

# The Depository Trust Company

# **IMPORTANT**

**B#:** 1359

**DATE:** January 26, 2001

**TO:** All Participants

**CATEGORY:** Reorganization

**FROM:** DTC Proxy Department

**ATTENTION:** Proxy/Reorganization Manager

**SUBJECT:** Vencor Inds  
Common Stock  
CUSIP #92260R 10 2

The Depository Trust Company received materials, including the attached Notice indicating that Vencor Inds is soliciting acceptances by creditors of its Fourth Amended Plan of Reorganization, dated December 14, 2000 (the "Plan"). DTC has been advised by Counsel that holders of Vencor Ind. Common Stock **have been deemed to reject the Plan \OR\ are unimpaired** and their votes are not being solicited on the Plan. A hearing on confirmation of the Plan is scheduled to be held on March 1, 2001. Any written objections to confirmation of the Plan must be filed no later than February 15, 2001. Participants may obtain copies of the materials for voting on the Plan by contacting:

Bankruptcy Services LLC  
At: (212) 376-8494

Karl Baker

Manager

Attachments

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

|                                    |   |                        |
|------------------------------------|---|------------------------|
| In re:                             | ) |                        |
|                                    | ) |                        |
|                                    | ) | Case No. 99-3199 (MFW) |
| Vencor, Inc., et al.,              | ) | through 99-3327 (MFW)  |
|                                    | ) |                        |
|                                    | ) | Chapter 11             |
|                                    | ) |                        |
| Debtors and Debtors in Possession. | ) | Jointly Administered   |
|                                    | ) |                        |

**NOTICE OF HEARING TO CONSIDER CONFIRMATION  
OF THE DEBTORS' PLAN OF REORGANIZATION AND DEADLINE  
FOR FILING OBJECTIONS AND CONDUCTING RELATED DISCOVERY THERETO**

TO ALL CREDITORS, HOLDERS OF CLAIMS OR INTERESTS AND PARTIES IN INTEREST:

**NOTICE IS HEREBY GIVEN THAT:**

1. On December 14, 2000, the above-captioned debtors and debtors-in-possession (the "Debtors"), filed the Fourth Amended Joint Plan Of Reorganization of Vencor, Inc. And Affiliated Debtors Under Chapter 11 Of The Bankruptcy Code (as it may be further amended, the "Plan"), the Fourth Amended Disclosure Statement Pursuant To Section 1125 Of The Bankruptcy Code With Respect To The Joint Plan Of Reorganization Of Vencor Inc. And Affiliated Debtors Under Chapter 11 Of The Bankruptcy Code (as it may be further amended, the "Disclosure Statement"), the Fourth Amended Plan Supplement To Joint Plan of Reorganization of Vencor, Inc. And Affiliated Debtors Under Chapter 11 Of The Bankruptcy Code (as it may be further amended, the "Plan Supplement") and the Short-Form of Fourth Amended Disclosure Statement Pursuant To Section 1125 Of The Bankruptcy Code With Respect To The Joint Plan Of Reorganization Of Vencor, Inc. And Affiliated Debtors Under Chapter 11 Of The Bankruptcy Code (as it may be further amended, the "Short-Form Disclosure Statement" and together with the Disclosure Statement, the "Disclosure Materials"). If you have not received some or all of the Disclosure Materials and would like to obtain a copy, please contact IKON Office Solutions, Inc., Attn: John Trickey; 901 North Market Street, Suite 718, Wilmington, Delaware 19801; phone: (302) 777-4500; fax: (302) 777-5155; copies are also available for review at the Office of the Clerk, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5th Floor, Wilmington, Delaware 19801, or at the offices of Bankruptcy Services, LLC, Heron Towers, 70 East 55th Street, 6th floor, New York, New York 10022. Please note that the Plan and Disclosure Statement or the Short-Form Disclosure Statement have been sent to all known creditors, equity security holders and parties in interest following the Bankruptcy Court's approval of the Disclosure Statement and Short-Form Disclosure Statement, and in connection with the Debtors' solicitation of certain holders of impaired Claims with respect to the confirmation of the Plan. Among other things, the plan contains settlements and releases of

claims including but not limited to the settlement and release of certain claims between the Debtors, the Ventas Entities and their Representatives, the United States and certain other creditors.

2. On December 15, 2000, the Bankruptcy Court entered an order (the "Disclosure Statement Order") approving the Disclosure Statement and the Short-Form Disclosure Statement as containing "adequate information" pursuant to section 1125 of the United States Bankruptcy Code. On December 7, 2000, the Bankruptcy Court entered an order (the "Procedures Order") (i) approving the procedures for solicitation of votes to accept or reject the Plan, (ii) fixing February 15, 2001 at 4:00 p.m. (Eastern Standard Time) as the date and time by which all votes to accept or reject the Plan must be received (the "Voting Deadline"), and (iii) fixing February 15, 2001 as the last date for conducting discovery related to confirmation of the Plan.

