

AVIV REIT, INC.  
Form 10-Q  
November 07, 2013  
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**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, 2013**

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

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number 001-35841 (Aviv REIT, Inc.)**

**Commission file number 333-173824 (Aviv Healthcare Properties Limited Partnership)**

**AVIV REIT, INC.**

**AVIV HEALTHCARE PROPERTIES LIMITED PARTNERSHIP**

**(Exact Name of Registrant as Specified in Its Charter)**

**Maryland (Aviv REIT, Inc.)**

**27-3200673 (Aviv REIT, Inc.)**

**Delaware (Aviv Healthcare Properties**

**35-2249166 (Aviv Healthcare Properties**

**Limited Partnership)  
(State or Other Jurisdiction of**

**Limited Partnership)  
(I.R.S. Employer**

**Incorporation or Organization)**

**Identification No.)**

**303 W. Madison Street, Suite 2400**

**Chicago, Illinois  
(Address of Principal Executive Offices)**

**60606  
(Zip Code)**

**(312) 855-0930**

**(Registrant's Telephone Number, Including Area Code)**

**(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)**

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

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

Large Accelerated Filer  Accelerated Filer

Non-Accelerated Filer  (Do not check if a smaller reporting company) Smaller Reporting Company

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

As of October 31, 2013, Aviv REIT, Inc. had 37,592,261 shares of common stock outstanding.

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As of October 31, 2013, Aviv Healthcare Properties Limited Partnership had 11,665,182 limited partnership units outstanding that are redeemable for cash or, at Aviv REIT, Inc.'s option, shares of Aviv REIT, Inc. common stock.

**Table of Contents****EXPLANATORY NOTE**

This combined Quarterly Report on Form 10-Q is being filed separately by Aviv REIT, Inc. ( Aviv REIT ) and Aviv Healthcare Properties Limited Partnership (the Partnership ). Unless the context requires otherwise or except as otherwise noted, as used herein the words we, company, us and our refer to Aviv REIT, Inc. and Subsidiaries and Aviv Healthcare Properties Limited Partnership and Subsidiaries, as the operations of the two aforementioned entities are materially comparable for the periods presented.

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## Aviv REIT, Inc. and Subsidiaries

## Consolidated Balance Sheets

(unaudited)

|  | September 30,<br>2013 | December 31,<br>2012 |
|--|-----------------------|----------------------|
| <b>Assets</b>  |                       |                      |
| Real estate investments  |                       |                      |
| Land   | \$ 126,164,813        | \$ 119,224,819       |
| Buildings and improvements   | 1,003,196,438         | 968,074,506          |
| Construction in progress   | 16,984,072            | 4,483,684            |
| Assets under direct financing leases   | 11,143,290            | 11,049,120           |
|  | 1,157,488,613         | 1,102,832,129        |
| Less accumulated depreciation  | (140,837,563)         | (119,371,113)        |
| Net real estate investments  | 1,016,651,050         | 983,461,016          |
| Cash and cash equivalents  | 12,232,409            | 17,876,319           |
| Straight-line rent receivable, net   | 39,099,641            | 36,101,861           |
| Tenant receivables, net  | 5,567,256             | 3,483,534            |
| Deferred finance costs, net  | 12,264,331            | 14,651,265           |
| Secured loan receivables, net  | 31,216,884            | 32,638,780           |
| Other assets   | 9,474,485             | 11,315,865           |
| Total assets   | \$ 1,126,506,056      | \$ 1,099,528,640     |
| <b>Liabilities and equity</b>  |                       |                      |
| Senior notes payable and other debt  | \$ 511,573,921        | \$ 705,153,415       |
| Accounts payable and accrued expenses  | 12,165,861            | 24,207,814           |
| Tenant security and escrow deposits  | 19,258,814            | 18,278,172           |
| Other liabilities  | 8,893,277             | 31,386,742           |
| Total liabilities  | 551,891,873           | 779,026,143          |
| Equity:  |                       |                      |
| Stockholders' equity   |                       |                      |
| Common stock (par value \$0.01; 37,273,877 and 21,653,813 shares issued and outstanding, respectively) | 372,739               | 216,538              |
| Additional paid-in-capital   | 519,115,062           | 375,029,917          |
| Accumulated deficit  | (84,504,865)          | (46,526,886)         |
| Accumulated other comprehensive loss   |                       | (2,151,670)          |
| Total stockholders' equity   | 434,982,936           | 326,567,899          |
| Noncontrolling interests   | 139,631,247           | (6,065,402)          |

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|                              |                  |                  |
|------------------------------|------------------|------------------|
| Total equity                 | 574,614,183      | 320,502,497      |
| Total liabilities and equity | \$ 1,126,506,056 | \$ 1,099,528,640 |

*See accompanying notes to consolidated financial statements.*

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## Aviv REIT, Inc. and Subsidiaries

## Consolidated Statements of Operations and Comprehensive Income

(unaudited)

|  | Three Months Ended September 30, 2013 |                     | Nine Months Ended September 30, 2012 |                      |
|--|---------------------------------------|---------------------|--------------------------------------|----------------------|
|  | 2013                                  | 2012                | 2013                                 | 2012                 |
| <b>Revenues</b>  |                                       |                     |                                      |                      |
| Rental income  | \$ 31,692,655                         | \$ 30,354,273       | \$ 99,206,301                        | \$ 89,683,858        |
| Interest on secured loans and financing lease  | 1,131,228                             | 860,328             | 3,272,341                            | 3,543,642            |
| Interest and other income  | 49,114                                | 1,058,580           | 128,027                              | 1,126,890            |
| <b>Total revenues</b>  | <b>32,872,997</b>                     | <b>32,273,181</b>   | <b>102,606,669</b>                   | <b>94,354,390</b>    |
| <b>Expenses</b>  |                                       |                     |                                      |                      |
| Interest expense   | 9,387,086                             | 12,905,768          | 32,115,139                           | 37,693,597           |
| Depreciation and amortization  | 8,301,870                             | 6,894,012           | 24,399,334                           | 19,671,033           |
| General and administrative   | 4,040,535                             | 3,947,939           | 21,472,935                           | 11,406,114           |
| Transaction costs  | 1,036,461                             | 1,286,425           | 1,583,184                            | 3,507,057            |
| Loss on impairment of assets   |                                       | 1,766,873           |                                      | 6,145,731            |
| Reserve for uncollectible secured loans and other receivables  | 26,740                                | 3,604,630           | 56,521                               | 8,820,937            |
| Loss (gain) on sale of assets, net   | 13,378                                |                     | (25,799)                             |                      |
| Loss on extinguishment of debt   |                                       |                     | 10,974,196                           |                      |
| Other expenses   |                                       | 100,088             |                                      | 300,265              |
| <b>Total expenses</b>  | <b>22,806,070</b>                     | <b>30,505,735</b>   | <b>90,575,510</b>                    | <b>87,544,734</b>    |
| <b>Income from continuing operations</b>   | <b>10,066,927</b>                     | <b>1,767,446</b>    | <b>12,031,159</b>                    | <b>6,809,656</b>     |
| Discontinued operations  |                                       |                     |                                      | 4,586,692            |
| <b>Net income</b>  | <b>10,066,927</b>                     | <b>1,767,446</b>    | <b>12,031,159</b>                    | <b>11,396,348</b>    |
| Net income allocable to noncontrolling interests   | (2,446,263)                           | (637,162)           | (3,236,382)                          | (4,451,239)          |
| <b>Net income allocable to stockholders</b>  | <b>\$ 7,620,664</b>                   | <b>\$ 1,130,284</b> | <b>\$ 8,794,777</b>                  | <b>\$ 6,945,109</b>  |
| Net income   | \$ 10,066,927                         | \$ 1,767,446        | \$ 12,031,159                        | \$ 11,396,348        |
| Unrealized loss on derivative instruments  |                                       | (39,482)            |                                      | (820,974)            |
| <b>Total comprehensive income</b>  | <b>\$ 10,066,927</b>                  | <b>\$ 1,727,964</b> | <b>\$ 12,031,159</b>                 | <b>\$ 10,575,374</b> |
| Net income allocable to stockholders   | \$ 7,620,664                          | \$ 1,130,284        | \$ 8,794,777                         | \$ 6,945,109         |
| Unrealized loss on derivative instruments, net of noncontrolling interest portion of \$0, \$14,233, \$0, and \$314,686, respectively |                                       | (25,249)            |                                      | (506,288)            |

|  |    |           |    |           |    |           |    |           |
|--|----|-----------|----|-----------|----|-----------|----|-----------|
| Total comprehensive income allocable to stockholders | \$ | 7,620,664 | \$ | 1,105,035 | \$ | 8,794,777 | \$ | 6,438,821 |
|--|----|-----------|----|-----------|----|-----------|----|-----------|

**Earnings per common share:****Basic:**

|   |    |      |    |      |    |      |    |      |
|---|----|------|----|------|----|------|----|------|
| Income from continuing operations allocable to stockholders | \$ | 0.20 | \$ | 0.05 | \$ | 0.27 | \$ | 0.21 |
|---|----|------|----|------|----|------|----|------|

|  |  |  |  |  |  |  |  |      |
|--|--|--|--|--|--|--|--|------|
| Discontinued operations, net of noncontrolling interests |  |  |  |  |  |  |  | 0.14 |
|--|--|--|--|--|--|--|--|------|

|                                      |    |      |    |      |    |      |    |      |
|--------------------------------------|----|------|----|------|----|------|----|------|
| Net income allocable to stockholders | \$ | 0.20 | \$ | 0.05 | \$ | 0.27 | \$ | 0.35 |
|--------------------------------------|----|------|----|------|----|------|----|------|

**Diluted:**

|   |    |      |    |      |    |      |    |      |
|---|----|------|----|------|----|------|----|------|
| Income from continuing operations allocable to stockholders | \$ | 0.20 | \$ | 0.05 | \$ | 0.26 | \$ | 0.21 |
|---|----|------|----|------|----|------|----|------|

|  |  |  |  |  |  |  |  |      |
|--|--|--|--|--|--|--|--|------|
| Discontinued operations, net of noncontrolling interests |  |  |  |  |  |  |  | 0.14 |
|--|--|--|--|--|--|--|--|------|

|                                      |    |      |    |      |    |      |    |      |
|--------------------------------------|----|------|----|------|----|------|----|------|
| Net income allocable to stockholders | \$ | 0.20 | \$ | 0.05 | \$ | 0.26 | \$ | 0.35 |
|--------------------------------------|----|------|----|------|----|------|----|------|

**Weighted average shares used in computing earnings per common share:**

|       |  |            |  |            |  |            |  |            |
|-------|--|------------|--|------------|--|------------|--|------------|
| Basic |  | 37,271,714 |  | 21,178,250 |  | 32,408,843 |  | 19,453,438 |
|-------|--|------------|--|------------|--|------------|--|------------|

|         |  |            |  |            |  |            |  |            |
|---------|--|------------|--|------------|--|------------|--|------------|
| Diluted |  | 50,838,556 |  | 21,307,401 |  | 42,101,101 |  | 19,582,589 |
|---------|--|------------|--|------------|--|------------|--|------------|

|                                     |    |      |    |      |    |       |    |      |
|-------------------------------------|----|------|----|------|----|-------|----|------|
| Dividends declared per common share | \$ | 0.36 | \$ | 0.33 | \$ | 0.744 | \$ | 1.03 |
|-------------------------------------|----|------|----|------|----|-------|----|------|

*See accompanying notes to consolidated financial statements.*



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## Aviv REIT, Inc. and Subsidiaries

## Consolidated Statement of Changes in Equity

Nine Months Ended September 30, 2013 (unaudited)

|   | Common Stock |            | Stockholders Equity           |                        |   | Total<br>Stockholders<br>Equity | Noncontrolling<br>Interests | Total<br>Equity |
|---|--------------|------------|-------------------------------|------------------------|---|---------------------------------|-----------------------------|-----------------|
|   | Shares       | Amount     | Additional<br>Paid-In-Capital | Accumulated<br>Deficit | Accumulated<br>Other<br>Comprehensive<br>Income<br>(Loss) |                                 |                             |                 |
| Balance at<br>January 1, 2013   | 21,653,813   | \$ 216,538 | \$ 375,029,917                | \$ (46,526,886)        | \$ (2,151,670)  | \$ 326,567,899                  | \$ (6,065,402)              | \$ 320,502,497  |
| Net cash<br>provided by<br>operations   |              |            | 10,041,169                    |                        |   | 10,041,169                      | 888,400                     | 10,929,569      |
| Dividend<br>payments issued<br>for settlement<br>of<br>dividend<br>arrearages and<br>management<br>fees on restricted stock | 440,064      | 4,401      | 8,337,831                     |                        |   | 8,342,232                       |                             | 8,342,232       |
| Contributions to<br>partners  |              |            |                               |                        |   |                                 | (12,476,480)                | (12,476,480)    |
| Capital<br>contributions<br>from public<br>offerings  | 15,180,000   | 151,800    | 303,448,200                   |                        |   | 303,600,000                     | 64,000                      | 303,600,000     |
| Cost of raising<br>capital  |              |            | (25,379,370)                  |                        |   | (25,379,370)                    |                             | (25,379,370)    |
| Payment of<br>dividend<br>arrearages  |              |            |                               |                        | 2,151,670   | 2,151,670                       | 1,621,662                   | 3,773,332       |
| Dividends to<br>stockholders  |              |            |                               | (46,772,756)           |   | (46,772,756)                    |                             | (46,772,756)    |
| Reclassification<br>of equity at<br>the end of<br>the period  |              |            | (153,751,098)                 |                        |   | (153,751,098)                   | 153,751,098                 |                 |
| Investment for<br>acquisition of<br>controlling<br>interests<br>in partnership of   |              |            | 1,388,413                     |                        |   | 1,388,413                       | (1,388,413)                 |                 |

|                           |            |            |                |                 |    |                |                |              |          |
|---------------------------|------------|------------|----------------|-----------------|----|----------------|----------------|--------------|----------|
| ating<br>ership<br>income |            |            |                |                 |    |                |                |              |          |
|                           |            |            |                | 8,794,777       |    | 8,794,777      |                | 3,236,382    | 12,031,1 |
| nce at<br>ember 30,       |            |            |                |                 |    |                |                |              |          |
|                           | 37,273,877 | \$ 372,739 | \$ 519,115,062 | \$ (84,504,865) | \$ | \$ 434,982,936 | \$ 139,631,247 | \$ 574,614,1 |          |

*See accompanying notes to consolidated financial statements.*

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Aviv REIT, Inc. and Subsidiaries  
Consolidated Statements of Cash Flows  
(unaudited)

|   | <b>Nine Months Ended<br/>September 30,</b>                          |               |
|---|---|---------------|
|   | <b>2013</b>   | <b>2012</b>   |
| <b>Operating activities</b>   |   |               |
| Net income  | \$ 12,031,159   | \$ 11,396,348 |
| Adjustments to reconcile net income to net cash provided by operating activities: |   |               |
| Depreciation and amortization   | 24,399,334  | 19,705,142    |
| Amortization of deferred financing costs  | 2,516,150   | 2,626,446     |
| Accretion of debt premium   | (376,918)   | (292,423)     |
| Straight-line rental income, net  | (2,997,780)   | (5,922,684)   |
| Rental income from intangible amortization, net                                   | (1,096,816)   | (1,149,423)   |
| Non-cash stock-based compensation   | 10,929,569  | 1,229,957     |
| Gain on sale of assets, net   | (25,799)  | (4,425,246)   |
| Non-cash loss on extinguishment of debt   | 5,160,614   | 13,264        |
| Loss on impairment of assets  |   | 6,145,731     |
| Reserve for uncollectible loans and other receivables                             | 56,521  | 8,820,937     |
| Accretion of earn-out provision for previously acquired real estate investments   |   | 300,265       |
| Changes in assets and liabilities:  |   |               |
| Tenant receivables  | (3,785,413)   | (5,424,432)   |
| Other assets  | 1,058,131   | (3,560,710)   |
| Accounts payable and accrued expenses   | (9,468,421)   | (4,676,099)   |
| Tenant security deposits and other liabilities                                    | 1,600,122   | (856,750)     |
| Net cash provided by operating activities   | 40,000,453  | 23,930,323    |
| <b>Investing activities</b>   |   |               |
| Purchase of real estate investments   | (40,476,000)  | (133,998,037) |
| Proceeds from sales of real estate investments                                    | 4,842,219   | 30,542,644    |
| Capital improvements  | (9,908,987)   | (10,458,200)  |
| Development projects  | (11,979,968)  | (21,238,457)  |
| Secured loan receivables received from others                                     | 3,221,706   | 14,797,338    |
| Secured loan receivables funded to others   | (2,707,383)   | (17,146,086)  |
| Net cash used in investing activities   | (57,008,413)  | (137,500,798) |
|   | <i>See accompanying notes to consolidated financial statements.</i> |               |

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## Aviv REIT, Inc. and Subsidiaries

## Consolidated Statements of Cash Flows (Continued)

(unaudited)

|  | <b>Nine Months Ended<br/>September 30,</b> |                |
|--|--|----------------|
|  | <b>2013</b>                                | <b>2012</b>    |
| <b>Financing activities</b>                        |  |                |
| Borrowings of debt                                 | \$ 160,000,000                             | \$ 224,761,094 |
| Repayment of debt                                  | (353,202,576)                              | (172,211,473)  |
| Payment of financing costs                         | (5,289,831)                                | (5,143,395)    |
| Payment for swap termination                       | (3,606,000)                                |                |
| Capital contributions                              | 425,175                                    | 109,000,000    |
| Deferred contribution                              |  | (35,000,000)   |
| Initial public offering proceeds                   | 303,600,000                                |                |
| Cost of raising capital                            | (25,379,370)                               |                |
| Cash distributions to partners                     | (16,275,919)                               | (12,523,881)   |
| Cash dividends to stockholders                     | (48,907,429)                               | (21,231,417)   |
| Net cash provided by financing activities          | 11,364,050                                 | 87,650,928     |
| Net decrease in cash and cash equivalents          | (5,643,910)                                | (25,919,547)   |
| Cash and cash equivalents:                         |  |                |
| Beginning of period                                | 17,876,319                                 | 40,862,023     |
| End of period                                      | \$ 12,232,409                              | \$ 14,942,476  |
| <b>Supplemental cash flow information</b>          |  |                |
| Cash paid for interest                             | \$ 39,644,968                              | \$ 41,967,088  |
| <b>Supplemental disclosure of noncash activity</b> |  |                |
| Accrued dividends payable to stockholders          | \$   | \$ 10,097,872  |
| Accrued distributions payable to partners          | \$   | \$ 4,052,974   |
| Write-off of straight-line rent receivable, net    | \$ 2,887,207                               | \$ 567,745     |
| Write-off of in-place lease intangibles, net       | \$   | \$ 48,554      |
| Write-off of deferred financing costs, net         | \$ 5,160,614                               | \$ 13,264      |
| Assumed debt                                       | \$   | \$ 11,459,794  |

*See accompanying notes to consolidated financial statements.*

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**Table of Contents****AVIV REIT, INC. AND SUBSIDIARIES****Notes to Consolidated Financial Statements (unaudited)****1. Description of Operations and Formation**

Aviv REIT, Inc., a Maryland corporation, and Subsidiaries (the REIT) is the sole general partner and majority owner of Aviv Healthcare Properties Limited Partnership, a Delaware limited partnership, and Subsidiaries (the Partnership). In these footnotes, the Company refers generically to Aviv REIT, Inc., the Partnership, and their subsidiaries. The predecessor to the Partnership was formed in 2005 and, at September 30, 2013, the Partnership directly or indirectly owned or leased 263 properties, principally skilled nursing facilities, across the United States. The Company generates the majority of its revenues by entering into long-term triple-net leases with local, regional, and national operators. All operating and maintenance costs and related real estate taxes of the buildings are the responsibility of the operators. Substantially all depreciation expense reflected in the consolidated statements of operations and comprehensive income relates to the ownership of real estate properties. The Company manages its business as a single business segment as defined in Accounting Standards Codification (ASC) 280, *Segment Reporting*.

The Partnership is the general partner of Aviv Healthcare Properties Operating Partnership I, L.P. (the Operating Partnership), a Delaware limited partnership, and the sole member of Aviv OP Limited Partner, L.L.C., a Delaware limited liability company (the sole limited partner of the Operating Partnership), the sole member of Aviv Asset Management, L.L.C., a Delaware limited liability company, and the sole stockholder of Aviv Healthcare Capital Corporation, a Delaware corporation. The Operating Partnership has five wholly owned subsidiaries: Aviv Financing I, L.L.C. (Aviv Financing I), a Delaware limited liability company; Aviv Financing II, L.L.C. (Aviv Financing II), a Delaware limited liability company; Aviv Financing III, L.L.C. (Aviv Financing III), a Delaware limited liability company; Aviv Financing IV, L.L.C. (Aviv Financing IV), a Delaware limited liability company; and Aviv Financing V, L.L.C. (Aviv Financing V), a Delaware limited liability company.

On July 31, 2010, the predecessor to the Partnership entered into an agreement (the Merger Agreement), by and among the REIT, Aviv Healthcare Merger Sub LP (Merger Sub), a Delaware limited partnership of which the REIT is the general partner, Aviv Healthcare Merger Sub Partner LLC, a Delaware limited liability company and a wholly owned subsidiary of the REIT, and the predecessor to the Partnership. On September 17, 2010, pursuant to the terms of the Merger Agreement, the predecessor to the Partnership merged (the Merger) with and into Merger Sub, with Merger Sub continuing as the surviving entity with the identical name (the Surviving Partnership). Following the Merger, the REIT remains as the sole general partner of the Surviving Partnership and the Surviving Partnership, as the successor to the predecessor to the Partnership, became the general partner of the Operating Partnership.

