personal Property Tax.

Yes No

2. Principal Place of Business  
680 South Fourth Street

2a. Mailing Address  
680 South Fourth Street

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

Louisville, KY

City & State

Louisville, KY

Zip  
40202-2412

Country  
USA

Zip  
40202-2412

Country  
USA

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM  
1200 SOUTH PINE ISLAND ROAD  
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	V	DELETE
NAME	ANASTASIO, FRANK W	
STREET ADDRESS	400 WEST MARKET ST., STE 3300	
CITY-ST-ZIP	LOUISVILLE KY	
TITLE	V	DELETE
NAME	BARNES, KAREN G	
STREET ADDRESS	400 WEST MARKET ST., STE 3300	
CITY-ST-ZIP	LOUISVILLE KY	
TITLE	VD	DELETE
NAME	BARR, MICHAEL R	
STREET ADDRESS	400 WEST MARKET ST., STE 3300	
CITY-ST-ZIP	LOUISVILLE KY	
TITLE	V	DELETE
NAME	BATTAFFARANO, FRANK J	
STREET ADDRESS	400 WEST MARKET ST., STE 3300	
CITY-ST-ZIP	LOUISVILLE KY	
TITLE	V	DELETE
NAME	BLINN, RICHARD P	
STREET ADDRESS	400 WEST MARKET ST., STE 3300	
CITY-ST-ZIP	LOUISVILLE KY	
TITLE	V	DELETE
NAME	BURKLOW, BRYAN D	
STREET ADDRESS	400 WEST MARKET ST., STE 3300	
CITY-ST-ZIP	LOUISVILLE KY	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Change Addition
1.2 NAME	
1.3 STREET ADDRESS	One Vencor Place, 680 South Fourth Street
1.4 CITY-ST-ZIP	
2.1 TITLE	Change Addition
2.2 NAME	
2.3 STREET ADDRESS	See Attached List
2.4 CITY-ST-ZIP	
3.1 TITLE	Change Addition
3.2 NAME	
3.3 STREET ADDRESS	See Attached List
3.4 CITY-ST-ZIP	
4.1 TITLE	Change Addition
4.2 NAME	
4.3 STREET ADDRESS	One Vencor Place, 680 South Fourth Street
4.4 CITY-ST-ZIP	
5.1 TITLE	Change Addition
5.2 NAME	
5.3 STREET ADDRESS	See Attached List
5.4 CITY-ST-ZIP	
6.1 TITLE	Change Addition
6.2 NAME	
6.3 STREET ADDRESS	See Attached List
6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Brian K. Wood

Date

Daytime Phone #

4/20/99 (502) 596-7300

CR2E034 (11/98)

**Vencor Operating, Inc.**

535365-90191-33

F98000004011

**DIRECTORS:**

Jill L. Force

Director

Primary Address: One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

James H. Gillenwater, Jr.

Director

Primary Address: One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

Richard A. Schweinhart

Director

Primary Address: One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

**OFFICERS:**

William M. Altman

Vice President, Compliance

Primary Address: One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

Frank W. Anastasio

President, Ancillary Services

Primary Address: One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

Frank J. Battafarano

President, Hospital Division

Primary Address: One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

Richard E. Chapman

Senior Vice President, Information Systems

Primary Address: One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

J. Guy Conces

Vice President, Clinical/Business Systems Development

Primary Address: One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

R. John Cowgill

Vice President, Facilities Management

Primary Address: One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

Vencor Operating, Inc.

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Donald D. Finney

President, Nursing Center Division

535365 - 90191-33

Primary  
Address:

One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

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Jill L. Force

Senior Vice President, General Counsel and Secretary

Primary  
Address:

One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

James H. Gillenwater, Jr.

Senior Vice President, Planning and Development

Primary  
Address:

One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

Thomas L. Grissom

Vice President, Government Affairs

Primary  
Address:

One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

Richard Gurka

Senior Vice President, Central Region

Primary  
Address:

One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

Cecelia A. Hagan

Vice President, Human Resources

Primary  
Address:

One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

Vincent S. Hambright

Senior Vice President, Pacific Region

Primary  
Address:

One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

Joseph L. Landenwich

Assistant Secretary

Primary  
Address:

One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

Richard A. Lechleiter

Vice President, Finance and Corporate Controller

Primary  
Address:

One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

Katheryn J. Markham

Vice President, Information Systems

Primary  
Address:

One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

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Steven L. Monaghan

Senior Vice President, Midwest Region

Primary  
Address:

One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

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Susan E. Moss

Vice President, Corporate Communications

Primary  
Address:

One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

Anne M. Nipp

Senior Vice President, South Region

Primary  
Address:

One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

James J. Novak

Senior Vice President, Southeast Region

Primary  
Address:

One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

John V. Oliver

Senior Vice President, Southwest Region

Primary  
Address:

One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

Bobby R. Palmer

Senior Vice President, Mid America Region

Primary  
Address:

One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

Brian L. Pugh

Senior Vice President, North Region

Primary  
Address:

One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

M. Suzanne Riedman

Vice President and Assistant General Counsel

Primary  
Address:

One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

Thomas M. Schuhmann

Vice President, Reimbursement

Primary  
Address:

One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

Richard A. Schweinhart

Senior Vice President and Chief Financial Officer

Primary  
Address:

One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

David R. Windhorst

Vice President, Financial Systems Development

Primary  
Address:

One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

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Brian K. Wood

Vice President, Tax

Primary  
Address:

One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

Edward L. Kuntz

Chief Executive Officer and President

Primary  
Address:

One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412

T. Stephen Turner

Senior Vice President, West Region

Primary  
Address:

One Vencor Place, 680 South Fourth Street  
Louisville, KY 40202-2412