3. Pursuant to the Procedures Order, holders of impaired Claims against the Debtors shall have the right to vote to accept or reject the Plan by using the approved Ballots. For your vote to count, your Ballot must be returned to the Balloting Agent by February 15, 2001. If you received a return envelope addressed to a Bank or a Broker, you must return your Ballot to your Bank or your Broker early enough for your vote to be processed and then forwarded to the Balloting Agent so as it is received by February 15, 2001.

4. A hearing to consider confirmation of the Plan, any objections that may be interposed and any other matter that may properly come before the Bankruptcy Court will commence before the Honorable Mary F. Walrath, in the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Sixth Floor, Wilmington, Delaware, on March 1, 2001 at 2:00 p.m. (Eastern Standard Time) or as soon thereafter as counsel may be heard (the "Confirmation Hearing"). You may, but are not required to, attend the Confirmation Hearing. The Confirmation Hearing may be adjourned from time to time without further notice other than an announcement of the adjourned date or dates at the Confirmation Hearing.

5. Responses or objections, if any, to confirmation of the Plan (a) shall be in writing, (b) shall state the name and address of the objector and its interest in the Debtors, (c) shall state, if appropriate, the amount and nature of the objector's claim or interest, (d) shall state the grounds for the responses or objections and the legal basis therefor, (e) shall state the grounds for the objection and the legal basis therefor, (f) shall reference with specificity the text of the Plan to which the responses or objections are made, and shall provide proposed language changes or insertions to the Plan to resolve the responses or objections, and (g) shall be filed, together with proof of service, with the Clerk for the United States Bankruptcy Court for the District of Delaware, with one (1) copy to chambers, such that the responses or objections are actually received no later than February 15, 2001 at 4:00 p.m. (Eastern Standard Time) (the "Confirmation Objection Deadline") by all of the following parties: (i) Co-counsel for the Debtors, Cleary, Gottlieb, Steen & Hamilton, One Liberty Plaza, New York, New York 10006, Attn: Thomas J. Moloney, Esq. and Lindsee P. Granfield, Esq., (ii) Co-counsel for the Debtors, Morris, Nichols, Arsht & Tunnell, 1201 North Market Street, P.O. Box 1347, Wilmington, Delaware 19899-1347, Attn: William H. Sudell, Esq. and Eric D. Schwartz, Esq., (iii) Co-counsel for the Official Committee of Unsecured Creditors, Wachtell, Lipton, Rosen & Katz, 51 West 52nd Street, New York, New York 10019, Attn: Chaim Fortgang, Esq. and Richard G.

Mason, Esq., (iv) Co-counsel for the Official Committee of Unsecured Creditors, Pepper Hamilton, LLP, 1201 Market Street, Suite 1600, P.O. Box 1709, Wilmington, Delaware 19899-1709, Attn: David B. Stratton, Esq., (v) Counsel for the DIP Lenders, O'Melveny & Myers, LLP, Citicorp Center, 153 East 53rd Street, New York, New York 10022, Attn: Joel Zweibel, Esq. and Adam Harris, Esq., (vi) Office of the United States Trustee, District of Delaware, 950 West Curtis Center, 601 Walnut Street, Philadelphia, PA 19106. Attn: Richard L. Schepacarter, Esq., (vii) The Debtors, Vencor, Inc., 680 South Fourth Street, Louisville, KY 40202, Attn: M. Suzanne Riedman, Esq., (viii) Counsel for the Agent for the DIP Lenders, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017, Attn: John Fouhey, Esq. and Karen Wagner, Esq., and (ix) Counsel for Ventas, Inc., Willkie Farr & Gallagher, The Equitable Centre, 787 Seventh Avenue, New York, New York 10019-6099, Attn: Myron Trepper, Esq. and Michael Kelly, Esq. **If any response or objection to the confirmation of the Debtors' Plan is not timely filed and served before the Confirmation Objection Deadline, the objecting party shall be barred from objecting to confirmation of the Plan and be precluded from being heard at the Confirmation Hearing.**

6. Due to the voluminous nature of the documents included in the Plan Supplement, the Plan Supplement has not been included in the solicitation package mailed to holders of Claims in Classes 1, 2, 3A, 3B, 8, 10, 11A, 11B, 12A and 12B. The documents in the Plan Supplement include the Debtors' Amended and Restated Certificate of Incorporation, the Corporate Integrity Agreement between the Debtors and the U.S. Department of Justice, the real estate documents relating to certain of the Debtors' leased facilities, documents relating to the issuance of new securities pursuant to the Plan, the Debtors' projections, and other documents related to the Plan. Those parties interested in receiving the Plan Supplement should contact IKON Office Solutions, Inc., Attn: John Trickey; 901 North Market Street, Suite 718, Wilmington, Delaware 19801; phone: (302) 777-4500; fax: (302) 777-5155, and the Plan Supplement will be provided.

Dated: Wilmington, Delaware  
December 22, 2000

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-and-

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Debtors-in-Possession