All of the business, assets and operations are held by the Operating Partnership and its subsidiaries. The REIT's equity interest in the Surviving Partnership is linked to future investments in the REIT, such that future equity issuances by the REIT (pursuant to the Surviving Partnership's partnership agreement) will result in a corresponding increase in the REIT's equity interest in the Surviving Partnership. The REIT is authorized to issue 300 million shares of common stock (par value \$0.01) and 25 million shares of preferred stock (par value \$0.01). As a result of the common control of the REIT (which was newly formed) and the predecessor to the Partnership, the Merger, for accounting purposes, did not result in any adjustment to the historical carrying value of the assets or liabilities of the Partnership. The REIT contributed the net proceeds of its capital raise to the Partnership in exchange for Class G Units in the Partnership. Periods prior to September 17, 2010 represent the results of operations and financial condition of the Partnership, as predecessor to the Company. Subsequent to September 17, 2010, and throughout 2011 and 2012, approximately 8.5 million additional shares of common stock were issued by the REIT in connection with \$159 million equity contributions by one of the REIT's stockholders.

On March 26, 2013, the REIT completed an initial public offering (IPO) of its common stock pursuant to a registration statement filed with the SEC, which became effective on March 20, 2013. The Company received net proceeds after underwriting discounts and commissions, of \$282.3 million, exclusive of other costs of raising capital in consideration for the issuance and sale of approximately 15.2 million shares of common stock (which included approximately 2.0 million shares sold to the underwriters upon exercise of their option to purchase additional shares to cover over-allotments) at a price to the public of \$20.00 per share. In connection with the IPO, the Partnership's Class A, B, C, D, F and G Units were converted into a single class of limited partnership units, which are referred to as OP Units.

Immediately prior to the completion of the IPO, there were outstanding approximately 21.7 million shares of common stock of the REIT; limited partnership units of the Partnership which at the IPO were converted into approximately 11.9 million OP Units, and 125 shares of preferred stock of the REIT. On April 15, 2013, the 125 shares of preferred stock outstanding were redeemed. At September 30, 2013, there were approximately 37.3 million shares of common stock outstanding and 11.9 million OP Units outstanding which are redeemable for cash or, at the REIT's option, for shares of common stock. The operating results of the Partnership are allocated based upon the REIT's and the limited partners' respective economic interests therein. The REIT's ownership of the Partnership was 75.7% as of September 30, 2013, after giving effect to the IPO. The REIT's weighted average economic ownership of the Partnership for the three and nine months ended September 30, 2013 and 2012 was 75.7%, 73.1%, 63.95% and 61.85%, respectively.

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### **2. Summary of Significant Accounting Policies**

#### **Estimates**

The preparation of the financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### **Principles of Consolidation**

The accompanying consolidated financial statements include the accounts of the REIT, the Partnership, the Operating Partnership, and all controlled subsidiaries. The Company considers itself to control an entity if it is the majority owner of and has voting control over such entity or the power to control a variable interest entity. The portion of the net income or loss attributed to third parties is reported as net income allocable to noncontrolling interests on the consolidated statements of operations and comprehensive income, and such parties' portion of the net equity in such subsidiaries is reported on the consolidated balance sheets as noncontrolling interests. All significant intercompany balances and transactions have been eliminated in consolidation.

#### **Quarterly Reporting**

The accompanying unaudited financial statements and notes of the Company as of September 30, 2013 and for the three and nine months ended September 30, 2013 and 2012 have been prepared in accordance with GAAP for interim financial information. Accordingly, certain information and footnote disclosures normally included in financial statements prepared under GAAP have been condensed or omitted pursuant to GAAP quarterly reporting rules. In the opinion of management, all adjustments considered necessary for a fair presentation of the Company's balance sheets, statements of operations and comprehensive income, statement of changes in equity, and statements of cash flows have been included and are of a normal and recurring nature. These consolidated financial statements should be read in conjunction with the consolidated financial statements and notes for the Company for the years ended December 31, 2012, 2011, and 2010. The consolidated statements of operations and comprehensive income and cash flows for the periods ended September 30, 2013 and 2012 are not necessarily indicative of full year results.

The balance sheet at December 31, 2012 has been derived from the audited financial statements at that date, but does not include all of the information and footnotes required by GAAP for complete financial statements. For further information, including definitions of capitalized terms not defined herein, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2012, as filed with the Securities and Exchange Commission.

#### **Real Estate Investments**

The Company periodically assesses the carrying value of real estate investments and related intangible assets in accordance with ASC 360, *Property, Plant, and Equipment* (ASC 360), to determine if facts and circumstances exist that would suggest that assets might be impaired or that the useful lives should be modified. In the event estimated undiscounted cash flows indicate the carrying amount of the real estate investments will not be recovered in part or in whole, a provision will be recorded to reduce the carrying basis of the real estate investments and related intangibles to their estimated fair value. The estimated fair value of the Company's real estate investments is determined by using customary industry standard methods that include discounted cash flow and/or direct capitalization analysis (Level 3) or estimated cash proceeds received upon the anticipated disposition of the asset from market comparables (Level 2).

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As part of the impairment evaluation for the three and nine months ended September 30, 2013, no impairments were recorded. As part of the impairment evaluation for the three and nine months ended September 30, 2012, the following impairments were recorded to reflect the estimated fair values (Level 2):

| Three Months Ended September 30, 2012 |              |
|---------------------------------------|--------------|
| Youngstown, AZ                        | \$ 1,076,704 |
| Bremerton, WA                         | 150,169      |
| Zion, IL                              | 540,000      |
|                                       | \$ 1,766,873 |

| Nine Months Ended September 30, 2012 |              |
|--------------------------------------|--------------|
| Youngstown, AZ                       | \$ 1,634,700 |
| Fall River, MA                       | 141,204      |
| West Chester, OH                     | 3,129,658    |
| Cincinnati, OH                       | 90,000       |
| Zion, IL                             | 1,000,000    |
| Bremerton, WA                        | 150,169      |
|                                      | \$ 6,145,731 |



**Table of Contents****Revenue Recognition**

Rental income is recognized on a straight-line basis over the term of the lease when collectability is reasonably assured. Differences between rental income earned and amounts due under the lease are charged or credited, as applicable, to straight-line rent receivable, net. Income recognized from this policy is titled straight-line rental income. Additional rents from expense reimbursements for insurance, real estate taxes, and certain other expenses are recognized in the period in which the related expenses are incurred and the net impact is reflected as rental income on the consolidated statements of operations and comprehensive income.

Below is a summary of the components of rental income for the respective periods:

|  | <b>Three Months Ended</b>     |                               | <b>Nine Months Ended</b>      |                               |
|--|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
|  | <b>September 30,<br/>2013</b> | <b>September 30,<br/>2012</b> | <b>September 30,<br/>2013</b> | <b>September 30,<br/>2012</b> |
| Cash rental income, net                    | \$ 32,554,063                 | \$ 28,139,917                 | \$ 95,111,705                 | \$ 82,611,751                 |
| Straight-line rental income                | (1,226,519)                   | 1,802,440                     | 2,997,780                     | 5,922,684                     |
| Rental income from intangible amortization | 365,111                       | 411,916                       | 1,096,816                     | 1,149,423                     |
| Total rental income                        | \$ 31,692,655                 | \$ 30,354,273                 | \$ 99,206,301                 | \$ 89,683,858                 |

During the three and nine months ended September 30, 2013 and 2012, straight-line rental income includes a write-off of straight-line rent receivable of \$2.9 million, \$2.9 million, \$0 and \$0.6 million, respectively, due to the early termination of leases and replacement of operators.

The Company's reserve for uncollectible operator receivables is included as a component of reserve for uncollectible secured loans and other receivables in the consolidated statements of operations and comprehensive income. The amount incurred during the three and nine months ended September 30, 2013 and 2012 was \$0 million, \$0.1 million, \$0.7 million and \$2.5 million, respectively.

**Lease Accounting**

The Company, as lessor, makes a determination with respect to each of its leases whether they should be accounted for as operating leases or direct financing leases. The classification criteria is based on estimates regarding the fair value of the leased facilities, minimum lease payments, effective cost of funds, the economic life of the facilities, the existence of a bargain purchase option, and certain other terms in the lease agreements. Payments received under the financing lease are bifurcated between interest income and principal amortization to achieve a consistent yield over the stated lease term using the interest method. Assets subject to operating leases are reported as real estate investments in the consolidated balance sheets. For facilities leased as direct financing arrangements, an asset equal to the Company's net initial investment is established on the balance sheet titled assets under direct financing leases. Principal amortization (accretion) is reflected as an adjustment to the asset subject to a financing lease. Such accretion was \$30,353, \$94,171, \$32,264 and \$99,606 for the three and nine months ended September 30, 2013 and 2012, respectively.

All of the Company's leases contain fixed or formula-based rent escalators. To the extent that the escalator increases are tied to a fixed index or rate, lease payments are accounted for on a straight-line basis over the life of the lease for operating leases.

### **Secured Loan Receivables**

Secured loan receivables consist of capital improvement loans and secured loans to operators. Capital improvement loans represent the financing provided by the Company to the operator to acquire furniture, fixtures, and equipment while the operator is operating the facility. Secured loans to operators represent financing provided by the Company to operators for working capital needs. Secured loan receivables are carried at their principal amount outstanding. Management periodically evaluates outstanding loans and notes receivable for collectability on a loan-by-loan basis. When management identifies potential loan impairment indicators, such as nonpayment under the loan documents, impairment of the underlying collateral, financial difficulty of the operator, or other circumstances that may impair full execution of the loan documents, and management believes it is probable that all amounts will not be collected under the contractual terms of the loan, the loan is written down to the present value of the expected future cash flows. Loan impairment is monitored via a quantitative and qualitative analysis including credit quality indicators and it is reasonably possible that a change in estimate could occur in the near term. No other circumstances exist that would suggest that additional reserves are necessary at the balance sheet dates other than as disclosed in Footnote 4.

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### **Stock-Based Compensation**

The Company follows ASC 718, *Stock Compensation* (ASC 718), which requires all stock-based payments to employees, including grants of employee stock options, to be recognized in the consolidated statements of operations and comprehensive income based on their grant date fair values. The non-cash stock-based compensation expense incurred by the Company through September 30, 2013 is summarized in Footnote 9.

### **Fair Value of Financial Instruments**

ASC 820, *Fair Value Measurements and Disclosures* (ASC 820), establishes a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The three levels are defined as follows:

Level 1 Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets

Level 2 Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement

The Company's interest rate swaps are valued using models developed by the respective counterparty that use as their basis readily observable market parameters and are classified within Level 2 of the valuation hierarchy.

Cash and cash equivalents and derivative financial instruments are reflected in the accompanying consolidated balance sheets at amounts considered by management to reasonably approximate fair value. Management estimates the fair value of its long-term debt using a discounted cash flow analysis based upon the Company's current borrowing rate for debt with similar maturities and collateral securing the indebtedness. The Company had outstanding senior notes payable and other debt obligations with a carrying value of approximately \$511.6 million and \$705.2 million as of September 30, 2013 and December 31, 2012, respectively. The fair value of this debt was \$537.4 million and \$720.8 million as of September 30, 2013 and December 31, 2012, respectively, based upon interest rates available to the Company on similar borrowings (Level 3). Management estimates the fair value of its secured loan receivables using a discounted cash flow analysis based upon the Company's current interest rates for secured loan receivables with similar maturities and collateral securing the indebtedness. The Company had outstanding secured loan receivables with a carrying value of \$31.2 million and \$32.6 million as of September 30, 2013 and December 31, 2012, respectively. The fair values of secured loan receivables as of September 30, 2013 and as of December 31, 2012 approximate their carrying values based upon interest rates available to the Company on similar borrowings.

### **Derivative Instruments**

In the normal course of business, a variety of financial instruments are used to manage or hedge interest rate risk. The Company has implemented ASC 815, *Derivatives and Hedging* (ASC 815), which establishes accounting and

reporting standards requiring that all derivatives, including certain derivative instruments embedded in other contracts, be recorded as either an asset or liability measured at their fair value unless they qualify for a normal purchase or normal sales exception. When specific hedge accounting criteria are not met, ASC 815 requires that changes in a derivative's fair value be recognized currently in earnings. Changes in the fair market values of the Company's derivative instruments are recorded in the consolidated statements of operations and comprehensive income if the derivative does not qualify for or the Company does not elect to apply hedge accounting. If the derivative is deemed to be eligible for hedge accounting, such changes are reported in accumulated other comprehensive income within the consolidated statement of changes in equity, exclusive of ineffectiveness amounts, which are recognized as adjustments to net income. All of the changes in the fair market values of our derivative instruments are recorded in the consolidated statements of operations and comprehensive income for our interest rate swaps that were terminated in September 2010. In November 2010, the Company entered into two interest rate swaps (which were settled at the IPO) and accounts for changes in fair value of such hedges through accumulated other comprehensive (loss) income in equity in its financial statements via hedge accounting. Derivative contracts are not entered into for trading or speculative purposes. Furthermore, the Company has a policy of only entering into contracts with major financial institutions based upon their credit rating and other factors. Under certain circumstances, the Company may be required to replace a counterparty in the event that the counterparty does not maintain a specified credit rating.

### **Income Taxes**

For federal income tax purposes, the Company elected, with the filing of its initial 1120 REIT, U.S. Income Tax Return for Real Estate Investment Trusts, to be taxed as a Real Estate Investment Trust (REIT) effective at the time of the Merger. To qualify as a REIT, the Company must meet certain organizational, income, asset and distribution tests. The Company currently is in compliance with these requirements and intends to maintain REIT status. If the Company fails to qualify as a REIT in any taxable year, the Company will be subject to federal income taxes at regular corporate rates (including any applicable alternative minimum tax) and

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may not elect REIT status for four subsequent years. Even if the Company maintains REIT status, the Company may still be subject to federal excise tax. In addition, the Company may be subject to certain state and local income and franchise taxes. Historically, the Company and its predecessor have generally only incurred certain state and local income and franchise taxes, but these amounts were immaterial in each of the periods presented. Prior to the Merger, the Partnership was a limited partnership and the consolidated operating results were included in the income tax returns of the individual partners. No uncertain income tax positions exist as of September 30, 2013 and December 31, 2012.

## **Business Combinations**

The Company applies ASC 805, *Business Combinations* (ASC 805), in determining how to account for and identify business combinations by allocating fair value to tangible and identified intangible assets acquired and liabilities assumed using market comparables and operating results (Level 3). Acquisition related costs are expensed as incurred.

## **Noncontrolling Interests**

The carrying amount of the noncontrolling interests is adjusted to reflect the ownership percentage of the noncontrolling interests in the Company as of the balance sheet date and the changes of the underlying noncontrolling interests are recorded within additional paid-in-capital.

## **Discontinued Operations**

In accordance with ASC 205-20, *Presentation of Financial Statements - Discontinued Operations* (ASC 205-20), the results of operations to the actual or planned disposition of real estate investments for operating assets are reflected in the consolidated statements of operations and comprehensive income as discontinued operations for all periods presented.

## **March 8, 2013 Increase in Authorized Shares and Stock Split**

On March 7, 2013, the Board of Directors and stockholders of the Company approved an increase in the number of authorized REIT shares to 300,000,000 shares of common stock and a 60.37-for-one split of issued and outstanding common stock. The increase in the authorized shares and the stock split became effective on March 8, 2013 when the Company's charter was amended for such increase in the number of authorized REIT shares and the stock split. The common share and per common share amounts in these consolidated financial statements and notes to consolidated financial statements have been retrospectively restated to reflect the 60.37-for-one split.

## **Reclassifications**

Certain prior period amounts have been reclassified to conform to the current financial statement presentation, with no effect on the Company's consolidated financial position or results of operations.

## **3. Real Estate Investment Activity**

The Company had the following rental property activity during the nine months ended September 30, 2013 as described below:

### *Acquisitions*

| <b>Month of Acquisition</b> | <b>Property Type</b>    | <b>Located in</b> | <b>Purchase Price</b> |
|-----------------------------|-------------------------|-------------------|-----------------------|
| April                       | Traumatic Brain Injury  | CA                | \$ 779,000            |
| April                       | Traumatic Brain Injury  | CA                | 697,000               |
| April                       | SNF                     | TX                | 2,400,000             |
| April                       | Medical Office Building | IN                | 1,200,000             |
| May                         | Senior Housing          | CT                | 2,400,000             |
| May                         | SNF                     | OH                | 14,350,000            |
| June                        | SNF                     | OK                | 6,200,000             |
| August                      | SNF                     | KY                | 9,000,000             |
| September                   | SNF                     | TX                | 3,450,000             |
|                             |                         |                   | \$ 40,476,000         |

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The following table illustrates the effect on total revenues and net income as if we had consummated the acquisitions as of January 1, 2012 (unaudited):

|                | For the Three Months<br>Ended<br>September 30, |               | For the Nine Months Ended<br>September 30, |               |
|----------------|--|---------------|--|---------------|
|                | 2013   | 2012          | 2013                                       | 2012          |
| Total revenues | \$ 33,512,292                                  | \$ 33,719,123 | \$ 105,786,595                             | \$ 98,692,216 |
| Net income     | 11,020,692                                     | 2,937,860     | 15,177,519                                 | 14,920,725    |

During the three and nine months ended September 30, 2013, revenues attributable to the acquired assets were approximately \$0.8 million and \$1.2 million, respectively, and net income attributable to the acquired assets was approximately \$0.2 million and \$0.4 million, respectively, recognized in the consolidated statements of operations and comprehensive income.

Transaction-related costs are not expected to have a continuing significant impact on our financial results and therefore have been excluded from these proforma results. Related to the above business combinations, the Company incurred \$0.6 million of transaction costs for the nine months ended September 30, 2013.

In accordance with ASC 805, the Company allocated the approximate purchase price paid for these properties acquired in 2013 as follows:

|                                    |               |
|------------------------------------|---------------|
| Land                               | \$ 7,414,180  |
| Buildings and improvements         | 29,834,943    |
| Furniture, fixtures, and equipment | 3,226,877     |
| Total                              | \$ 40,476,000 |

*Dispositions*

During the nine months ending September 30, 2013, the Company disposed of five properties, one vacant land parcel, and 108 bed licenses for a total sales price of \$5.3 million and the Company recognized a net gain on sale of approximately \$26,000. The total sales price and net gain are net of transaction costs incurred in relation to the closings at the time of disposition.

*Construction in progress*

The following summarizes the Company's construction in progress at September 30, 2013 and December 31, 2012:

|   | September 30, 2013 | December 31, 2012 |
|---|--------------------|-------------------|
| Beginning balance, January 1, 2013 and 2012, respectively | \$ 4,483,684       | \$ 28,293,083     |
| Additions   | 14,251,136         | 25,334,504        |

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|                         |               |              |
|-------------------------|---------------|--------------|
| Sold/withdrawn projects |               | (8,038,072)  |
| Placed in service       | (1,750,748)   | (41,105,831) |
|                         | \$ 16,984,072 | \$ 4,483,684 |

During 2013 and 2012, the Company capitalized expenditures for improvements related to various construction and reinvestment projects. In 2013, the Company placed into service one completed investment project at one property located in California. In 2012, the Company placed into service three completed investment projects at three properties located in Washington and completed construction of two properties located in Connecticut. In accordance with ASC 835 *Capitalization of Interest* (ASC 835), the Company capitalizes interest based on the average cash balance of construction in progress for the period using the weighted-average interest rate on all outstanding debt, which approximated 6.7% for the three and nine months ended September 30, 2013. The balance of capitalized interest within construction in progress at September 30, 2013 and December 31, 2012 was \$430,418 and \$71,514, respectively. The amount capitalized during the three and nine months ended September 30, 2013, and 2012, relative to interest incurred, was \$193,213, \$402,200, \$345,169 and \$848,379, respectively.



**Table of Contents****4. Secured Loan Receivables, net**

The following summarizes the Company's secured loan receivables, net, at September 30, 2013:

|   | <b>September 30, 2013</b>                  |                                      |                                   |
|---|--|--------------------------------------|-----------------------------------|
|   | Capital Improvement<br>Loan<br>Receivables | Secured Operator<br>Loan Receivables | Total Secured Loan<br>Receivables |
| Beginning balance, January 1, 2013                          | \$ 19,359,485                              | \$ 13,279,295                        | \$ 32,638,780                     |
| New loans issued  | 379,905                                    | 2,026,035                            | 2,405,940                         |
| Reserve for uncollectible secured loans and loan write-offs |  | (11,000)                             | (11,000)                          |
| Loan amortization and repayments                            | (1,694,788)                                | (2,122,048)                          | (3,816,836)                       |
|   | <b>\$ 18,044,602</b>                       | <b>\$ 13,172,282</b>                 | <b>\$ 31,216,884</b>              |

Interest income on secured loans and financing leases for the respective periods is as follows:

|   | <b>Three Months Ended</b>     |                               | <b>Nine Months Ended</b>      |                               |
|---|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
|   | <b>September 30,<br/>2013</b> | <b>September 30,<br/>2012</b> | <b>September 30,<br/>2013</b> | <b>September 30,<br/>2012</b> |
| Capital improvement loan receivable                 | \$ 483,274                    | \$ 354,089                    | \$ 1,280,345                  | \$ 1,024,727                  |
| Secured operator loan receivables                   | 283,433                       | 145,938                       | 901,452                       | 1,441,212                     |
| Direct financing lease                              | 364,521                       | 360,301                       | 1,090,544                     | 1,077,703                     |
| Total interest on secured loans and financing lease | <b>\$ 1,131,228</b>           | <b>\$ 860,328</b>             | <b>\$ 3,272,341</b>           | <b>\$ 3,543,642</b>           |

The Company's reserve on a loan-by-loan basis for uncollectible secured loan receivables balances at September 30, 2013 and December 31, 2012 was \$0 million and \$0.3 million, respectively, and any movement in the reserve is reflected in reserve for uncollectible secured loans and other receivables in the consolidated statements of operations and comprehensive income. The gross balance of secured loan receivables for which a reserve on a loan-by-loan basis for uncollectible secured loan receivables has been applied was approximately \$0 million and \$3.1 million at September 30, 2013 and December 31, 2012, respectively.

During 2013 and 2012, the Company funded loans for both working capital and capital improvement purposes to various operators. All loans held by the Company accrue interest and are recorded as interest income unless the loan is deemed impaired in accordance with Company policy. The payments received from the operator cover both interest accrued as well as amortization of the principal balance due. Any payments received from the operator made outside of the normal loan amortization schedule are considered principal prepayments and reduce the outstanding secured

loan receivables balance.

## 5. Deferred Financing Costs

The following summarizes the Company's deferred financing costs at September 30, 2013 and December 31, 2012:

|                          | <b>September 30,<br/>2013</b> | <b>December 31,<br/>2012</b> |
|--------------------------|-------------------------------|------------------------------|
| Gross amount             | \$ 16,559,273                 | \$ 20,995,022                |
| Accumulated amortization | (4,294,942)                   | (6,343,757)                  |
| Net                      | \$ 12,264,331                 | \$ 14,651,265                |

For the three and nine months ended September 30, 2013, the Company wrote-off deferred financing costs of \$0 and \$9.7 million, respectively, with \$0 and \$4.6 million of accumulated amortization associated with the Term Loan, Acquisition Credit Line, 2014 Revolver, and 2016 Revolver (see Footnote 7) pay down.

For the three and nine months ended September 30, 2012, the Company wrote-off deferred financing costs of \$0 and \$24,436, respectively, with \$0 and \$11,172 of accumulated amortization associated with the Construction Loan (see Footnote 7) pay down.

## 6. Lease Intangibles

The Company considers renewals on above or below market leases when ascribing value to the in-place lease intangibles at the date of a property acquisition. In those instances where the renewal lease rate pursuant to the terms of the lease does not adjust to a current market rent, the Company evaluates whether the stated renewal rate is above or below current market rates and considers the past and current operations of the property, the current rent coverage ratio of the operator, and the number of years until potential renewal option exercise. If renewal is considered probable based on these factors, an additional lease intangible is recorded at acquisition and amortized over the renewal period.

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The following summarizes the Company's lease intangibles classified as part of other assets or other liabilities at September 30, 2013 and December 31, 2012:

|                       | <b>Assets</b>             |                             |              |                          |                             |              |
|-----------------------|---------------------------|-----------------------------|--------------|--------------------------|-----------------------------|--------------|
|                       | <b>September 30, 2013</b> |                             |              | <b>December 31, 2012</b> |                             |              |
|                       | Gross<br>Amount           | Accumulated<br>Amortization | Net          | Gross<br>Amount          | Accumulated<br>Amortization | Net          |
| Above market leases   | \$ 6,436,851              | \$ (3,335,442)              | \$ 3,101,409 | \$ 6,641,851             | \$ (3,175,449)              | \$ 3,466,402 |
| In-place lease assets | 651,730                   | (114,053)                   | 537,677      | 651,730                  | (65,173)                    | 586,557      |
| Operator relationship | 212,416                   | (29,738)                    | 182,678      | 212,416                  | (16,993)                    | 195,423      |
|                       | \$ 7,300,997              | \$ (3,479,233)              | \$ 3,821,764 | \$ 7,505,997             | \$ (3,257,615)              | \$ 4,248,382 |

|                     | <b>Liabilities</b>        |                             |              |                          |                             |              |
|---------------------|---------------------------|-----------------------------|--------------|--------------------------|-----------------------------|--------------|
|                     | <b>September 30, 2013</b> |                             |              | <b>December 31, 2012</b> |                             |              |
|                     | Gross<br>Amount           | Accumulated<br>Amortization | Net          | Gross<br>Amount          | Accumulated<br>Amortization | Net          |
| Below market leases | \$ 18,077,537             | \$ (10,125,348)             | \$ 7,952,189 | \$ 25,695,395            | \$ (16,281,397)             | \$ 9,413,998 |

Amortization expense for in-place lease assets and operator relationship was \$20,542, \$61,625, \$20,542 and \$61,625 for the three and nine months ended September 30, 2013 and 2012, respectively, and is included as a component of depreciation and amortization in the consolidated statements of operations and comprehensive income. Amortization expense for the above market leases intangible asset for the three and nine months ended September 30, 2013 and 2012 was \$120,327, \$364,993, \$146,445 and \$439,336, respectively, and is included as a component of rental income in the consolidated statements of operations and comprehensive income. Accretion for the below market leases intangible liability for the three and nine months ended September 30, 2013 and 2012 was \$485,581, \$1,461,809, \$515,199 and \$1,540,206, respectively, and is included as a component of rental income in the consolidated statements of operations and comprehensive income.

For the nine months ended September 30, 2013 and 2012, the Company wrote-off above market leases of \$205,000 and \$0 with accumulated amortization of \$205,000 and \$0, respectively, and below market leases of \$7,617,858 and \$205,000 with accumulated accretion of \$7,617,858 and \$156,446, respectively, for a net recognition of \$0 and \$48,554, respectively, in rental income from intangible amortization. These write-offs were the result of fully amortized assets and fully accreted liabilities for the nine months ended September 30, 2013, and in connection with the anticipated termination of leases that were transitioned to new operators for the nine months ended September 30, 2012.

**7. Senior Notes Payable and Other Debt**

The Company's senior notes payable and other debt consisted of the following at September 30, 2013 and December 31, 2012:

|   | September 30,<br>2013 | December 31,<br>2012  |
|---|-----------------------|-----------------------|
| 2019 Notes (interest rate of 7.75% at September 30, 2013 and December 31, 2012), inclusive of \$2.9 million and \$3.2 million net premium balance at September 30, 2013 and December 31, 2012, respectively | \$ 402,862,222        | \$ 403,180,433        |
| Revolving Credit Facility (interest rate of 2.53% at September 30, 2013)  | 95,000,000            |                       |
| Term Loan (interest rate of 5.75% at December 31, 2012)   |                       | 192,212,350           |
| Acquisition Credit Line (interest rate of 5.75% at December 31, 2012)   |                       | 18,925,200            |
| 2016 Revolver (interest rate of 5.25% at December 31, 2012)   |                       | 69,368,589            |
| Acquisition loans (interest rate of 6.00% at December 31, 2012)   |                       | 7,584,974             |
| HUD loan (interest rate of 5.00% at September 30, 2013 and December 31, 2012), inclusive of \$2.4 million and \$2.5 million premium balance at September 30, 2013 and December 31, 2012, respectively       | 13,711,699            | 13,881,869            |
| <b>Total</b>  | <b>\$ 511,573,921</b> | <b>\$ 705,153,415</b> |

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In conjunction with the IPO on March 26, 2013, the Company under Aviv Financing I repaid the outstanding balance of the Term Loan and the Acquisition Credit Line and under Aviv Financing V repaid the outstanding balance of the 2016 Revolver in the amounts of \$191.2 million, \$18.9 million, and \$94.4 million, respectively. The Company paid \$2.2 million in prepayment penalties which is included in loss on extinguishment of debt on the consolidated statements of operations and comprehensive income for the nine months ended September 30, 2013.

### **Senior Notes**

On February 4, 2011, April 5, 2011, and March 28, 2012, Aviv Healthcare Properties Limited Partnership and Aviv Healthcare Capital Corporation (the Issuers) issued \$200 million, \$100 million, and \$100 million, respectively, of 7.75% Senior Notes due 2019 (the 2019 Notes). The REIT is a guarantor of the Issuers' 2019 Notes. The 2019 Notes are unsecured senior obligations of the Issuers and will mature on February 15, 2019. The 2019 Notes bear interest at a rate of 7.75% per annum, payable semiannually to holders of record at the close of business on the February 1 or the August 1 immediately preceding the interest payment date on February 15 and August 15 of each year. A premium of \$2.75 million and \$1.0 million was associated with the offering of the \$100 million of 2019 Notes on April 5, 2011 and the \$100 million of 2019 Notes on March 28, 2012, respectively. The premium will be amortized as an adjustment to the yield on the 2019 Notes over their term. The Company used the proceeds, amongst other things, to pay down approximately \$87.7 million of the Acquisition Credit Line, \$5.5 million of the 2016 Revolver and \$6.1 million of the Construction Loan during 2012.

### **Revolving Credit Facility**

On March 26, 2013, the Company, under Aviv Financing IV, entered into a \$300 million secured revolving credit facility and \$100 million term loan with Bank of America (collectively, the Revolving Credit Facility). On April 16, 2013, the Company converted the entire \$100 million term loan into a secured revolving credit facility, thereby terminating the term loan and any availability thereunder and increasing the amount available under the secured revolving credit facility from \$300 million to \$400 million. On each payment date, the Company pays interest only in arrears on any outstanding principal balance of the Revolving Credit Facility. The interest rate under the Revolving Credit Facility is based on LIBOR plus a margin of 235 basis points to 300 basis points depending on the Company's leverage ratio. The interest rate at September 30, 2013 was 2.53%. Additionally, an unused fee equal to 50 basis points per annum of the daily unused balance on the Revolving Credit Facility is payable quarterly in arrears. The initial term of the Revolving Credit Facility expires in March 2016 with a one year extension option. The Revolving Credit Facility had an outstanding balance of \$95.0 million as of September 30, 2013.

### **Other Loans**

On November 1, 2010, a subsidiary of Aviv Financing III entered into two acquisition loan agreements on the same terms that provided for borrowings of \$7.8 million. Principal and interest payments are due monthly beginning on December 1, 2010 through the maturity date of December 1, 2015. Interest is a fixed rate of 6.00%. These loans are collateralized by a skilled nursing facility controlled by Aviv Financing III. These acquisition loans were paid off in full on May 15, 2013.

On June 15, 2012, a subsidiary of Aviv Financing III assumed a HUD loan with a balance of approximately \$11.5 million. Interest is at a fixed rate of 5.00%. The loan originated in November 2009 with a maturity date of October 1, 2044, and is based on a 35-year amortization schedule. A premium of \$2.5 million was associated with the assumption of debt and will be amortized as an adjustment to interest expense on the HUD loan over its term.

## **8. Partnership Equity and Incentive Program**

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Distributions accrued in accordance with declaration to the Partnership's partners are summarized as follows for the three months ended September 30:

|      | <b>Class A</b> | <b>Class B</b> | <b>Class C</b> | <b>Class D</b> | <b>Class F</b> | <b>Class G</b> | <b>OP Units</b> |
|------|----------------|----------------|----------------|----------------|----------------|----------------|-----------------|
| 2013 | \$             | \$             | \$             | \$             | \$             | \$             | \$4,297,831     |
| 2012 | \$ 2,068,318   | \$ 532,817     | \$ 799,225     | \$             | \$ 553,761     | \$ 7,177,586   | \$              |

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Distributions accrued in accordance with declaration to the Partnership's partners are summarized as follows for the nine months ended September 30:

|      | <b>Class A</b> | <b>Class B</b> | <b>Class C</b> | <b>Class D</b> | <b>Class F</b> | <b>Class G</b> | <b>OP Units</b> |
|------|----------------|----------------|----------------|----------------|----------------|----------------|-----------------|
| 2013 | \$ 2,797,315   | \$ 97,288      | \$ 145,931     | \$             | \$ 553,761     | \$ 6,520,893   | \$ 8,882,184    |
| 2012 | \$ 6,204,954   | \$ 1,697,303   | \$ 2,268,373   | \$             | \$ 1,661,283   | \$ 21,046,074  | \$              |

Weighted-average Units and shares outstanding are summarized as follows for the three months ended September 30:

|      | <b>Class A</b> | <b>Class B</b> | <b>Class C</b> | <b>Class D</b> | <b>Class F</b> | <b>Class G</b> | <b>OP Units</b> | <b>REIT Shares</b> |
|------|----------------|----------------|----------------|----------------|----------------|----------------|-----------------|--------------------|
| 2013 |                |                |                |                |                |                | 11,938,420      | 37,271,714         |
| 2012 | 13,467,223     | 4,523,145      | 2              | 8,050          | 2,684,900      | 21,178,250     |                 |                    |

Weighted-average Units and shares outstanding are summarized as follows for the nine months ended September 30:

|      | <b>Class A</b> | <b>Class B</b> | <b>Class C</b> | <b>Class D</b> | <b>Class F</b> | <b>Class G</b> | <b>OP Units</b> | <b>REIT Shares</b> |
|------|----------------|----------------|----------------|----------------|----------------|----------------|-----------------|--------------------|
| 2013 | 4,193,031      | 1,408,305      |                | 2,506          | 835,958        | 6,742,030      | 8,221,330       | 32,408,843         |
| 2012 | 13,467,223     | 4,523,145      | 2              | 8,050          | 2,684,900      | 19,453,438     |                 |                    |

Prior to the Merger, the Partnership had established an officer incentive program linked to its future value. Awards vest annually over a five-year period assuming continuing employment by the recipient. The awards settled on December 31, 2012 in Class C Units or, at the Company's discretion, cash. For accounting purposes, expense recognition under the program commenced in 2008, and the related expense for the three and nine months ended September 30, 2012 was \$101,500 and \$304,500, respectively.

As a result of the Merger on September 17, 2010, such incentive program was modified such that 40% of the previously granted award settled immediately on the Merger date with another 20% vesting and settled on December 31, 2010. The remaining 40% vested 20% on December 31, 2011 and 20% on December 31, 2012, respectively, and will settle in 2018, subject to the terms and conditions of the amended incentive program agreement. In accordance with ASC 718, such incentive program was expensed through general and administrative expenses as non-cash compensation on the statements of operations and comprehensive income through the ultimate vesting date of December 31, 2012.

In connection with the IPO each class of limited partnership units of the Partnership were converted into an aggregate of 21,653,813 OP Units held by the REIT and 11,938,420 OP Units held by limited partners of the Partnership. As a result, the Partnership has a single class of limited partnership units as of March 26, 2013. The OP Units held by limited partners of the Partnership are redeemable for cash or, at the REIT's election, unregistered shares of the REIT's common stock on a one-for-one basis subject to certain restrictions on transfer for 180 days after the IPO.

The following table lists the cash dividends on common stock declared and paid by the Company during the nine months ended September 30, 2013:

| <b>Declaration Date</b> | <b>Record Date</b> | <b>Amount Per Share</b> | <b>Dividend Payment Date</b> |
|-------------------------|--------------------|-------------------------|------------------------------|
| May 19, 2013            | June 3, 2013       | \$ 0.384                | June 17, 2013                |
| August 16, 2013         | August 30, 2013    | \$ 0.36                 | September 16, 2013           |

The above dividends represents a rate of \$0.36 per share for the second and third quarter of 2013 and \$0.024 per share for the period from the completion of the Company's initial public offering on March 26, 2013 through March 31, 2013.

## **9. Restricted Stock Grants and Option Awards**

### *Restricted Stock Grants*

On March 26, 2013 the Company adopted the Aviv REIT, Inc. 2013 Long-Term Incentive Plan (the LTIP). The purposes of the LTIP are to attract and retain qualified persons upon whom, in large measure, the Company's sustained progress, growth and profitability depend, to motivate the participants to achieve long-term Company goals and to align the participants' interests with those of other stockholders by providing them with a proprietary interest in the Company's growth and performance. The Company's executive officers, employees, consultants and non-employee directors are eligible to participate in the LTIP. Under the plan, 2,000,000 shares of the Company's common stock are available for issuance, of which 70,500 had been issued and 217,882 had been reserved for issuance as of September 30, 2013. For the three and nine months ended September 30, 2013, the Company recognized total non-cash stock-based compensation expense related to the LTIP of \$534,814 and \$598,434, the components of which are set forth below.



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The Company's non-employee directors (excluding Messrs. Dees, Goldberg and Triedman) each received an equity grant of 6,750 shares of restricted stock and 3,250 shares of unrestricted stock upon consummation of the IPO. The Company's lead director received an unrestricted stock grant of 500 shares in connection with the IPO. The equity awards were made pursuant to the LTIP. The restricted stock awards vest in three equal installments, with the first installment vesting on May 15, 2014 and the second and third installments vesting on March 26, 2015 and 2016, respectively, subject to the director's continued service on the board of directors. For the three and nine months ended September 30, 2013, the Company recognized \$75,389 and \$139,010 of non-cash stock-based compensation expense in relation to the board of directors restricted stock grant.

On July 11, 2013, the subcommittee of the Company's compensation committee approved the issuance of 51,000 time-based restricted stock units to members of management and other key employees. The equity awards were made pursuant to the LTIP. One half of the time-based equity awards are scheduled to vest on December 31, 2014 and the other half to vest on December 31, 2015 subject to the employee's continued employment with the Company. The restricted stock units carry dividend equivalent rights that are subject to the same vesting terms as the underlying restricted stock units. For the three and nine months ended September 30, 2013, the Company recognized \$81,968 and \$81,968 of non-cash stock-based compensation expense in relation to management's time-based restricted stock unit grant.

Effective July 11, 2013, members of the Company's management and other key employees were awarded 81,774 performance-based restricted stock units that vest on the basis of Total Shareholder Return (TSR) on the Company's stock compared to the TSR of its peer companies, as defined. The first installment of the awards is based on the companies comprising the NAREIT Equity Index and the companies comprising the Bloomberg Healthcare REIT Index for the performance period beginning on the date of the IPO and ending December 31, 2014. The second installment is based on the companies comprising the NAREIT Equity Index and the companies comprising the Bloomberg Healthcare REIT Index for the performance period beginning on the date of the IPO and ending December 31, 2015. If the service and performance conditions are met, approximately half of the restricted stock units will vest on December 31, 2014 and the remaining units will vest on December 31, 2015. The restricted stock units carry dividend equivalent rights that are subject to the same vesting terms as the underlying restricted stock units. For the three and nine months ended September 30, 2013, the Company recognized \$377,457 and \$377,457 of non-cash stock-based compensation expense in relation to management's performance-based restricted stock unit grant.

*Option Awards*

On September 17, 2010, the Company adopted the 2010 Management Incentive Plan (the MIP) as part of the Merger transaction, which provides for the grant of option awards. Two thirds of the options granted under the MIP were performance based awards whose criteria for vesting is tied to a future liquidity event (as defined) and also contingent upon meeting certain return thresholds (as defined). The grant date fair value associated with all performance-based award options of the Company aggregated to approximately \$7.4 million at the time of the IPO. One third of the options granted under the MIP were time based awards and the service period for these options is four years with shares vesting at a rate of 25% ratably from the grant date.

In connection with the IPO, all options outstanding under the MIP, representing options to purchase 5,870,258 shares with a weighted average exercise price of \$17.47 per share, became fully-vested. In addition, recipients were entitled to receive dividend equivalents on their options awarded under the MIP. Dividend equivalents were paid on time-based options on (i) the date of vesting, with respect to any portion of a time-based option that was unvested on the date the dividend equivalent was accrued, and (ii) the last day of the calendar quarter in which such dividends were paid to stockholders, with respect to any portion of a time-based option vested as of the date the dividend equivalent was accrued. Dividend equivalents accrued and unpaid prior to the consummation of the IPO in the

approximate amount of \$14.8 million were paid in shares of common stock, net of applicable withholding of approximately \$6.8 million, in an amount based on the IPO price of common stock. No dividend equivalents will be paid for any MIP options with respect to periods after the date of the IPO by the Company.

In connection with the IPO, the holders of option awards under the MIP received a new class of units of LG Aviv L.P., the legal entity through which Lindsay Goldberg holds its interest in the REIT, equal to the number of options held by such persons immediately prior to the consummation of the IPO. Under the limited partnership agreement of LG Aviv L.P., the units are entitled to receive an aggregate distribution amount equal to 14.9% of the dividend distributions declared and received by LG Aviv L.P. after the consummation of the IPO in respect of its shares of common stock. The distribution amount will be paid by LG Aviv L.P. ratably to each holder of such units on the distribution date in the proportion that the total number of units held by such holder bears to the total outstanding units of the same class. Any unit payments will be paid, if at all, on the earlier of (i) the last day of the calendar quarter in which dividends were paid to the Company stockholders and (ii) three business days following the holder's termination of employment with the Company. For the nine months ended September 30, 2013, \$2,400,455 was paid by LG Aviv L.P. to the holders of such units.

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The following table represents the time and performance-based option awards activity for the nine months ended September 30, 2013 and 2012:

|   | <b>Nine Months Ended</b>  |                           |
|---|---------------------------|---------------------------|
|   | <b>September 30, 2013</b> | <b>September 30, 2012</b> |
| Outstanding at beginning of period                                  | 1,956,833                 | 1,417,246                 |
| Granted   |                           | 701,560                   |
| Exercised   |                           |                           |
| Awards vested at IPO  | 3,913,425                 |                           |
| Cancelled/Forfeited   |                           | (161,973)                 |
| Outstanding at end of period  | 5,870,258                 | 1,956,833                 |
| Options exercisable at end of period                                |                           |                           |
| Weighted average fair value of options granted to date (per option) | \$ 2.20                   | \$ 2.21                   |

The following table represents the time and performance based option awards outstanding cumulatively life-to-date for the nine months ended September 30, 2013 and 2012 as well as other MIP data:

|                                    | <b>2013</b>       | <b>2012</b>       |
|------------------------------------|-------------------|-------------------|
| Range of exercise prices           | \$16.56 - \$18.87 | \$16.56 - \$18.85 |
| Outstanding                        | 5,870,258         | 1,956,833         |
| Remaining contractual life (years) | 7.55              | 8.55              |
| Weighted average exercise price    | \$17.47           | \$17.43           |

The Company has used the Black-Scholes option pricing model to estimate the grant date fair value of the options. The following table includes the assumptions that were made in estimating the grant date fair value for options awarded for the nine months ended September 30, 2013 and 2012:

|   | <b>2013 Grants</b> | <b>2012 Grants</b> |
|---|--------------------|--------------------|
| Weighted average dividend yield                             |                    | 7.54%              |
| Weighted average risk-free interest rate                    |                    | 1.31%              |
| Weighted average expected life                              |                    | 7.0 years          |
| Weighted average estimated volatility                       |                    | 38.24%             |
| Weighted average exercise price                             |                    | \$ 18.80           |
| Weighted average fair value of options granted (per option) |                    | \$ 2.88            |

The Company recorded non-cash compensation expenses of \$0, \$9,012,270, \$411,760 and \$925,457 for the three and nine months ended September 30, 2013 and 2012, respectively, related to the time and performance based stock options accounted for as equity awards.

At September 30, 2013, the total compensation cost related to outstanding, non-vested time based and performance based equity awards that are expected to be recognized as compensation cost in the future aggregates to approximately \$5,336,000, as follows:

| <b>Year Ended December 31,</b> | <b>Restricted Stock</b> |
|--------------------------------|-------------------------|
| 2013                           | \$ 639,835              |
| 2014                           | 2,845,139               |
| 2015                           | 1,776,825               |
| 2016                           | 74,031                  |
| <b>Total</b>                   | <b>\$ 5,335,830</b>     |

Dividend equivalent rights associated with the MIP amounted to \$0, \$15,400,270, \$664,426, and \$1,908,991 for the three and nine months ended September 30, 2013 and 2012, respectively, and are recorded as dividends to stockholders for the periods presented.

**Table of Contents****10. Related Parties**

Related party receivables and payables represent amounts due from/to various affiliates of the Company, including amounts due to certain acquired companies and limited liability companies for transactions occurring prior to the formation of the Company, and various advances to entities controlled by affiliates of the Company's management. There were no related party receivables or payables as of September 30, 2013 and December 31, 2012, other than amounts owed from the Partnership to the REIT for accrued distributions at December 31, 2012.

**11. Derivatives**

During the periods presented, the Company was party to two interest rate swaps, with identical terms of \$100.0 million each, which were purchased to fix the variable interest rate on the denoted notional amount under the Term Loan. On March 26, 2013, in connection with the pay down of the Term Loan, the Company settled all interest rate swaps at a fair value of \$3.6 million and such amount previously recorded in accumulated other comprehensive income (loss) was recorded within loss on extinguishment of debt in the consolidated statements of operations and comprehensive income. The interest rate swaps qualified for hedge accounting and as such the amounts previously recorded in accumulated other comprehensive income in the consolidated statement of changes in equity were reversed. For presentational purposes they are shown as one derivative due to the identical nature of their economic terms.

|  |  |                    |
|--|--|--------------------|
| Total notional amount  | \$   | 200,000,000        |
| Fixed rates  | 6.49% (1.99%<br>effective swap base<br>rate plus 4.5%<br>spread per credit<br>agreement) |                    |
| Floor rate   |  | 1.25%              |
| Effective date   |  | November 9, 2010   |
| Termination date   |  | September 17, 2015 |
| Liability balance at September 30, 2013<br>(included in other liabilities) | \$   |                    |
| Liability balance at December 31, 2012<br>(included in other liabilities)  | \$   | (3,773,332)        |

The derivative positions were valued using models developed by the respective counterparty that used as their basis readily observable market parameters (such as forward yield curves) and were classified within Level 2 of the valuation hierarchy. The Company considered its own credit risk as well as the credit risk of its counterparties when evaluating the fair value of its derivatives.

**12. Commitments and Contingencies**

During 2011, the Company entered into a contractual arrangement with an operator in one of its facilities to reimburse any liabilities, obligations or claims of any kind or nature resulting from the actions of the former operator in such facility, Brighten Health Care Group. The Company is obligated to reimburse the fees to the operator if and when the operator incurs such expenses associated with certain Indemnified Events, as defined therein. The total possible obligation for these fees is estimated to be \$2.3 million, of which approximately \$1.9 million has been paid to date. The remaining \$0.4 million was accrued as a component of other liabilities in the consolidated balance sheets.

The Company is involved in various unresolved legal actions and proceedings, which arise in the normal course of our business. Although the outcome of a particular proceeding can never be predicted, the Company does not believe that the result of any of these other matters will have a material adverse effect on its business, operating results, or financial position.

### **13. Concentration of Credit Risk**

As of September 30, 2013, the Company's real estate investments included 263 healthcare facilities, located in 29 states and operated by 36 third party operators. At September 30, 2013, approximately 55.7% (measured as a percentage of total assets) were leased by five private operators: Saber Health Group (17.2%), Daybreak Healthcare (14.5%), EmpRes Healthcare (9.1%), Maplewood Senior Living (8.1%), and Sun Mar Healthcare (6.8%). No other operator represents more than 5.5% of total assets. The five states in which the Company had its highest concentration of total assets were Texas (17.3%), California (14.9%), Ohio (9.4%), Connecticut (8.1%) and Pennsylvania (6.8%) at September 30, 2013.

For the nine months ended September 30, 2013, the Company's rental income from operations totaled approximately \$99.2 million of which approximately \$16.3 million was from Daybreak Healthcare (16.4%), \$14.9 million was from Saber Health Group (15.0%), \$9.2 million was from EmpRes Healthcare (9.3%), \$8.1 million was from Preferred Care (8.2%), and \$7.2 million was from SunMar Healthcare (7.3%). No other operator generated more than 7.2% of the Company's rental income from operations for the nine months ended September 30, 2013.

**Table of Contents****14. Discontinued Operations**

ASC 205-20 requires that the operations and associated gains and/or losses from the sale or planned disposition of components of an entity, as defined, be reclassified and presented as discontinued operations in the Company's consolidated financial statements for all periods presented. In April 2012, the Company sold three properties in Arkansas and one property in Massachusetts to unrelated third parties. Below is a summary of the components of the discontinued operations for the respective periods:

|  | <b>Three Months Ended</b> |             | <b>Nine Months Ended</b> |              |
|--|---------------------------|-------------|--------------------------|--------------|
|  | <b>September 30,</b>      |             | <b>September 30,</b>     |              |
|  | <b>2013</b>               | <b>2012</b> | <b>2013</b>              | <b>2012</b>  |
| Total revenues   | \$                        | \$          | \$                       | \$ 269,932   |
| Expenses:  |                           |             |                          |              |
| Interest expense   |                           |             |                          | (27,104)     |
| Amortization of deferred financing costs                       |                           |             |                          | (1,958)      |
| Gain on sale of assets, net                                    |                           |             |                          | 4,425,246    |
| Loss on extinguishment of debt                                 |                           |             |                          | (13,264)     |
| Other  |                           |             |                          | (66,160)     |
| Total gains (expenses)   |                           |             |                          | 4,316,760    |
| Discontinued operations  |                           |             |                          | 4,586,692    |
| Discontinued operations allocation to noncontrolling interests |                           |             |                          | 1,791,492    |
| Discontinued operations allocation to controlling interests    | \$                        | \$          | \$                       | \$ 2,795,200 |

**Table of Contents****15. Earnings Per Common Share**

The following table shows the amounts used in computing basic and diluted earnings per common share.

|   | <b>For the Three Months<br/>Ended<br/>September 30,</b> |              | <b>For the Nine Months Ended<br/>September 30,</b> |              |
|---|---|--------------|--|--------------|
|   | <b>2013</b>   | <b>2012</b>  | <b>2013</b>  | <b>2012</b>  |
| <b>Numerator for earnings per share - basic:</b>  |   |              |  |              |
| Income from continuing operations   | \$ 10,066,927   | \$ 1,767,446 | \$ 12,031,159                                      | \$ 6,809,656 |
| Income from continuing operations allocable to noncontrolling interests                             | (2,446,263)   | (637,162)    | (3,236,382)  | (2,659,747)  |
| Income from continuing operations allocable to common stockholders, net of noncontrolling interests | 7,620,664   | 1,130,284    | 8,794,777  | 4,149,909    |
| Discontinued operations, net of noncontrolling interests  |   |              |  | 2,795,200    |
| Numerator for earnings per share - basic  | \$ 7,620,664  | \$ 1,130,284 | \$ 8,794,777                                       | \$ 6,945,109 |
| <b>Numerator for earnings per share - diluted:</b>  |   |              |  |              |
| Numerator for earnings per share - basic  | \$ 7,620,664  | \$ 1,130,284 | \$ 8,794,777                                       | \$ 4,149,909 |
| Income from continuing operations allocable to noncontrolling interests - OP Units                  | 2,446,263   |              | 2,228,717  |              |
| Subtotal  | 10,066,927  | 1,130,284    | 11,023,494   | 4,149,909    |
| Discontinued operations, net of noncontrolling interests  |   |              |  | 2,795,200    |
| Numerator for earnings per share - diluted  | \$ 10,066,927   | \$ 1,130,284 | \$ 11,023,494                                      | \$ 6,945,109 |
| <b>Denominator for earnings per share - basic and diluted:</b>                                      |   |              |  |              |
| Denominator for earnings per share - basic  | 37,271,714  | 21,178,250   | 32,408,843   | 19,453,438   |
| <b>Effect of dilutive securities:</b>   |   |              |  |              |
| Noncontrolling interests - OP Units   | 11,938,420  |              | 8,221,330  |              |
| Stock options   | 1,599,329   | 129,151      | 1,454,759  | 129,151      |
| Restricted stock units  | 29,093  |              | 16,169   |              |



|  |            |            |            |            |
|--|------------|------------|------------|------------|
| Denominator for earnings per share - diluted | 50,838,556 | 21,307,401 | 42,101,101 | 19,582,589 |
|--|------------|------------|------------|------------|

**Basic earnings per share**

|  |         |         |         |         |
|--|---------|---------|---------|---------|
| Income from continuing operations allocable to common stockholders | \$ 0.20 | \$ 0.05 | \$ 0.27 | \$ 0.21 |
| Discontinued operations, net of noncontrolling interests           |         |         |         | 0.14    |

|   |         |         |         |         |
|---|---------|---------|---------|---------|
| Net income allocable to common stockholders | \$ 0.20 | \$ 0.05 | \$ 0.27 | \$ 0.35 |
|---|---------|---------|---------|---------|

**Diluted earnings per share**

|  |         |         |         |         |
|--|---------|---------|---------|---------|
| Income from continuing operations allocable to common stockholders | \$ 0.20 | \$ 0.05 | \$ 0.26 | \$ 0.21 |
| Discontinued operations, net of noncontrolling interests           |         |         |         | 0.14    |

|   |         |         |         |         |
|---|---------|---------|---------|---------|
| Net income allocable to common stockholders | \$ 0.20 | \$ 0.05 | \$ 0.26 | \$ 0.35 |
|---|---------|---------|---------|---------|

**Table of Contents****16. Subsequent Events**

On October 1, 2013, the Company sold a property in Michigan for a sale price of \$2.5 million in cash.

On October 1, 2013, the Company acquired three properties in Ohio and one property in Indiana from an unrelated third party for a purchase price of \$35.9 million.

On October 4, 2013, the Company acquired three properties in Florida from an unrelated third party for a purchase price of \$13.0 million.

On November 1, 2013, the Company acquired four properties in Ohio for a purchase price of \$41.0 million and one property in Arkansas for a purchase price of \$1.2 million from unrelated third parties.

The following table illustrates the effect on total revenues and net income as if the Company had consummated the above two acquisitions, as well as those noted in Footnote 3, as of January 1, 2012 (unaudited):

|                | <b>For the Three Months<br/>Ended</b> |               | <b>For the Nine Months Ended</b> |                |
|----------------|---------------------------------------|---------------|----------------------------------|----------------|
|                | <b>September 30,</b>                  |               | <b>September 30,</b>             |                |
|                | <b>2013</b>                           | <b>2012</b>   | <b>2013</b>                      | <b>2012</b>    |
| Total revenues | \$ 35,784,261                         | \$ 35,991,092 | \$ 112,602,501                   | \$ 105,508,122 |
| Net income     | 12,674,449                            | 4,591,617     | 20,138,791                       | 19,881,997     |

On October 16, 2013, the Company, through its majority-owned subsidiaries Aviv Healthcare Properties Limited Partnership and Aviv Healthcare Capital Corporation (the Issuers), completed the offering of \$250 million aggregate principal amount of the Issuers' 6% Senior Notes due 2021. The Issuers received net proceeds from the offering of approximately \$244.4 million, after deducting discounts, commissions and estimated expenses. On October 17, 2013, the Company used approximately \$135.0 million of the net proceeds from the offering to repay all outstanding indebtedness under the Revolving Credit Facility. \$42.2 million of the proceeds were used for acquisitions and the remaining proceeds of approximately \$67.2 million will be used for general corporate purposes, including the potential acquisition of additional properties.

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## Aviv Healthcare Properties Limited Partnership and Subsidiaries

## Consolidated Balance Sheets

(unaudited)

|                                       | September 30,<br>2013 | December 31,<br>2012 |
|---------------------------------------|-----------------------|----------------------|
| <b>Assets</b>                         |                       |                      |
| Real estate investments               |                       |                      |
| Land                                  | \$ 126,164,813        | \$ 119,224,819       |
| Buildings and improvements            | 1,003,196,438         | 968,074,506          |
| Construction in progress              | 16,984,072            | 4,483,684            |
| Assets under direct financing leases  | 11,143,290            | 11,049,120           |
|                                       | 1,157,488,613         | 1,102,832,129        |
| Less accumulated depreciation         | (140,837,563)         | (119,371,113)        |
| Net real estate investments           | 1,016,651,050         | 983,461,016          |
| Cash and cash equivalents             | 11,986,129            | 15,534,373           |
| Straight-line rent receivable, net    | 39,099,641            | 36,101,861           |
| Tenant receivables, net               | 5,567,256             | 3,483,534            |
| Deferred finance costs, net           | 12,264,331            | 14,651,265           |
| Secured loan receivables, net         | 31,216,884            | 32,638,780           |
| Other assets                          | 9,474,485             | 11,315,865           |
| Total assets                          | \$ 1,126,259,776      | \$ 1,097,186,694     |
| <b>Liabilities and equity</b>         |                       |                      |
| Secured notes payable and other debt  | \$ 511,573,921        | \$ 705,153,415       |
| Accounts payable and accrued expenses | 12,165,861            | 24,207,814           |
| Tenant security and escrow deposits   | 19,258,814            | 18,278,172           |
| Other liabilities                     | 8,893,277             | 29,045,796           |
| Total liabilities                     | 551,891,873           | 776,685,197          |
| Equity:                               |                       |                      |
| Partners equity                       | 574,367,903           | 324,274,829          |
| Accumulated other comprehensive loss  |                       | (3,773,332)          |
| Total equity                          | 574,367,903           | 320,501,497          |
| Total liabilities and equity          | \$ 1,126,259,776      | \$ 1,097,186,694     |

*See accompanying notes to the financial statements.*



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## Aviv Healthcare Properties Limited Partnership and Subsidiaries

## Consolidated Statements of Operations and Comprehensive Income

(unaudited)

|   | Three Months Ended September 30, 2013 |                     | Nine Months Ended September 30, 2012 |                      |
|---|---------------------------------------|---------------------|--------------------------------------|----------------------|
|   | 2013                                  | 2012                | 2013                                 | 2012                 |
| <b>Revenues</b>   |                                       |                     |                                      |                      |
| Rental income   | \$ 31,692,655                         | \$ 30,354,273       | \$ 99,206,301                        | \$ 89,683,858        |
| Interest on secured loans and financing lease                 | 1,131,228                             | 860,328             | 3,272,341                            | 3,543,642            |
| Interest and other income                                     | 49,114                                | 1,058,580           | 128,027                              | 1,126,890            |
| <b>Total revenues</b>   | <b>32,872,997</b>                     | <b>32,273,181</b>   | <b>102,606,669</b>                   | <b>94,354,390</b>    |
| <b>Expenses</b>   |                                       |                     |                                      |                      |
| Interest expense  | 9,387,086                             | 12,905,768          | 32,115,139                           | 37,693,597           |
| Depreciation and amortization                                 | 8,301,870                             | 6,894,012           | 24,399,334                           | 19,671,033           |
| General and administrative                                    | 4,040,535                             | 3,947,939           | 21,472,935                           | 11,406,114           |
| Transaction costs   | 1,036,461                             | 1,286,425           | 1,583,184                            | 3,507,057            |
| Loss on impairment of assets                                  |                                       | 1,766,873           |                                      | 6,145,731            |
| Reserve for uncollectible secured loans and other receivables | 26,740                                | 3,604,630           | 56,521                               | 8,820,937            |
| Loss (gain) on sale of assets, net                            | 13,378                                |                     | (25,799)                             |                      |
| Loss on extinguishment of debt                                |                                       |                     | 10,974,196                           |                      |
| Other expenses  |                                       | 100,088             |                                      | 300,265              |
| <b>Total expenses</b>   | <b>22,806,070</b>                     | <b>30,505,735</b>   | <b>90,575,510</b>                    | <b>87,544,734</b>    |
| <b>Income from continuing operations</b>                      | <b>10,066,927</b>                     | <b>1,767,446</b>    | <b>12,031,159</b>                    | <b>6,809,656</b>     |
| Discontinued operations                                       |                                       |                     |                                      | 4,586,692            |
| <b>Net income allocable to units</b>                          | <b>\$ 10,066,927</b>                  | <b>\$ 1,767,446</b> | <b>\$ 12,031,159</b>                 | <b>\$ 11,396,348</b> |
| Net income allocable to units                                 | \$ 10,066,927                         | \$ 1,767,446        | \$ 12,031,159                        | \$ 11,396,348        |
| Unrealized loss on derivative instruments                     |                                       | (39,482)            |                                      | (820,974)            |
| <b>Total comprehensive income allocable to units</b>          | <b>\$ 10,066,927</b>                  | <b>\$ 1,727,964</b> | <b>\$ 12,031,159</b>                 | <b>\$ 10,575,374</b> |
| <b>Earnings per unit:</b>                                     |                                       |                     |                                      |                      |
| Basic:  |                                       |                     |                                      |                      |
| Income from continuing operations allocable to units          | \$ 0.20                               | \$ 0.05             | \$ 0.27                              | \$ 0.21              |
| Discontinued operations                                       |                                       |                     |                                      | 0.14                 |
| <b>Net income allocable to units</b>                          | <b>\$ 0.20</b>                        | <b>\$ 0.05</b>      | <b>\$ 0.27</b>                       | <b>\$ 0.35</b>       |

## Diluted:

|  |    |      |    |      |    |      |    |      |
|--|----|------|----|------|----|------|----|------|
| Income from continuing operations allocable to units | \$ | 0.20 | \$ | 0.05 | \$ | 0.26 | \$ | 0.21 |
| Discontinued operations                              |    |      |    |      |    |      |    | 0.14 |
| Net income allocable to units                        | \$ | 0.20 | \$ | 0.05 | \$ | 0.26 | \$ | 0.35 |

**Weighted average units used in computing earnings per unit:**

|                                 |            |            |            |            |    |       |    |      |
|---------------------------------|------------|------------|------------|------------|----|-------|----|------|
| Basic                           | 49,210,134 | 21,178,250 | 40,630,173 | 19,453,438 |    |       |    |      |
| Diluted                         | 50,838,556 | 21,307,401 | 42,101,101 | 19,582,589 |    |       |    |      |
| Distributions declared per unit | \$         | 0.36       | \$         | 0.33       | \$ | 0.744 | \$ | 1.03 |

*See accompanying notes to the consolidated financial statements.*

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## Aviv Healthcare Properties Limited Partnership and Subsidiaries

## Consolidated Statement of Changes in Equity

Nine Months Ended September 30, 2013 (unaudited)

|  | <b>Partners<br/>Equity</b> | <b>Accumulated Other<br/>Comprehensive<br/>Income (Loss)</b> | <b>Total<br/>Equity</b> |
|--|----------------------------|--|-------------------------|
| Balance at January 1, 2013   | \$ 324,274,829             | \$ (3,773,332)   | \$ 320,501,497          |
| Non-cash stock-based compensation  | 10,929,569                 |  | 10,929,569              |
| Shares issued for settlement of board of directors and management vested stock units | 8,342,232                  |  | 8,342,232               |
| Distributions to partners  | (59,249,236)               |  | (59,249,236)            |
| Capital contributions  | 64,000                     |  | 64,000                  |
| Initial public offering proceeds   | 303,354,720                |  | 303,354,720             |
| Cost of raising capital  | (25,379,370)               |  | (25,379,370)            |
| Retirement of derivative instruments   |                            | 3,773,332  | 3,773,332               |
| Net income   | 12,031,159                 |  | 12,031,159              |
| Balance at September 30, 2013  | \$ 574,367,903             | \$   | \$ 574,367,903          |

*See accompanying notes to the consolidated financial statements.*

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## Aviv Healthcare Properties Limited Partnership and Subsidiaries

## Consolidated Statements of Cash Flows

(unaudited)

|   | <b>Nine Months Ended<br/>September 30,</b>                              |               |
|---|---|---------------|
|   | <b>2013</b>   | <b>2012</b>   |
| <b>Operating activities</b>   |   |               |
| Net income  | \$ 12,031,159   | \$ 11,396,348 |
| Adjustments to reconcile net income to net cash provided by operating activities: |   |               |
| Depreciation and amortization   | 24,399,334  | 19,705,142    |
| Amortization of deferred financing costs  | 2,516,150   | 2,626,446     |
| Accretion of debt premium   | (376,918)   | (292,423)     |
| Straight-line rental income, net  | (2,997,780)   | (5,922,684)   |
| Rental income from intangible amortization, net                                   | (1,096,816)   | (1,149,423)   |
| Non-cash stock-based compensation   | 10,929,569  | 1,229,957     |
| Gain on sale of assets, net   | (25,799)  | (4,425,246)   |
| Non-cash loss on extinguishment of debt   | 5,160,614   | 13,264        |
| Loss on impairment of assets  |   | 6,145,731     |
| Reserve for uncollectible loans and other receivables                             | 56,521  | 8,820,937     |
| Accretion of earn-out provision for previously acquired real estate investments   |   | 300,265       |
| Changes in assets and liabilities:  |   |               |
| Tenant receivables  | (3,785,413)   | (5,424,432)   |
| Other assets  | 1,058,131   | (3,560,710)   |
| Accounts payable and accrued expenses   | (9,468,421)   | (4,676,099)   |
| Tenant security deposits and other liabilities                                    | 3,695,788   | (1,277,789)   |
| Net cash provided by operating activities   | 42,096,119  | 23,509,284    |
| <b>Investing activities</b>   |   |               |
| Purchase of real estate investments   | (40,476,000)  | (133,998,037) |
| Proceeds from sales of real estate investments                                    | 4,842,219   | 30,542,644    |
| Capital improvements  | (9,908,987)   | (10,458,200)  |
| Development projects  | (11,979,968)  | (21,238,457)  |
| Secured loan receivables received from others                                     | 3,221,706   | 14,797,338    |
| Secured loan receivables funded to others   | (2,707,383)   | (17,146,086)  |
| Net cash used in investing activities   | (57,008,413)  | (137,500,798) |
|   | <i>See accompanying notes to the consolidated financial statements.</i> |               |



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## Aviv Healthcare Properties Limited Partnership and Subsidiaries

## Consolidated Statements of Cash Flows (continued)

(unaudited)

|  | <b>Nine Months Ended<br/>September 30,</b> |                     |
|--|--|---------------------|
|  | <b>2013</b>                                | <b>2012</b>         |
| <b>Financing activities</b>                        |  |                     |
| Borrowings of debt                                 | \$ 160,000,000                             | \$ 224,761,094      |
| Repayment of debt                                  | (353,202,576)                              | (172,211,473)       |
| Payment of financing costs                         | (5,289,831)                                | (5,143,395)         |
| Payment for swap termination                       | (3,606,000)                                |                     |
| Capital contributions                              | 425,175                                    | 109,000,000         |
| Deferred contribution                              |  | (35,000,000)        |
| Initial public offering proceeds                   | 303,600,000                                |                     |
| Cost of raising capital                            | (25,379,370)                               |                     |
| Cash distributions to partners                     | (65,183,348)                               | (33,755,298)        |
| <b>Net cash provided by financing activities</b>   | <b>11,364,050</b>                          | <b>87,650,928</b>   |
| <b>Net decrease in cash and cash equivalents</b>   | <b>(3,548,244)</b>                         | <b>(26,340,586)</b> |
| <b>Cash and cash equivalents:</b>                  |  |                     |
| Beginning of period                                | 15,534,373                                 | 39,203,727          |
| End of period                                      | \$ 11,986,129                              | \$ 12,863,141       |
| <b>Supplemental cash flow information</b>          |  |                     |
| Cash paid for interest                             | \$ 39,644,968                              | \$ 41,967,088       |
| <b>Supplemental disclosure of noncash activity</b> |  |                     |
| Accrued distributions payable to partners          | \$   | \$ 14,150,846       |
| Write-off of straight-line rent receivable, net    | \$ 2,887,207                               | \$ 567,745          |
| Write-off of in-place lease intangibles, net       | \$   | \$ 48,554           |
| Write-off of deferred financing costs, net         | \$ 5,160,614                               | \$ 13,264           |
| Assumed debt                                       | \$   | \$ 11,459,794       |

*See accompanying notes to the consolidated financial statements.*

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**Table of Contents****AVIV HEALTHCARE PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES****Notes to Consolidated Financial Statements (unaudited)****1. Description of Operations and Formation**

Aviv Healthcare Properties Limited Partnership, a Delaware limited partnership, and Subsidiaries (the Partnership) directly or indirectly owned or leased 263 properties, principally skilled nursing facilities, across the United States at September 30, 2013. The Partnership generates the majority of its revenues by entering into long-term triple-net leases with local, regional, and national operators. All operating and maintenance costs and related real estate taxes of the buildings are the responsibility of the operators. Substantially all depreciation expense reflected in the consolidated statements of operations and comprehensive income relates to the ownership of real estate properties. The Partnership manages its business as a single business segment as defined in Accounting Standards Codification (ASC) 280, *Segment Reporting*.

The Partnership is the general partner of Aviv Healthcare Properties Operating Partnership I, L.P. (the Operating Partnership), a Delaware limited partnership, and the sole member of Aviv OP Limited Partner, L.L.C., a Delaware limited liability company (the sole limited partner of the Operating Partnership), the sole member of Aviv Asset Management, L.L.C., a Delaware limited liability company, and the sole stockholder of Aviv Healthcare Capital Corporation, a Delaware corporation. The Operating Partnership has five wholly owned subsidiaries: Aviv Financing I, L.L.C. (Aviv Financing I), a Delaware limited liability company; Aviv Financing II, L.L.C. (Aviv Financing II), a Delaware limited liability company; Aviv Financing III, L.L.C. (Aviv Financing III), a Delaware limited liability company; Aviv Financing IV, L.L.C. (Aviv Financing IV), a Delaware limited liability company; and Aviv Financing V, L.L.C. (Aviv Financing V), a Delaware limited liability company.

On July 31, 2010, the predecessor to the Partnership entered into an agreement (the Merger Agreement), by and among Aviv REIT, Inc. (the REIT), a Maryland corporation, Aviv Healthcare Merger Sub LP (Merger Sub), a Delaware limited partnership of which the REIT is the general partner, Aviv Healthcare Merger Sub Partner LLC, a Delaware limited liability company and a wholly owned subsidiary of the REIT, and the Partnership. On September 17, 2010, pursuant to the terms of the Merger Agreement, the predecessor to the Partnership merged (the Merger) with and into Merger Sub, with Merger Sub continuing as the surviving entity with the identical name (the Surviving Partnership). Following the Merger, the REIT remains as the sole general partner of the Surviving Partnership and the Surviving Partnership, as the successor to the predecessor to the Partnership, became the general partner of the Operating Partnership.

All of the business, assets and operations are held by the Operating Partnership and its subsidiaries. The REIT's equity interest in the Surviving Partnership is linked to future investments in the REIT, such that future equity issuances by the REIT (pursuant to the Surviving Partnership's partnership agreement) will result in a corresponding increase in the REIT's equity interest in the Surviving Partnership. The REIT is authorized to issue 300 million shares of common stock (par value \$0.01) and 25 million shares of preferred stock (par value \$0.01). As a result of the common control of the REIT (which was newly formed) and the predecessor to the Partnership, the Merger, for accounting purposes, did not result in any adjustment to the historical carrying value of the assets or liabilities of the Partnership. The REIT contributed the net proceeds of its capital raise to the Partnership in exchange for Class G Units in the Partnership. Periods prior to September 17, 2010 represent the results of operations and financial condition of the Partnership, as predecessor to the Company. Subsequent to September 17, 2010, and throughout 2011 and 2012, approximately 8.5 million additional shares of common stock were issued by the REIT in connection with \$159 million equity contributions by one of the REIT's stockholders.

On March 26, 2013, the REIT completed an initial public offering (IPO) of its common stock pursuant to a registration statement filed with the SEC, which became effective on March 20, 2013. The REIT received net proceeds after underwriting discounts and commissions, of \$282.3 million, exclusive of other costs of raising capital in consideration for the issuance and sale of approximately 15.2 million shares of common stock (which included approximately 2.0 million shares sold to the underwriters upon exercise of their option to purchase additional shares to cover over-allotments) at a price to the public of \$20.00 per share. In connection with the IPO, the Partnership's Class A, B, C, D, F and G Units were converted into a single class of limited partnership units, which are referred to as OP Units.

Immediately prior to the completion of the IPO, there were outstanding approximately 21.7 million shares of common stock of the REIT; limited partnership units of the Partnership which at the IPO were converted into approximately 11.9 million OP Units, and 125 shares of preferred stock of the REIT. On April 15, 2013, the 125 shares of preferred stock outstanding were redeemed. At September 30, 2013, there were approximately 37.3 million shares of common stock outstanding and 11.9 million OP Units outstanding which are redeemable for cash, or at the REIT's option, for shares of common stock. The operating results of the Partnership are allocated based upon the REIT's and the limited partners' respective economic interests therein. The REIT's ownership of the Partnership was 75.7% as of September 30, 2013, after giving effect to the IPO. The REIT's weighted average economic ownership of the Partnership for the three and nine months ended September 30, 2013 and 2012 was 75.7%, 73.1%, 63.95% and 61.85%, respectively.

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**Table of Contents****2. Summary of Significant Accounting Policies****Estimates**

The preparation of the financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Principles of Consolidation**

The accompanying consolidated financial statements include the accounts of the Partnership, the Surviving Partnership, the Operating Partnership, and all controlled subsidiaries. The Partnership considers itself to control an entity if it is the majority owner of and has voting control over such entity or the power to control a variable interest entity. The portion of the net income or loss attributed to third parties is reported as net income allocable to noncontrolling interests on the consolidated statements of operations and comprehensive income, and such parties portion of the net equity in such subsidiaries is reported on the consolidated balance sheets as noncontrolling interests. All significant intercompany balances and transactions have been eliminated in consolidation.

**Quarterly Reporting**

The accompanying unaudited financial statements and notes of the Partnership as of September 30, 2013 and for the three and nine months ended September 30, 2013 and 2012 have been prepared in accordance with GAAP for interim financial information. Accordingly, certain information and footnote disclosures normally included in financial statements prepared under GAAP have been condensed or omitted pursuant to GAAP quarterly reporting rules. In the opinion of management, all adjustments considered necessary for a fair presentation of the Partnership's balance sheets, statements of operations and comprehensive income, statement of changes in equity, and statements of cash flows have been included and are of a normal and recurring nature. These consolidated financial statements should be read in conjunction with the consolidated financial statements and notes for the Partnership for the years ended December 31, 2012, 2011, and 2010. The consolidated statements of operations and comprehensive income and cash flows for the periods ended September 30, 2013 and 2012 are not necessarily indicative of full year results.

The balance sheet at December 31, 2012 has been derived from the audited financial statements at that date, but does not include all of the information and footnotes required by GAAP for complete financial statements. For further information, including definitions of capitalized terms not defined herein, refer to the consolidated financial statements and footnotes thereto included in the Partnership's Annual Report on Form 10-K for the year ended December 31, 2012, as filed with the Securities and Exchange Commission.

**Real Estate Investments**

The Partnership periodically assesses the carrying value of real estate investments and related intangible assets in accordance with ASC 360, *Property, Plant, and Equipment* (ASC 360), to determine if facts and circumstances exist that would suggest that assets might be impaired or that the useful lives should be modified. In the event estimated undiscounted cash flows indicate the carrying amount of the real estate investments will not be recovered in part or in whole, a provision will be recorded to reduce the carrying basis of the real estate investments and related intangibles to their estimated fair value. The estimated fair value of the Partnership's real estate investments is determined by using customary industry standard methods that include discounted cash flow and/or direct capitalization analysis (Level 3) or estimated cash proceeds received upon the anticipated disposition of the asset from market comparables

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(Level 2). As part of the impairment evaluation for the three and nine months ended September 30, 2013, no impairments were recorded. As part of the impairment evaluation for the three and nine months ended September 30, 2012, the following impairments were recorded to reflect the estimated fair value (Level 2):

| Three Months Ended September 30, 2012 |              |
|---------------------------------------|--------------|
| Youngstown, AZ                        | \$ 1,076,704 |
| Bremerton, WA                         | 150,169      |
| Zion, IL                              | 540,000      |
|                                       | \$ 1,766,873 |
| Nine Months Ended September 30, 2012  |              |
| Youngstown, AZ                        | \$ 1,634,700 |
| Fall River, MA                        | 141,204      |
| West Chester, OH                      | 3,129,658    |
| Cincinnati, OH                        | 90,000       |
| Zion, IL                              | 1,000,000    |
| Bremerton, WA                         | 150,169      |
|                                       | \$ 6,145,731 |

**Table of Contents****Revenue Recognition**

Rental income is recognized on a straight-line basis over the term of the lease when collectability is reasonably assured. Differences between rental income earned and amounts due under the lease are charged or credited, as applicable, to straight-line rent receivable, net. Income recognized from this policy is titled straight-line rental income. Additional rents from expense reimbursements for insurance, real estate taxes and certain other expenses are recognized in the period in which the related expenses are incurred and the net impact is reflected as rental income on the consolidated statements of operations and comprehensive income.

Below is a summary of the components of rental income for the respective periods:

|  | <b>Three Months Ended</b>     |                               | <b>Nine Months Ended</b>      |                               |
|--|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
|  | <b>September 30,<br/>2013</b> | <b>September 30,<br/>2012</b> | <b>September 30,<br/>2013</b> | <b>September 30,<br/>2012</b> |
| Cash rental income, net                    | \$ 32,554,063                 | \$ 28,139,917                 | \$ 95,111,705                 | \$ 82,611,751                 |
| Straight-line rental income                | (1,226,519)                   | 1,802,440                     | 2,997,780                     | 5,922,684                     |
| Rental income from intangible amortization | 365,111                       | 411,916                       | 1,096,816                     | 1,149,423                     |
| Total rental income                        | \$ 31,692,655                 | \$ 30,354,273                 | \$ 99,206,301                 | \$ 89,683,858                 |

During the three and nine months ended September 30, 2013 and 2012, straight-line rental income includes a write-off of straight-line rent receivable of \$2.9 million, \$2.9 million, \$0 and \$0.6 million, respectively, due to the early termination of leases and replacement of operators.

The Partnership's reserve for uncollectible operator receivables is included as a component of reserve for uncollectible secured loans and other receivables in the consolidated statements of operations and comprehensive income. The amount incurred during the three and nine months ended September 30, 2013 and 2012 was \$0 million, \$0.1 million, \$0.7 million and \$2.5 million, respectively.

**Lease Accounting**

The Partnership, as lessor, makes a determination with respect to each of its leases whether they should be accounted for as operating leases or direct financing leases. The classification criteria is based on estimates regarding the fair value of the leased facilities, minimum lease payments, effective cost of funds, the economic life of the facilities, the existence of a bargain purchase option, and certain other terms in the lease agreements. Payments received under the financing lease are bifurcated between interest income and principal amortization to achieve a consistent yield over the stated lease term using the interest method. Assets subject to operating leases are reported as real estate investments in the consolidated balance sheets. For facilities leased as direct financing arrangements, an asset equal to the Partnership's net initial investment is established on the balance sheet titled assets under direct financing leases. Principal amortization (accretion) is reflected as an adjustment to the asset subject to a financing lease. Such accretion was \$30,353, \$94,171, \$32,264 and \$99,606 for the three and nine months ended September 30, 2013 and 2012, respectively.

All of the Partnership's leases contain fixed or formula-based rent escalators. To the extent that the escalator increases are tied to a fixed index or rate, lease payments are accounted for on a straight-line basis over the life of the lease for operating leases.

### **Secured Loan Receivables**

Secured loan receivables consist of capital improvement loans and secured loans to operators. Capital improvement loans represent the financing provided by the Partnership to the operator to acquire furniture, fixtures, and equipment while the operator is operating the facility. Secured loans to operators represent financing provided by the Partnership to operators for working capital needs. Secured loan receivables are carried at their principal amount outstanding. Management periodically evaluates outstanding loans and notes receivable for collectability on a loan-by-loan basis. When management identifies potential loan impairment indicators, such as nonpayment under the loan documents, impairment of the underlying collateral, financial difficulty of the operator, or other circumstances that may impair full execution of the loan documents, and management believes it is probable that all amounts will not be collected under the contractual terms of the loan, the loan is written down to the present value of the expected future cash flows. Loan impairment is monitored via a quantitative and qualitative analysis including credit quality indicators and it is reasonably possible that a change in estimate could occur in the near term. No other circumstances exist that would suggest that additional reserves are necessary at the balance sheet dates other than as disclosed in Footnote 4.

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**Stock-Based Compensation**

The Partnership follows ASC 718, *Stock Compensation* (ASC 718), which requires all stock-based payments to employees, including grants of employee stock options, to be recognized in the consolidated statements of operations and comprehensive income based on their grant date fair values. The non-cash stock-based compensation expense incurred by the Partnership through September 30, 2013 is summarized in Footnote 9.

**Fair Value of Financial Instruments**

ASC 820, *Fair Value Measurements and Disclosures* (ASC 820), establishes a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The three levels are defined as follows:

Level 1 Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets

Level 2 Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement

The Partnership's interest rate swaps are valued using models developed by the respective counterparty that use as their basis readily observable market parameters and are classified within Level 2 of the valuation hierarchy.

Cash and cash equivalents and derivative financial instruments are reflected in the accompanying consolidated balance sheets at amounts considered by management to reasonably approximate fair value. Management estimates the fair value of its long-term debt using a discounted cash flow analysis based upon the Partnership's current borrowing rate for debt with similar maturities and collateral securing the indebtedness. The Partnership had outstanding senior notes payable and other debt obligations with a carrying value of approximately \$511.6 million and \$705.2 million as of September 30, 2013 and December 31, 2012, respectively. The fair value of this debt was \$537.4 million and \$720.8 million as of September 30, 2013 and December 31, 2012, respectively, based upon interest rates available to the Partnership on similar borrowings (Level 3). Management estimates the fair value of its secured loan receivables using a discounted cash flow analysis based upon the Partnership's current interest rates for secured loan receivables with similar maturities and collateral securing the indebtedness. The Partnership had outstanding secured loan receivables with a carrying value of \$31.2 million and \$32.6 million as of September 30, 2013 and December 31, 2012, respectively. The fair values of secured loan receivables as of September 30, 2013 and as of December 31, 2012 approximate their carrying values based upon interest rates available to the Partnership on similar borrowings.

**Derivative Instruments**

In the normal course of business, a variety of financial instruments are used to manage or hedge interest rate risk. The Partnership has implemented ASC 815, *Derivatives and Hedging* (ASC 815), which establishes accounting and



reporting standards requiring that all derivatives, including certain derivative instruments embedded in other contracts, be recorded as either an asset or liability measured at their fair value unless they qualify for a normal purchase or normal sales exception. When specific hedge accounting criteria are not met, ASC 815 requires that changes in a derivative's fair value be recognized currently in earnings. Changes in the fair market values of the Partnership's derivative instruments are recorded in the consolidated statements of operations and comprehensive income if the derivative does not qualify for or the Partnership does not elect to apply hedge accounting. If the derivative is deemed to be eligible for hedge accounting, such changes are reported in accumulated other comprehensive income within the consolidated statement of changes in equity, exclusive of ineffectiveness amounts, which are recognized as adjustments to net income. All of the changes in the fair market values of our derivative instruments are recorded in the consolidated statements of operations and comprehensive income for our interest rate swaps that were terminated in September 2010. In November 2010, the Company entered into two interest rate swaps (which were settled at the IPO) and accounts for changes in fair value of such hedges through accumulated other comprehensive (loss) income in equity in its financial statements via hedge accounting. Derivative contracts are not entered into for trading or speculative purposes. Furthermore, the Partnership has a policy of only entering into contracts with major financial institutions based upon their credit rating and other factors. Under certain circumstances, the Partnership may be required to replace a counterparty in the event that the counterparty does not maintain a specified credit rating.

### **Income Taxes**

As a limited partnership, the consolidated operating results are included in the income tax returns of the individual partners. Accordingly, the Partnership does not provide for federal income taxes. State income taxes were not significant in any of the periods presented. No uncertain income tax positions exist as of September 30, 2013 and December 31, 2012.

**Table of Contents****Business Combinations**

The Partnership applies ASC 805, *Business Combinations* (ASC 805), in determining how to account for and identify business combinations by allocating fair value to tangible and identified intangible assets acquired and liabilities assumed using market comparables and operating results (Level 3). Acquisition related costs are expensed as incurred.

**Discontinued Operations**

In accordance with ASC 205-20, *Presentation of Financial Statements - Discontinued Operations* (ASC 205-20), the results of operations to the actual or planned disposition of real estate investments for operating assets are reflected in the consolidated statements of operations and comprehensive income as discontinued operations for all periods presented.

**March 8, 2013 Increase in Authorized Shares and Stock Split**

On March 7, 2013, the Board of Directors and stockholders of the REIT approved an increase in the number of authorized REIT shares to 300,000,000 shares of common stock and a 60.37-for-one split of issued and outstanding common stock. The increase in the authorized shares and the stock split became effective on March 8, 2013 when the REIT's charter was amended for such increase in the number of authorized REIT shares and the stock split. The common share and per common share amounts in these consolidated financial statements and notes to consolidated financial statements have been retrospectively restated to reflect the 60.37-for-one split.

**Reclassifications**

Certain prior period amounts have been reclassified to conform to the current financial statement presentation, with no effect on the Partnership's consolidated financial position or results of operations.

**3. Real Estate Investment Activity**

The Partnership had the following rental property activity during the nine months ended September 30, 2013 as described below:

*Acquisitions*

| <b>Month of Acquisition</b> | <b>Property Type</b>    | <b>Located in</b> | <b>Purchase Price</b> |
|-----------------------------|-------------------------|-------------------|-----------------------|
| April                       | Traumatic Brain Injury  | CA                | \$ 779,000            |
| April                       | Traumatic Brain Injury  | CA                | 697,000               |
| April                       | SNF                     | TX                | 2,400,000             |
| April                       | Medical Office Building | IN                | 1,200,000             |
| May                         | Senior Housing          | CT                | 2,400,000             |
| May                         | SNF                     | OH                | 14,350,000            |
| June                        | SNF                     | OK                | 6,200,000             |
| August                      | SNF                     | KY                | 9,000,000             |
| September                   | SNF                     | TX                | 3,450,000             |

\$ 40,476,000

The following table illustrates the effect on total revenues and net income as if we had consummated the acquisitions as of January 1, 2012 (unaudited):

|                | <b>For the Three Months<br/>Ended<br/>September 30,</b> |               | <b>For the Nine Months Ended<br/>September 30,</b> |               |
|----------------|---|---------------|--|---------------|
|                | <b>2013</b>   | <b>2012</b>   | <b>2013</b>  | <b>2012</b>   |
| Total revenues | \$ 33,512,292   | \$ 33,719,123 | \$ 105,786,595                                     | \$ 98,692,216 |
| Net income     | 11,020,692  | 2,937,860     | 15,177,519   | 14,920,725    |

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During the three and nine months ended September 30, 2013, revenues attributable to the acquired assets were approximately \$0.8 million and \$1.2 million, respectively, and net income attributable to the acquired assets was approximately \$0.2 million and \$0.4 million, respectively, recognized in the consolidated statements of operations and comprehensive income.

Transaction-related costs are not expected to have a continuing significant impact on our financial results and therefore have been excluded from these proforma results. Related to the above business combinations, the Partnership incurred \$0.6 million of transaction costs for the nine months ended September 30, 2013.

In accordance with ASC 805, the Partnership allocated the approximate purchase price paid for these properties acquired in 2013 as follows:

|                                    |               |
|------------------------------------|---------------|
| Land                               | \$ 7,414,180  |
| Buildings and improvements         | 29,834,943    |
| Furniture, fixtures, and equipment | 3,226,877     |
| Total                              | \$ 40,476,000 |

*Dispositions*

During the nine months ending September 30, 2013, the Partnership disposed of five properties, one vacant land parcel, and 108 bed licenses for a total sales price of \$5.3 million and the Partnership recognized a net gain on sale of approximately \$26,000. The total sales price and net gain are net of transaction costs incurred in relation to the closings at the time of disposition.

*Construction in progress*

The following summarizes the Partnership's construction in progress at September 30, 2013 and December 31, 2012:

|   | <b>September 30, 2013</b> | <b>December 31, 2012</b> |
|---|---------------------------|--------------------------|
| Beginning balance, January 1, 2013 and 2012, respectively | \$ 4,483,684              | \$ 28,293,083            |
| Additions   | 14,251,136                | 25,334,504               |
| Sold/withdrawn projects                                   |                           | (8,038,072)              |
| Placed in service   | (1,750,748)               | (41,105,831)             |
|   | \$ 16,984,072             | \$ 4,483,684             |

During 2013 and 2012, the Partnership capitalized expenditures for improvements related to various construction and reinvestment projects. In 2013, the Partnership placed into service one completed investment project at one property located in California. In 2012, the Partnership placed into service three completed investment projects at three properties located in Washington and completed construction of two properties located in Connecticut. In accordance with ASC 835 *Capitalization of Interest* (ASC 835), the Partnership capitalizes interest based on the average cash balance of construction in progress for the period using the weighted-average interest rate on all outstanding debt,

which approximated 6.7% for the three and nine months ended September 30, 2013. The balance of capitalized interest within construction in progress at September 30, 2013 and December 31, 2012 was \$430,418 and \$71,514, respectively. The amount capitalized during the three and nine months ended September 30, 2013, and 2012, relative to interest incurred, was \$193,213, \$402,200, \$345,169 and \$848,379, respectively.

#### 4. Secured Loan Receivables, net

The following summarizes the Partnership's secured loan receivables, net, at September 30, 2013:

|   | <b>September 30, 2013</b>                  |                                      |                                   |
|---|--|--------------------------------------|-----------------------------------|
|   | Capital Improvement<br>Loan<br>Receivables | Secured Operator<br>Loan Receivables | Total Secured Loan<br>Receivables |
| Beginning balance, January 1, 2013                          | \$ 19,359,485                              | \$ 13,279,295                        | \$ 32,638,780                     |
| New loans issued  | 379,905                                    | 2,026,035                            | 2,405,940                         |
| Reserve for uncollectible secured loans and loan write-offs |  | (11,000)                             | (11,000)                          |
| Loan amortization and repayments                            | (1,694,788)                                | (2,122,048)                          | (3,816,836)                       |
|   | <b>\$ 18,044,602</b>                       | <b>\$ 13,172,282</b>                 | <b>\$ 31,216,884</b>              |

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Interest income on secured loans and financing leases for the respective periods is as follows:

|   | Three Months Ended    |                       | Nine Months Ended     |                       |
|---|-----------------------|-----------------------|-----------------------|-----------------------|
|   | September 30,<br>2013 | September 30,<br>2012 | September 30,<br>2013 | September 30,<br>2012 |
| Capital improvement loan receivable                 | \$ 483,274            | \$ 354,089            | \$ 1,280,345          | \$ 1,024,727          |
| Secured operator loan receivables                   | 283,433               | 145,938               | 901,452               | 1,441,212             |
| Direct financing lease                              | 364,521               | 360,301               | 1,090,544             | 1,077,703             |
| Total interest on secured loans and financing lease | \$ 1,131,228          | \$ 860,328            | \$ 3,272,341          | \$ 3,543,642          |

The Partnership's reserve on a loan-by-loan basis for uncollectible secured loan receivables balances at September 30, 2013 and December 31, 2012 was \$0 million and \$0.3 million, respectively and any movement in the reserve is reflected in reserve for uncollectible secured loans and other receivables in the consolidated statements of operations and comprehensive income. The gross balance of secured loan receivables for which a reserve on a loan-by-loan basis for uncollectible secured loan receivables has been applied was approximately \$0 million and \$3.1 million at September 30, 2013 and December 31, 2012, respectively.

During 2013 and 2012, the Partnership funded loans for both working capital and capital improvement purposes to various operators. All loans held by the Partnership accrue interest and are recorded as interest income unless the loan is deemed impaired in accordance with Partnership policy. The payments received from the operator cover both interest accrued as well as amortization of the principal balance due. Any payments received from the operator made outside of the normal loan amortization schedule are considered principal prepayments and reduce the outstanding secured loan receivables balance.

**5. Deferred Financing Costs**

The following summarizes the Partnership's deferred financing costs at September 30, 2013 and December 31, 2012:

|                          | September 30,<br>2013 | December 31,<br>2012 |
|--------------------------|-----------------------|----------------------|
| Gross amount             | \$ 16,559,273         | \$ 20,995,022        |
| Accumulated amortization | (4,294,942)           | (6,343,757)          |
| Net                      | \$ 12,264,331         | \$ 14,651,265        |

For the three and nine months ended September 30, 2013, the Partnership wrote-off deferred financing costs of \$0 and \$9.7 million, respectively, with \$0 and \$4.6 million of accumulated amortization associated with the Term Loan, Acquisition Credit Line, 2014 Revolver and 2016 Revolver (see Footnote 7) pay down.

For the three and nine months ended September 30, 2012, the Partnership wrote-off deferred financing costs of \$0 and \$24,436, respectively, with \$0 and \$11,172 of accumulated amortization associated with the Construction Loan (see

Footnote 7) pay down.

## 6. Lease Intangibles

The Partnership considers renewals on above or below market leases when ascribing value to the in-place lease intangibles at the date of a property acquisition. In those instances where the renewal lease rate pursuant to the terms of the lease does not adjust to a current market rent, the Partnership evaluates whether the stated renewal rate is above or below current market rates and considers the past and current operations of the property, the current rent coverage ratio of the operator, and the number of years until potential renewal option exercise. If renewal is considered probable based on these factors, an additional lease intangible is recorded at acquisition and amortized over the renewal period.

The following summarizes the Partnership's lease intangibles classified as part of other assets or other liabilities at September 30, 2013 and December 31, 2012:

|                       | September 30, 2013 |                          |              | December 31, 2012 |                          |              |
|-----------------------|--------------------|--------------------------|--------------|-------------------|--------------------------|--------------|
|                       | Gross Amount       | Accumulated Amortization | Net          | Gross Amount      | Accumulated Amortization | Net          |
| Above market leases   | \$ 6,436,851       | \$ (3,335,442)           | \$ 3,101,409 | \$ 6,641,851      | \$ (3,175,449)           | \$ 3,466,402 |
| In-place lease assets | 651,730            | (114,053)                | 537,677      | 651,730           | (65,173)                 | 586,557      |
| Operator relationship | 212,416            | (29,738)                 | 182,678      | 212,416           | (16,993)                 | 195,423      |
|                       | \$ 7,300,997       | \$ (3,479,233)           | \$ 3,821,764 | \$ 7,505,997      | \$ (3,257,615)           | \$ 4,248,382 |

**Table of Contents****Liabilities**

|                     | September 30, 2013 |                          |              | December 31, 2012 |                          |              |
|---------------------|--------------------|--------------------------|--------------|-------------------|--------------------------|--------------|
|                     | Gross Amount       | Accumulated Amortization | Net          | Gross Amount      | Accumulated Amortization | Net          |
| Below market leases | \$ 18,077,537      | \$ (10,125,348)          | \$ 7,952,189 | \$ 25,695,395     | \$ (16,281,397)          | \$ 9,413,998 |

Amortization expense for in-place lease assets and operator relationship was \$20,542, \$61,625, \$20,542 and \$61,625 for the three and nine months ended September 30, 2013 and 2012, respectively, and is included as a component of depreciation and amortization in the consolidated statements of operations and comprehensive income. Amortization expense for the above market leases intangible asset for the three and nine months ended September 30, 2013 and 2012 was \$120,327, \$364,993, \$146,445 and \$439,336, respectively, and is included as a component of rental income in the consolidated statements of operations and comprehensive income. Accretion for the below market leases intangible liability for the three and nine months ended September 30, 2013 and 2012 was \$485,581, \$1,461,809, \$515,199 and \$1,540,206, respectively, and is included as a component of rental income in the consolidated statements of operations and comprehensive income.

For the nine months ended September 30, 2013 and 2012, the Partnership wrote-off above market leases of \$205,000 and \$0 with accumulated amortization of \$205,000 and \$0, respectively, and below market leases of \$7,617,858 and \$205,000 with accumulated accretion of \$7,617,858 and \$156,446, respectively, for a net recognition of \$0 and \$48,554, respectively, in rental income from intangible amortization. These write-offs were the result of fully amortized assets and fully accreted liabilities for the nine months ended September 30, 2013, and in connection with the anticipated termination of leases that were transitioned to new operators for the nine months ended September 30, 2012.

**7. Senior Notes Payable and Other Debt**

The Partnership's senior notes payable and other debt consisted of the following at September 30, 2013 and December 31, 2012:

|   | September 30, 2013 | December 31, 2012 |
|---|--------------------|-------------------|
| 2019 Notes (interest rate of 7.75% at September 30, 2013 and December 31, 2012), inclusive of \$2.9 million and \$3.2 million net premium balance at September 30, 2013 and December 31, 2012, respectively | \$ 402,862,222     | \$ 403,180,433    |
| Revolving Credit Facility (interest rate of 2.53% at September 30, 2013)  | 95,000,000         |                   |
| Term Loan (interest rate of 5.75% at December 31, 2012)   |                    | 192,212,350       |
| Acquisition Credit Line (interest rate of 5.75% at December 31, 2012)   |                    | 18,925,200        |
| 2016 Revolver (interest rate of 5.25% at December 31, 2012)   |                    | 69,368,589        |
| Acquisition loans (interest rate of 6.00% at December 31, 2012)   |                    | 7,584,974         |
|   | 13,711,699         | 13,881,869        |



HUD loan (interest rate of 5.00% at September 30, 2013 and December 31, 2012), inclusive of \$2.4 million and \$2.5 million premium balance at September 30, 2013 and December 31, 2012, respectively

|       |                |                |
|-------|----------------|----------------|
| Total | \$ 511,573,921 | \$ 705,153,415 |
|-------|----------------|----------------|

In conjunction with the IPO of the REIT on March 26, 2013, the Partnership under Aviv Financing I repaid the outstanding balance of the Term Loan and the Acquisition Credit Line, and under Aviv Financing V repaid the outstanding balance of the 2016 Revolver in the amounts of \$191.2 million, \$18.9 million, and \$94.4 million, respectively. The Partnership paid \$2.2 million in prepayment penalties which is included in loss on extinguishment of debt on the consolidated statements of operations and comprehensive income for the nine months ended September 30, 2013.

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**Table of Contents****Senior Notes**

On February 4, 2011, April 5, 2011, and March 28, 2012, Aviv Healthcare Properties Limited Partnership and Aviv Healthcare Capital Corporation (the Issuers) issued \$200 million, \$100 million, and \$100 million, respectively, of 7.75 % Senior Notes due 2019 (the 2019 Notes). The REIT is a guarantor of the Issuers' 2019 Notes. The 2019 Notes are unsecured senior obligations of the Issuers and will mature on February 15, 2019. The 2019 Notes bear interest at a rate of 7.75% per annum, payable semiannually to holders of record at the close of business on the February 1 or the August 1 immediately preceding the interest payment date on February 15 and August 15 of each year. A premium of \$2.75 million and \$1.0 million was associated with the offering of the \$100 million of 2019 Notes on April 5, 2011 and the \$100 million of 2019 Notes on March 28, 2012, respectively. The premium will be amortized as an adjustment to the yield on the 2019 Notes over their term. The Partnership used the proceeds, amongst other things, to pay down approximately \$87.7 million of the Acquisition Credit Line, \$5.5 million of the 2016 Revolver and \$6.1 million of the Construction Loan during 2012.

**Revolving Credit Facility**

On March 26, 2013, the Partnership, under Aviv Financing IV, entered into a \$300 million secured revolving credit facility and \$100 million term loan with Bank of America (collectively, the Revolving Credit Facility). On April 16, 2013, the Company converted the entire \$100 million term loan into a secured revolving credit facility, thereby terminating the term loan and any availability thereunder and increasing the amount available under the secured revolving credit facility from \$300 million to \$400 million. On each payment date, the Partnership pays interest only in arrears on any outstanding principal balance of the Revolving Credit Facility. The interest rate under the Revolving Credit Facility is based on LIBOR plus a margin of 235 basis points to 300 basis points depending on the Partnership's leverage ratio. The interest rate at September 30, 2013 was 2.53%. Additionally, an unused fee equal to 50 basis points per annum of the daily unused balance on the Revolving Credit Facility is payable quarterly in arrears. The initial term of the Revolving Credit Facility expires in March 2016 with a one year extension option. The Revolving Credit Facility had an outstanding balance of \$95.0 million as of September 30, 2013.

**Other Loans**

On November 1, 2010, a subsidiary of Aviv Financing III entered into two acquisition loan agreements on the same terms that provided for borrowings of \$7.8 million. Principal and interest payments are due monthly beginning on December 1, 2010 through the maturity date of December 1, 2015. Interest is a fixed rate of 6.00%. These loans are collateralized by a skilled nursing facility controlled by Aviv Financing III. These acquisition loans were paid off in full on May 15, 2013.

On June 15, 2012, a subsidiary of Aviv Financing III assumed a HUD loan with a balance of approximately \$11.5 million. Interest is at a fixed rate of 5.00%. The loan originated in November 2009 with a maturity date of October 1, 2044, and is based on a 35-year amortization schedule. A premium of \$2.5 million was associated with the assumption of debt and will be amortized as an adjustment to interest expense on the HUD loan over its term.

**8. Partnership Equity and Incentive Program**

Distributions accrued in accordance with declaration to the Partnership's partners are summarized as follows for the three months ended September 30:

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|      | <b>Class A</b> | <b>Class B</b> | <b>Class C</b> | <b>Class D</b> | <b>Class F</b> | <b>Class G</b> | <b>OP Units</b> |
|------|----------------|----------------|----------------|----------------|----------------|----------------|-----------------|
| 2013 | \$             | \$             | \$             | \$             | \$             | \$             | \$ 4,297,831    |
| 2012 | \$ 2,068,318   | \$ 532,817     | \$ 799,225     | \$             | \$ 553,761     | \$ 7,177,586   | \$              |

Distributions accrued in accordance with declaration to the Partnership's partners are summarized as follows for the nine months ended September 30:

|      | <b>Class A</b> | <b>Class B</b> | <b>Class C</b> | <b>Class D</b> | <b>Class F</b> | <b>Class G</b> | <b>OP Units</b> |
|------|----------------|----------------|----------------|----------------|----------------|----------------|-----------------|
| 2013 | \$ 2,797,315   | \$ 97,288      | \$ 145,931     | \$             | \$ 553,761     | \$ 6,520,893   | \$ 8,882,184    |
| 2012 | \$ 6,204,954   | \$ 1,697,303   | \$ 2,268,373   | \$             | \$ 1,661,283   | \$ 21,046,074  | \$              |

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Weighted-average Units outstanding are summarized as follows for the three months ended September 30:

|      | <b>Class A</b> | <b>Class B</b> | <b>Class C</b> | <b>Class D</b> | <b>Class F</b> | <b>Class G</b> | <b>OP Units</b> |
|------|----------------|----------------|----------------|----------------|----------------|----------------|-----------------|
| 2013 |                |                |                |                |                |                | 49,210,134      |
| 2012 | 13,467,223     | 4,523,145      | 2              | 8,050          | 2,684,900      | 21,178,250     |                 |

Weighted-average Units outstanding are summarized as follows for the nine months ended September 30:

|      | <b>Class A</b> | <b>Class B</b> | <b>Class C</b> | <b>Class D</b> | <b>Class F</b> | <b>Class G</b> | <b>OP Units</b> |
|------|----------------|----------------|----------------|----------------|----------------|----------------|-----------------|
| 2013 | 4,193,031      | 1,408,305      |                | 2,506          | 835,958        | 6,742,030      | 40,630,173      |
| 2012 | 13,467,223     | 4,523,145      | 2              | 8,050          | 2,684,900      | 19,453,438     |                 |

Prior to the Merger, the Partnership had established an officer incentive program linked to its future value. Awards vest annually over a five-year period assuming continuing employment by the recipient. The awards settled on December 31, 2012 in Class C Units or, at the Partnership's discretion, cash. For accounting purposes, expense recognition under the program commenced in 2008, and the related expense for the three and nine months ended September 30, 2012 was \$101,500 and \$304,500, respectively.

As a result of the Merger on September 17, 2010, such incentive program was modified such that 40% of the previously granted award settled immediately on the Merger date with another 20% vesting and settled on December 31, 2010. The remaining 40% vested 20% on December 31, 2011 and 20% on December 31, 2012, respectively, and will settle in 2018, subject to the terms and conditions of the amended incentive program agreement. In accordance with ASC 718, such incentive program was expensed through general and administrative expenses as non-cash compensation on the statements of operations and comprehensive income through the ultimate vesting date of December 31, 2012.

In connection with the IPO each class of limited partnership units of the Partnership were converted into an aggregate of 21,653,813 OP Units held by the REIT and 11,938,420 OP Units held by limited partners of the Partnership. As a result, the Partnership has a single class of limited partnership units as of March 26, 2013. The OP Units held by limited partners of the Partnership are redeemable for cash or, at the REIT's election, unregistered shares of the REIT's common stock on a one-for-one basis subject to certain restrictions on transfer for 180 days after the IPO.

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The following table lists the cash dividends on common stock declared and paid by the Partnership during the nine months ended September 30, 2013:

| <b>Declaration Date</b> | <b>Record Date</b> | <b>Amount Per Share</b> | <b>Dividend Payment Date</b> |
|-------------------------|--------------------|-------------------------|------------------------------|
| May 19, 2013            | June 3, 2013       | \$ 0.384                | June 17, 2013                |
| August 16, 2013         | August 30, 2013    | \$ 0.36                 | September 16, 2013           |

The above dividends represents a rate of \$0.36 per share for the second and third quarter of 2013 and \$0.024 per share for the period from the completion of the Partnership's initial public offering on March 26, 2013 through March 31, 2013.

**9. Restricted Stock Grants and Option Awards***Restricted Stock Grants*

On March 26, 2013 the REIT adopted the Aviv REIT, Inc. 2013 Long-Term Incentive Plan (the LTIP). The purposes of the LTIP are to attract and retain qualified persons upon whom, in large measure, the REIT's sustained progress, growth and profitability depend, to motivate the participants to achieve long-term REIT goals and to align the participants' interests with those of other stockholders by providing them with a proprietary interest in the REIT's growth and performance. The REIT's executive officers, employees, consultants and non-employee directors are eligible to participate in the LTIP. Under the plan, 2,000,000 shares of the REIT's common stock are available for issuance, of which 70,500 had been issued and 217,882 had been reserved for issuance as of September 30, 2013. For the three and nine months ended September 30, 2013, the REIT recognized total non-cash stock-based compensation expense related to the LTIP of \$534,814 and \$598,434, the components of which are set forth below.

The REIT's non-employee directors (excluding Messrs. Dees, Goldberg and Triedman) each received an equity grant of 6,750 shares of restricted stock and 3,250 shares of unrestricted stock upon consummation of the IPO. The Company's lead director received an unrestricted stock grant of 500 shares in connection with the IPO. The equity awards were made pursuant to the LTIP. The restricted stock awards vest in three equal installments, with the first installment vesting on May 15, 2014 and the second and third installments vesting on March 26, 2015 and 2016, respectively, subject to the director's continued service on the board of directors. For the three and nine months ended September 30, 2013, the REIT recognized \$75,389 and \$139,010 of non-cash stock-based compensation expense in relation to the board of directors restricted stock grant.

On July 11, 2013 the subcommittee of the REIT's compensation committee approved the issuance of 51,000 time-based restricted stock units to members of management and other key employees. The equity awards were made pursuant to the LTIP. One half of the time-based equity awards are scheduled to vest on December 31, 2014 and the other half to vest on December 31, 2015 subject to the employee's continued employment with the REIT. The restricted stock units carry dividend equivalent rights that are subject to the same vesting terms as the underlying restricted stock units. For the three and nine months ended September 30, 2013, the REIT recognized \$81,968 and \$81,968 of non-cash stock-based compensation expense in relation to management's time-based restricted stock unit grant.

Effective July 11, 2013, members of the REIT's management and other key employees were awarded 81,774 performance-based restricted stock units that vest on the basis of Total Shareholder Return (TSR) on the REIT's stock compared to the TSR of its peer companies, as defined. The first installment of the awards is based on the companies

comprising the NAREIT Equity Index and the companies comprising the Bloomberg Healthcare REIT Index for the performance period beginning on the date of the IPO and ending December 31, 2014. The second installment is based on the companies comprising the NAREIT Equity Index and the companies comprising the Bloomberg Healthcare REIT Index for the performance period beginning on the date of the IPO and ending December 31, 2015. If the service and performance conditions are met, approximately half of the restricted stock units will vest on December 31, 2014 and the remaining units will vest on December 31, 2015. The restricted stock units carry dividend equivalent rights that are subject to the same vesting terms as the underlying performance stock units. For the three and nine months ended September 30, 2013, the REIT recognized \$377,457 and \$377,457 of non-cash stock-based compensation expense in relation to management's performance-based restricted stock unit grant.

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*Option Awards*

On September 17, 2010, the REIT adopted the 2010 Management Incentive Plan (the MIP) as part of the Merger transaction, which provides for the grant of option awards. Two thirds of the options granted under the MIP were performance based awards whose criteria for vesting is tied to a future liquidity event (as defined) and also contingent upon meeting certain return thresholds (as defined). The grant date fair value associated with all performance-based award options of the REIT aggregated to approximately \$7.4 million at the time of the IPO. One third of the options granted under the MIP were time based awards and the service period for these options is four years with shares vesting at a rate of 25% ratably from the grant date.

In connection with the IPO, all options outstanding under the MIP, representing options to purchase 5,870,258 shares with a weighted average exercise price of \$17.47 per share, became fully-vested. In addition, recipients were entitled to receive dividend equivalents on their options awarded under the MIP. Dividend equivalents were paid on time-based options on (i) the date of vesting, with respect to any portion of a time-based option that was unvested on the date the dividend equivalent was accrued, and (ii) the last day of the calendar quarter in which such dividends were paid to stockholders, with respect to any portion of a time-based option vested as of the date the dividend equivalent was accrued. Dividend equivalents accrued and unpaid prior to the consummation of the IPO in the approximate amount of \$14.8 million were paid in shares of common stock, net of applicable withholding of approximately \$6.8 million, in an amount based on the IPO price of common stock. No dividend equivalents will be paid for any MIP options with respect to periods after the date of the IPO by the REIT.

In connection with the IPO, the holders of option awards under the MIP received a new class of units of LG Aviv L.P., the legal entity through which Lindsay Goldberg holds its interest in the REIT, equal to the number of options held by such persons immediately prior to the consummation of the IPO. Under the limited partnership agreement of LG Aviv L.P., the units are entitled to receive an aggregate distribution amount equal to 14.9% of the dividend distributions declared and received by LG Aviv L.P. after the consummation of the IPO in respect of its shares of common stock. The distribution amount will be paid by LG Aviv L.P. ratably to each holder of such units on the distribution date in the proportion that the total number of units held by such holder bears to the total outstanding units of the same class. Any unit payments will be paid, if at all, on the earlier of (i) the last day of the calendar quarter in which dividends were paid to the REIT stockholders and (ii) three business days following the holder's termination of employment with the REIT. For the nine months ended September 30, 2013, \$2,400,455 was paid by LG Aviv L.P. to the holders of such units.

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The following table represents the time and performance-based option awards activity for the nine months ended September 30, 2013 and 2012:

|   | <b>Nine Months Ended</b>  |                           |
|---|---------------------------|---------------------------|
|   | <b>September 30, 2013</b> | <b>September 30, 2012</b> |
| Outstanding at beginning of period                                  | 1,956,833                 | 1,417,246                 |
| Granted   |                           | 701,560                   |
| Exercised   |                           |                           |
| Awards vested at IPO  | 3,913,425                 |                           |
| Cancelled/Forfeited   |                           | (161,973)                 |
| Outstanding at end of period  | 5,870,258                 | 1,956,833                 |
| Options exercisable at end of period                                |                           |                           |
| Weighted average fair value of options granted to date (per option) | \$ 2.20                   | \$ 2.21                   |

The following table represents the time and performance based option awards outstanding cumulatively life-to-date for the nine months ended September 30, 2013 and 2012 as well as other MIP data:

|                                    | <b>2013</b>       | <b>2012</b>       |
|------------------------------------|-------------------|-------------------|
| Range of exercise prices           | \$16.56 - \$18.87 | \$16.56 - \$18.85 |
| Outstanding                        | 5,870,258         | 1,956,833         |
| Remaining contractual life (years) | 7.55              | 8.55              |
| Weighted average exercise price    | \$17.47           | \$17.43           |

The REIT has used the Black-Scholes option pricing model to estimate the grant date fair value of the options. The following table includes the assumptions that were made in estimating the grant date fair value for options awarded for the nine months ended September 30, 2013 and 2012:

|   | <b>2013 Grants</b> | <b>2012 Grants</b> |
|---|--------------------|--------------------|
| Weighted average dividend yield                             |                    | 7.54%              |
| Weighted average risk-free interest rate                    |                    | 1.31%              |
| Weighted average expected life                              |                    | 7.0 years          |
| Weighted average estimated volatility                       |                    | 38.24%             |
| Weighted average exercise price                             |                    | \$ 18.80           |
| Weighted average fair value of options granted (per option) |                    | \$ 2.88            |

The REIT recorded non-cash compensation expenses of \$0, \$9,012,270, \$411,760 and \$925,457 for the three and nine months ended September 30, 2013 and 2012, respectively, related to the time and performance based stock options accounted for as equity awards.



At September 30, 2013, the total compensation cost related to outstanding, non-vested time based and performance based equity awards that are expected to be recognized as compensation cost in the future aggregates to approximately \$5,336,000, as follows:

| <b>Year Ended December 31,</b> | <b>Restricted Stock</b> |
|--------------------------------|-------------------------|
| 2013                           | \$ 639,835              |
| 2014                           | 2,845,139               |
| 2015                           | 1,776,825               |
| 2016                           | 74,031                  |
| <b>Total</b>                   | <b>\$ 5,335,830</b>     |

Dividend equivalent rights associated with the MIP amounted to \$0, \$15,400,270, \$664,426, and \$1,908,991 for the three and nine months ended September 30, 2013 and 2012, respectively, and are recorded as dividends to stockholders for the periods presented.

**Table of Contents****10. Related Parties**

Related party receivables and payables represent amounts due from/to various affiliates of the Partnership, including amounts due to certain acquired companies and limited liability companies for transactions occurring prior to the formation of the Partnership, and various advances to entities controlled by affiliates of the Partnership's management. There were no related party receivables or payables as of September 30, 2013 and December 31, 2012, other than amounts owed from the Partnership to the REIT for accrued distributions at December 31, 2012.

**11. Derivatives**

During the periods presented, the Partnership was party to two interest rate swaps, with identical terms of \$100.0 million each, which were purchased to fix the variable interest rate on the denoted notional amount under the Term Loan. On March 26, 2013, in connection with the pay down of the Term Loan, the Partnership settled all interest rate swaps at a fair value of \$3.6 million and such amount previously recorded in accumulated other comprehensive income (loss) was recorded within loss on extinguishment of debt in the consolidated statements of operations and comprehensive income. The interest rate swaps qualified for hedge accounting and as such the amounts previously recorded in accumulated other comprehensive income in the consolidated statement of changes in equity were reversed. For presentational purposes they are shown as one derivative due to the identical nature of their economic terms.

|  |    |                     |
|--|----|---------------------|
| Total notional amount  | \$ | 200,000,000         |
| Fixed rates  |    | 6.49% (1.99%        |
|  |    | effective swap base |
|  |    | rate plus 4.5%      |
|  |    | spread per credit   |
|  |    | agreement)          |
| Floor rate   |    | 1.25%               |
| Effective date   |    | November 9, 2010    |
| Termination date   |    | September 17, 2015  |
| Liability balance at September 30, 2013<br>(included in other liabilities) | \$ |                     |
| Liability balance at December 31, 2012<br>(included in other liabilities)  | \$ | (3,773,332)         |

The derivative positions were valued using models developed by the respective counterparty that used as their basis readily observable market parameters (such as forward yield curves) and were classified within Level 2 of the valuation hierarchy. The Partnership considered its own credit risk as well as the credit risk of its counterparties when evaluating the fair value of its derivatives.

**12. Commitments and Contingencies**

During 2011, the Partnership entered into a contractual arrangement with an operator in one of its facilities to reimburse any liabilities, obligations or claims of any kind or nature resulting from the actions of the former operator

in such facility, Brighten Health Care Group. The Partnership is obligated to reimburse the fees to the operator if and when the operator incurs such expenses associated with certain Indemnified Events, as defined therein. The total possible obligation for these fees is estimated to be \$2.3 million, of which approximately \$1.9 million has been paid to date. The remaining \$0.4 million was accrued as a component of other liabilities in the consolidated balance sheets.

The Partnership is involved in various unresolved legal actions and proceedings, which arise in the normal course of our business. Although the outcome of a particular proceeding can never be predicted, the Partnership does not believe that the result of any of these other matters will have a material adverse effect on its business, operating results, or financial position.

### **13. Concentration of Credit Risk**

As of September 30, 2013, the Partnership's real estate investments included 263 healthcare facilities, located in 29 states and operated by 36 third party operators. At September 30, 2013, approximately 55.7% (measured as a percentage of total assets) were leased by five private operators: Saber Health Group (17.2%), Daybreak Healthcare (14.5%), EmpRes Healthcare (9.1%), Maplewood Senior Living (8.1%), and Sun Mar Healthcare (6.8%). No other operator represents more than 5.5% of total assets. The five states in which the Partnership had its highest concentration of total assets were Texas (17.3%), California (14.9%), Ohio (9.4%), Connecticut (8.1%) and Pennsylvania (6.8%) at September 30, 2013.

For the nine months ended September 30, 2013, the Partnership's rental income from operations totaled approximately \$99.2 million of which approximately \$16.3 million was from Daybreak Healthcare (16.4%), \$14.9 million was from Saber Health Group (15.0%), \$9.2 million was from EmpRes Healthcare (9.3%), \$8.1 million was from Preferred Care (8.2%), and \$7.2 million was from Sun Mar Healthcare (7.3%). No other operator generated more than 7.2% of the Partnership's rental income from operations for the nine months ended September 30, 2013.

**Table of Contents****14. Discontinued Operations**

ASC 205-20 requires that the operations and associated gains and/or losses from the sale or planned disposition of components of an entity, as defined, be reclassified and presented as discontinued operations in the Partnership's consolidated financial statements for all periods presented. In April 2012, the Partnership sold three properties in Arkansas and one property in Massachusetts to unrelated third parties. Below is a summary of the components of the discontinued operations for the respective periods:

|  | Three Months Ended    |                       | Nine Months Ended     |                       |
|--|-----------------------|-----------------------|-----------------------|-----------------------|
|  | September 30,<br>2013 | September 30,<br>2012 | September 30,<br>2013 | September 30,<br>2012 |
| Total revenues                           | \$                    | \$                    | \$                    | \$ 269,932            |
| Expenses:                                |                       |                       |                       |                       |
| Interest expense                         |                       |                       |                       | (27,104)              |
| Amortization of deferred financing costs |                       |                       |                       | (1,958)               |
| Gain on sale of assets, net              |                       |                       |                       | 4,425,246             |
| Loss on extinguishment of debt           |                       |                       |                       | (13,264)              |
| Other                                    |                       |                       |                       | (66,160)              |
| Total gains (expenses)                   |                       |                       |                       | 4,316,760             |
| Discontinued operations                  | \$                    | \$                    | \$                    | \$ 4,586,692          |

**Table of Contents****15. Earnings Per Unit:**

The following table shows the amounts used in computing the basic and diluted earnings per unit of the Partnership.

|   | <b>For the Three Months<br/>Ended<br/>September 30,</b> |              | <b>For the Nine Months Ended<br/>September 30,</b> |              |
|---|---|--------------|--|--------------|
|   | <b>2013</b>   | <b>2012</b>  | <b>2013</b>  | <b>2012</b>  |
| <b>Numerator for earnings per unit - basic:</b>                 |   |              |  |              |
| Income from continuing operations                               | \$ 10,066,927   | \$ 1,767,446 | \$ 12,031,159                                      | \$ 6,809,656 |
| Income from continuing operations allocable to limited partners |   | (637,162)    | (1,007,665)  | (2,659,747)  |
| Income from continuing operations allocable to units            | 10,066,927  | 1,130,284    | 11,023,494   | 4,149,909    |
| Discontinued operations, net of limited partners                |   |              |  | 2,795,200    |
| Numerator for earnings per unit - basic:                        | \$ 10,066,927   | \$ 1,130,284 | \$ 11,023,494                                      | \$ 6,945,109 |
| <b>Numerator for earnings per unit - diluted:</b>               |   |              |  |              |
| Income from continuing operations allocable to units            | \$ 10,066,927   | \$ 1,130,284 | \$ 11,023,494                                      | \$ 4,149,909 |
| Discontinued operations, net of limited partners                |   |              |  | 2,795,200    |
| Numerator for earnings per unit - diluted                       | \$ 10,066,927   | \$ 1,130,284 | \$ 11,023,494                                      | \$ 6,945,109 |
| <b>Denominator for earnings per unit - basic and diluted:</b>   |   |              |  |              |
| Denominator for basic earnings per unit - basic                 | 49,210,134  | 21,178,250   | 40,630,173   | 19,453,438   |
| Effective dilutive securities:                                  |   |              |  |              |
| Stock options   | 1,599,329   | 129,151      | 1,454,759  | 129,151      |
| Restricted stock units  | 29,093  |              | 16,169   |              |
| Denominator for earnings per unit - diluted                     | 50,838,556  | 21,307,401   | 42,101,101   | 19,582,589   |
| <b>Basic earnings per unit:</b>                                 |   |              |  |              |
| Income from continuing operations allocable to units            | \$ 0.20   | \$ 0.05      | \$ 0.27  | \$ 0.21      |

|  |    |      |    |      |    |      |         |
|--|----|------|----|------|----|------|---------|
| Discontinued operations, net of limited partners     |    |      |    |      |    |      | 0.14    |
| Net income allocable to units                        | \$ | 0.20 | \$ | 0.05 | \$ | 0.27 | \$ 0.35 |
| <b>Diluted earnings per unit:</b>                    |    |      |    |      |    |      |         |
| Income from continuing operations allocable to units | \$ | 0.20 | \$ | 0.05 | \$ | 0.26 | \$ 0.21 |
| Discontinued operations, net of limited partners     |    |      |    |      |    |      | 0.14    |
| Net income allocable to units                        | \$ | 0.20 | \$ | 0.05 | \$ | 0.26 | \$ 0.35 |

**Table of Contents****16. Subsequent Events**

On October 1, 2013, the Partnership sold a property in Michigan for a sale price of \$2.5 million in cash.

On October 1, 2013, the Partnership acquired three properties in Ohio and one property in Indiana from an unrelated third party for a purchase price of \$35.9 million.

On October 4, 2013, the Partnership acquired three properties in Florida from an unrelated third party for a purchase price of \$13.0 million.

On November 1, 2013, the Partnership acquired four properties in Ohio for a purchase price of \$41.0 million and one property in Arkansas for a purchase price of \$1.2 million from unrelated third parties.

The following table illustrates the effect on total revenues and net income as if the Partnership had consummated the above two acquisitions, as well as those noted in Footnote 3, as of January 1, 2012 (unaudited):

|                | <b>For the Three Months</b> |               | <b>For the Nine Months Ended</b> |                |
|----------------|-----------------------------|---------------|----------------------------------|----------------|
|                | <b>Ended</b>                |               | <b>September 30,</b>             |                |
|                | <b>September 30,</b>        |               | <b>September 30,</b>             |                |
|                | <b>2013</b>                 | <b>2012</b>   | <b>2013</b>                      | <b>2012</b>    |
| Total revenues | \$ 35,784,261               | \$ 35,991,092 | \$ 112,602,501                   | \$ 105,508,122 |
| Net income     | 12,674,449                  | 4,591,617     | 20,138,791                       | 19,881,997     |

On October 16, 2013, the Partnership through its majority-owned subsidiaries Aviv Healthcare Properties Limited Partnership and Aviv Healthcare Capital Corporation (the Issuers), completed the offering of \$250 million aggregate principal amount of the Issuers' 6% Senior Notes due 2021. The Issuers received net proceeds from the offering of approximately \$244.4 million, after deducting discounts, commissions and estimated expenses. On October 17, 2013, the Partnership used approximately \$135.0 million of the net proceeds from the offering to repay all outstanding indebtedness under the Revolving Credit Facility. \$42.2 million of the proceeds were used for acquisitions and the remaining proceeds of approximately \$67.2 million will be used for general corporate purposes, including the potential acquisition of additional properties.

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**17. Condensed Consolidating Information**

The REIT and certain of the Partnership's direct and indirect wholly owned subsidiaries (the Unencumbered Subsidiary Guarantors and Encumbered Subsidiary Guarantors) fully and unconditionally guaranteed, on a joint and several basis, the obligation to pay principal and interest with respect to our Senior Notes issued in February 2011, April 2011, March 2012 and October 2013. The Senior Notes were issued by Aviv Healthcare Properties Limited Partnership and Aviv Healthcare Capital Corporation (the Issuers). Separate financial statements of the guarantors are not provided as the consolidating financial information contained herein provides a more meaningful disclosure to allow investors to determine the nature of the assets held by and the operations of the respective guarantor and non-guarantor subsidiaries. Other wholly owned subsidiaries (Non-Guarantor Subsidiaries) that were not included among the Unencumbered Subsidiary Guarantors or Encumbered Subsidiary Guarantors were not obligated with respect to the Senior Notes. The Non-Guarantor Subsidiaries are subject to mortgages. The following summarizes our condensed consolidating information as of September 30, 2013 and December 31, 2012 and for the three and nine months ended September 30, 2013 and 2012:



**Table of Contents****Aviv Healthcare Properties Limited Partnership and Subsidiaries****Condensed Consolidating Balance Sheet**

As of September 30, 2013

(unaudited)

|   | Issuers               | Unencumbered<br>Subsidiary<br>Guarantors | Encumbered<br>Subsidiary<br>Guarantors | Non-<br>Guarantor<br>Subsidiaries | Eliminations            | Consolidated            |
|---|-----------------------|--|--|-----------------------------------|-------------------------|-------------------------|
| <b>Assets</b>                                   |                       |  |  |                                   |                         |                         |
| Net real estate investments                     | \$ 55,351             | \$ 724,472,453                           | \$ 193,939,622                         | \$ 98,183,624                     | \$                      | \$ 1,016,651,050        |
| Cash and cash equivalents                       | 11,582,390            | (683,413)                                | 277,510                                | 809,642                           |                         | 11,986,129              |
| Deferred financing costs, net                   | 7,871,393             |  | 4,378,945                              | 13,993                            |                         | 12,264,331              |
| Other   | 12,832,932            | 54,495,909                               | 14,290,748                             | 3,738,677                         |                         | 85,358,266              |
| Investment in and due from related parties, net | 950,729,058           |  |  |                                   | (950,729,058)           |                         |
| <b>Total assets</b>                             | <b>\$ 983,071,124</b> | <b>\$ 778,284,949</b>                    | <b>\$ 212,886,825</b>                  | <b>\$ 102,745,936</b>             | <b>\$ (950,729,058)</b> | <b>\$ 1,126,259,776</b> |
| <b>Liabilities and equity</b>                   |                       |  |  |                                   |                         |                         |
| Secured notes payable and other debt            | \$ 402,862,222        | \$                                       | \$ 95,000,000                          | \$ 13,711,699                     | \$                      | \$ 511,573,921          |
| Due to related parties                          |                       |  |  |                                   |                         |                         |
| Tenant security and escrow deposits             | 50,000                | 14,145,469                               | 3,480,046                              | 1,583,299                         |                         | 19,258,814              |
| Accounts payable and accrued expenses           | 5,500,149             | 2,631,954                                | 2,207,723                              | 1,826,035                         |                         | 12,165,861              |

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|                              |                |                |                |                |                  |                  |
|------------------------------|----------------|----------------|----------------|----------------|------------------|------------------|
| Other liabilities            | 290,850        | 7,718,300      | 864,427        | 19,700         |                  | 8,893,277        |
| Total liabilities            | 408,703,221    | 24,495,723     | 101,552,196    | 17,140,733     |                  | 551,891,873      |
| Total equity                 | 574,367,903    | 753,789,226    | 111,334,629    | 85,605,203     | (950,729,058)    | 574,367,903      |
| Total liabilities and equity | \$ 983,071,124 | \$ 778,284,949 | \$ 212,886,825 | \$ 102,745,936 | \$ (950,729,058) | \$ 1,126,259,776 |

**Table of Contents****Aviv Healthcare Properties Limited Partnership and Subsidiaries****Condensed Consolidating Balance Sheet**

As of December 31, 2012

(unaudited)

|   | Issuers               | Unencumbered<br>Subsidiary<br>Guarantors | Encumbered<br>Subsidiary<br>Guarantors | Non-<br>Guarantor<br>Subsidiaries | Eliminations            | Consolidated            |
|---|-----------------------|--|--|-----------------------------------|-------------------------|-------------------------|
| <b>Assets</b>                                   |                       |  |  |                                   |                         |                         |
| Net real estate investments                     | \$ 53,750             | \$ 731,036,359                           | \$ 197,221,045                         | \$ 55,149,862                     | \$                      | \$ 983,461,016          |
| Cash and cash equivalents                       | 16,869,495            | (1,746,141)                              | (68,241)                               | 479,260                           |                         | 15,534,373              |
| Deferred financing costs, net                   | 8,964,976             |  | 5,672,918                              | 13,371                            |                         | 14,651,265              |
| Other   | 15,737,837            | 50,372,586                               | 14,120,937                             | 3,308,680                         |                         | 83,540,040              |
| Investment in and due from related parties, net | 711,027,894           |  |  |                                   | (711,027,894)           |                         |
| <b>Total assets</b>                             | <b>\$ 752,653,952</b> | <b>\$ 779,662,804</b>                    | <b>\$ 216,946,659</b>                  | <b>\$ 58,951,173</b>              | <b>\$ (711,027,894)</b> | <b>\$ 1,097,186,694</b> |
| <b>Liabilities and equity</b>                   |                       |  |  |                                   |                         |                         |
| Secured notes payable and other debt            | \$ 403,180,433        | \$                                       | \$ 280,506,139                         | \$ 21,466,843                     | \$                      | \$ 705,153,415          |
| Due to related parties                          | 7,542,333             |  | 5,912                                  |                                   |                         | 7,548,245               |
| Tenant security and escrow deposits             | 50,000                | 14,202,777                               | 3,560,361                              | 465,034                           |                         | 18,278,172              |
| Accounts payable and accrued expenses           | 13,702,409            | 6,152,923                                | 3,988,102                              | 364,380                           |                         | 24,207,814              |
| Other liabilities                               | 7,677,280             | 9,090,462                                | 4,729,809                              |                                   |                         | 21,497,551              |
|   | 432,152,455           | 29,446,162                               | 292,790,323                            | 22,296,257                        |                         | 776,685,197             |

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Total  
liabilities

|              |             |             |              |            |               |             |
|--------------|-------------|-------------|--------------|------------|---------------|-------------|
| Total equity | 320,501,497 | 750,216,642 | (75,843,664) | 36,654,916 | (711,027,894) | 320,501,497 |
|--------------|-------------|-------------|--------------|------------|---------------|-------------|

Total  
liabilities and  
equity

|                |                |                |               |                  |                  |
|----------------|----------------|----------------|---------------|------------------|------------------|
| \$ 752,653,952 | \$ 779,662,804 | \$ 216,946,659 | \$ 58,951,173 | \$ (711,027,894) | \$ 1,097,186,694 |
|----------------|----------------|----------------|---------------|------------------|------------------|

**Table of Contents****Aviv Healthcare Properties Limited Partnership and Subsidiaries****Condensed Consolidating Statement of Operations and Comprehensive Income****For the Three Months Ended September 30, 2013****(unaudited)**

|   | <b>Issuers</b>   | <b>Unencumbered<br/>Subsidiary<br/>Guarantors</b> | <b>Encumbered<br/>Subsidiary<br/>Guarantors</b> | <b>Non-<br/>Guarantor<br/>Subsidiaries</b> | <b>Eliminations</b> | <b>Consolidated</b> |
|---|------------------|---|---|--|---------------------|---------------------|
| <b>Revenues</b>   |                  |   |   |  |                     |                     |
| Rental income   | \$               | \$ 22,002,562                                     | \$ 7,310,729                                    | \$ 2,379,364                               | \$                  | \$ 31,692,655       |
| Interest on secured<br>loans and financing<br>lease                   | 262,188          | 805,815   | 63,225  |  |                     | 1,131,228           |
| Interest and other<br>income  | 298              | 33,863  | 14,909  | 44   |                     | 49,114              |
| <b>Total revenues</b>   | <b>262,486</b>   | <b>22,842,240</b>                                 | <b>7,388,863</b>                                | <b>2,379,408</b>                           |                     | <b>32,872,997</b>   |
| <b>Expenses</b>   |                  |   |   |  |                     |                     |
| Interest expense  | 8,009,655        |   | 1,236,207                                       | 141,224                                    |                     | 9,387,086           |
| Depreciation and<br>amortization                                      | 1,728            | 6,206,478   | 1,466,929                                       | 626,735                                    |                     | 8,301,870           |
| General and<br>administrative   | 1,391,347        | 41,536  | 2,583,499                                       | 24,153                                     |                     | 4,040,535           |
| Transaction costs   | 536,221          | 144,098   | 2,746   | 353,396                                    |                     | 1,036,461           |
| Loss on impairment<br>of assets                                       |                  |   |   |  |                     |                     |
| Reserve for<br>uncollectible secured<br>loan and other<br>receivables |                  |   | 26,740  |  |                     | 26,740              |
| Gain on sale of<br>assets, net  |                  | 13,378  |   |  |                     | 13,378              |
| Loss on<br>extinguishment of<br>debt                                  |                  |   |   |  |                     |                     |
| Other expenses  |                  |   |   |  |                     |                     |
| <b>Total expenses</b>   | <b>9,938,951</b> | <b>6,405,490</b>                                  | <b>5,316,121</b>                                | <b>1,145,508</b>                           |                     | <b>22,806,070</b>   |
| (Loss) income from<br>continuing operations                           | (9,676,465)      | 16,436,750  | 2,072,742                                       | 1,233,900                                  |                     | \$ 10,066,927       |
| Discontinued<br>operations  |                  |   |   |  |                     |                     |

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|   |               |               |              |              |                 |               |
|---|---------------|---------------|--------------|--------------|-----------------|---------------|
| Net (loss) income                                 | (9,676,465)   | 16,436,750    | 2,072,742    | 1,233,900    |                 | \$ 10,066,927 |
| Equity in income<br>(loss) of subsidiaries        | 19,743,392    |               |              |              | (19,743,392)    |               |
| Net (loss) income<br>allocable to common<br>units | \$ 10,066,927 | \$ 16,436,750 | \$ 2,072,742 | \$ 1,233,900 | \$ (19,743,392) | \$ 10,066,927 |

**Table of Contents****Aviv Healthcare Properties Limited Partnership and Subsidiaries****Condensed Consolidating Statement of Operations and Comprehensive Income****For the Three Months Ended September 30, 2012****(unaudited)**

|   | <b>Issuers</b>    | <b>Unencumbered<br/>Subsidiary<br/>Guarantors</b> | <b>Encumbered<br/>Subsidiary<br/>Guarantors</b> | <b>Non-<br/>Guarantor<br/>Subsidiaries</b> | <b>Eliminations</b> | <b>Consolidated</b> |
|---|-------------------|---|---|--|---------------------|---------------------|
| <b>Revenues</b>   |                   |   |   |  |                     |                     |
| Rental income   | \$                | \$ 22,266,480                                     | \$ 7,101,910                                    | \$ 985,883                                 | \$                  | \$ 30,354,273       |
| Interest on secured<br>loans and financing<br>lease                   | 67,493            | 707,884   | 84,951  |  |                     | 860,328             |
| Interest and other<br>income  | 197               | 897,731   | 160,607   | 45   |                     | 1,058,580           |
| <b>Total revenues</b>   | <b>67,690</b>     | <b>23,872,095</b>                                 | <b>7,347,468</b>                                | <b>985,928</b>                             |                     | <b>32,273,181</b>   |
| <b>Expenses</b>   |                   |   |   |  |                     |                     |
| Interest expense  | 8,017,628         |   | 4,653,667                                       | 234,473                                    |                     | 12,905,768          |
| Depreciation and<br>amortization                                      |                   | 5,246,017   | 1,406,502                                       | 241,493                                    |                     | 6,894,012           |
| General and<br>administrative   | 1,340,358         | 63,662  | 2,522,663                                       | 21,256                                     |                     | 3,947,939           |
| Transaction costs   | 712,632           | 304,681   | 83,715  | 185,397                                    |                     | 1,286,425           |
| Loss on impairment of<br>assets                                       |                   | 1,766,873   |   |  |                     | 1,766,873           |
| Reserve for<br>uncollectible secured<br>loan and other<br>receivables | 2,833,419         | 725,112   | 46,099  |  |                     | 3,604,630           |
| Gain on sale of assets,<br>net  |                   |   |   |  |                     |                     |
| Loss on<br>extinguishment of<br>debt                                  |                   |   |   |  |                     |                     |
| Other expenses  |                   |   | 100,088   |  |                     | 100,088             |
| <b>Total expenses</b>   | <b>12,904,037</b> | <b>8,106,345</b>                                  | <b>8,812,734</b>                                | <b>682,619</b>                             |                     | <b>30,505,735</b>   |
| (Loss) income from<br>continuing operations                           | (12,836,347)      | 15,765,750  | (1,465,266)                                     | 303,309                                    |                     | 1,767,446           |
| Discontinued<br>operations  |                   |   |   |  |                     |                     |

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|   |              |               |                |            |                 |              |
|---|--------------|---------------|----------------|------------|-----------------|--------------|
| Net (loss) income                                 | (12,836,347) | 15,765,750    | (1,465,266)    | 303,309    |                 | 1,767,446    |
| Equity in income<br>(loss) of subsidiaries        | 14,603,793   |               |                |            | (14,603,793)    |              |
| Net income (loss)<br>allocable to common<br>units | \$ 1,767,446 | \$ 15,765,750 | \$ (1,465,266) | \$ 303,309 | \$ (14,603,793) | \$ 1,767,446 |
| Unrealized loss on<br>derivative instruments      |              |               | (39,482)       |            |                 | (39,482)     |
| Total comprehensive<br>income (loss)              | \$ 1,767,446 | \$ 15,765,750 | \$ (1,504,748) | \$ 303,309 | \$ (14,603,793) | \$ 1,727,964 |



**Table of Contents****Aviv Healthcare Properties Limited Partnership and Subsidiaries****Condensed Consolidating Statement of Operations and Comprehensive Income****For the Nine Months Ended September 30, 2013****(unaudited)**

|   | <b>Issuers</b>    | <b>Unencumbered<br/>Subsidiary<br/>Guarantors</b> | <b>Encumbered<br/>Subsidiary<br/>Guarantors</b> | <b>Non-<br/>Guarantor<br/>Subsidiaries</b> | <b>Eliminations</b> | <b>Consolidated</b> |
|---|-------------------|---|---|--|---------------------|---------------------|
| <b>Revenues</b>   |                   |   |   |  |                     |                     |
| Rental income   | \$                | \$ 71,569,754                                     | \$ 21,875,723                                   | \$ 5,760,824                               | \$                  | \$ 99,206,301       |
| Interest on secured<br>loans and financing<br>lease                   | 835,987           | 2,209,209   | 227,145   |  |                     | 3,272,341           |
| Interest and other<br>income  | 4,625             | 107,112   | 16,163  | 127  |                     | 128,027             |
| <b>Total revenues</b>   | <b>840,612</b>    | <b>73,886,075</b>                                 | <b>22,119,031</b>                               | <b>5,760,951</b>                           |                     | <b>102,606,669</b>  |
| <b>Expenses</b>   |                   |   |   |  |                     |                     |
| Interest expense  | 24,025,372        |   | 7,451,581                                       | 638,186                                    |                     | 32,115,139          |
| Depreciation and<br>amortization                                      | 4,416             | 18,562,532  | 4,361,461                                       | 1,470,925                                  |                     | 24,399,334          |
| General and<br>administrative   | 13,712,642        | 151,353   | 7,521,095                                       | 87,845                                     |                     | 21,472,935          |
| Transaction costs   | 717,918           | 378,482   | 3,795   | 482,989                                    |                     | 1,583,184           |
| Loss on impairment<br>of assets                                       |                   |   |   |  |                     |                     |
| Reserve for<br>uncollectible<br>secured loan and<br>other receivables | (9,594)           | (10,557)  | 76,672  |  |                     | 56,521              |
| Gain on sale of<br>assets, net  |                   | (25,799)  |   |  |                     | (25,799)            |
| Loss on<br>extinguishment of<br>debt                                  |                   |   | 10,974,196                                      |  |                     | 10,974,196          |
| Other expenses  |                   |   |   |  |                     |                     |
| <b>Total expenses</b>   | <b>38,450,754</b> | <b>19,056,011</b>                                 | <b>30,388,800</b>                               | <b>2,679,945</b>                           |                     | <b>90,575,510</b>   |
| (Loss) income from<br>continuing<br>operations                        | (37,610,142)      | 54,830,064  | (8,269,769)                                     | 3,081,006                                  |                     | 12,031,159          |

Discontinued  
operations

|                   |              |            |             |           |  |            |
|-------------------|--------------|------------|-------------|-----------|--|------------|
| Net (loss) income | (37,610,142) | 54,830,064 | (8,269,769) | 3,081,006 |  | 12,031,159 |
|-------------------|--------------|------------|-------------|-----------|--|------------|

Equity in income  
(loss) of  
subsidiaries

|            |  |  |  |              |  |  |
|------------|--|--|--|--------------|--|--|
| 49,641,301 |  |  |  | (49,641,301) |  |  |
|------------|--|--|--|--------------|--|--|

Net (loss) income  
allocable to  
common units

|               |               |                |              |                 |               |
|---------------|---------------|----------------|--------------|-----------------|---------------|
| \$ 12,031,159 | \$ 54,830,064 | \$ (8,269,769) | \$ 3,081,006 | \$ (49,641,301) | \$ 12,031,159 |
|---------------|---------------|----------------|--------------|-----------------|---------------|

**Table of Contents****Aviv Healthcare Properties Limited Partnership and Subsidiaries****Condensed Consolidating Statement of Operations and Comprehensive Income****For the Nine Months Ended September 30, 2012****(unaudited)**

|   | <b>Issuers</b>    | <b>Unencumbered<br/>Subsidiary<br/>Guarantors</b> | <b>Encumbered<br/>Subsidiary<br/>Guarantors</b> | <b>Non-<br/>Guarantor<br/>Subsidiaries</b> | <b>Eliminations</b> | <b>Consolidated</b> |
|---|-------------------|---|---|--|---------------------|---------------------|
| <b>Revenues</b>   |                   |   |   |  |                     |                     |
| Rental income   | \$                | \$ 66,555,976                                     | \$ 21,378,812                                   | \$ 1,749,070                               | \$                  | \$ 89,683,858       |
| Interest on secured<br>loans and financing<br>lease                   | 1,145,686         | 2,139,353   | 258,603   |  |                     | 3,543,642           |
| Interest and other<br>income  | 3,480             | 961,690   | 161,675   | 45   |                     | 1,126,890           |
| <b>Total revenues</b>   | <b>1,149,166</b>  | <b>69,657,019</b>                                 | <b>21,799,090</b>                               | <b>1,749,115</b>                           |                     | <b>94,354,390</b>   |
| <b>Expenses</b>   |                   |   |   |  |                     |                     |
| Interest expense  | 22,092,838        |   | 15,112,392                                      | 488,367                                    |                     | 37,693,597          |
| Depreciation and<br>amortization                                      |                   | 15,062,942  | 4,171,220                                       | 436,871                                    |                     | 19,671,033          |
| General and<br>administrative   | 4,085,197         | 231,986   | 7,059,047                                       | 29,884                                     |                     | 11,406,114          |
| Transaction costs   | 1,722,927         | 1,290,141   | 272,672   | 221,317                                    |                     | 3,507,057           |
| Loss on impairment of<br>assets                                       |                   | 6,145,731   |   |  |                     | 6,145,731           |
| Reserve for<br>uncollectible secured<br>loan and other<br>receivables | 6,308,408         | 2,384,127   | 128,402   |  |                     | 8,820,937           |
| Gain on sale of assets,<br>net  |                   |   |   |  |                     |                     |
| Loss on<br>extinguishment of debt                                     |                   |   |   |  |                     |                     |
| Other expenses  |                   |   | 300,265   |  |                     | 300,265             |
| <b>Total expenses</b>   | <b>34,209,370</b> | <b>25,114,927</b>                                 | <b>27,043,998</b>                               | <b>1,176,439</b>                           |                     | <b>87,544,734</b>   |
| (Loss) income from<br>continuing operations                           | (33,060,204)      | 44,542,092  | (5,244,908)                                     | 572,676                                    |                     | 6,809,656           |
| Discontinued<br>operations  |                   | 331,589   | 4,255,103                                       |  |                     | 4,586,692           |

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|   |               |               |                |            |                 |               |
|---|---------------|---------------|----------------|------------|-----------------|---------------|
| Net (loss) income                                 | (33,060,204)  | 44,873,681    | (989,805)      | 572,676    |                 | 11,396,348    |
| Equity in income<br>(loss) of subsidiaries        | 44,456,552    |               |                |            | (44,456,552)    |               |
| Net income (loss)<br>allocable to common<br>units | \$ 11,396,348 | \$ 44,873,681 | \$ (989,805)   | \$ 572,676 | \$ (44,456,552) | \$ 11,396,348 |
| Unrealized loss on<br>derivative instruments      |               |               | (820,974)      |            |                 | (820,974)     |
| Total comprehensive<br>income (loss)              | \$ 11,396,348 | \$ 44,873,681 | \$ (1,810,779) | \$ 572,676 | \$ (44,456,552) | \$ 10,575,374 |

**Table of Contents****Aviv Healthcare Properties Limited Partnership and Subsidiaries****Condensed Consolidating Statement of Cash Flows****For the Nine Months Ended September 30, 2013****(unaudited)**

|   | <b>Issuers</b>   | <b>Unencumbered<br/>Subsidiary<br/>Guarantors</b> | <b>Encumbered<br/>Subsidiary<br/>Guarantors</b> | <b>Non-<br/>Guarantor<br/>Subsidiaries</b> | <b>Elimination</b> | <b>Consolidated</b> |
|---|------------------|---|---|--|--------------------|---------------------|
| Net cash (used in) provided by operating activities | \$ (220,414,791) | \$ 15,720,931                                     | \$ 195,716,059                                  | \$ 51,073,920                              | \$                 | \$ 42,096,119       |
| Investing activities                                |                  |   |   |  |                    |                     |
| Purchase of real estate investments                 |                  |   |   | (40,476,000)                               |                    | (40,476,000)        |
| Sale of real estate investments                     |                  | 4,842,219   |   |  |                    | 4,842,219           |
| Capital improvements                                | (6,017)          | (8,265,292)                                       | (1,026,374)                                     | (611,304)                                  |                    | (9,908,987)         |
| Development projects                                |                  | (9,970,369)                                       | (50,777)  | (1,958,822)                                |                    | (11,979,968)        |
| Secured loan receivables received from others       | 2,041,110        | 917,053   | 263,543   |  |                    | 3,221,706           |
| Secured loan receivables funded to others           | (369,864)        | (2,181,815)                                       | (155,704)                                       |  |                    | (2,707,383)         |
| Net cash provided by (used in) investing activities | 1,665,229        | (14,658,204)                                      | (969,312)                                       | (43,046,126)                               |                    | (57,008,413)        |
| Financing activities                                |                  |   |   |  |                    |                     |
| Borrowings of debt                                  |                  |   | 160,000,000                                     |  |                    | 160,000,000         |
| Repayment of debt                                   |                  |   | (345,506,139)                                   | (7,696,437)                                |                    | (353,202,576)       |
| Payment of financing costs                          |                  |   | (5,288,856)                                     | (975)                                      |                    | (5,289,831)         |
| Payment for swap termination                        |                  |   | (3,606,000)                                     |  |                    | (3,606,000)         |
| Capital contributions                               | 425,175          |   |   |  |                    | 425,175             |
| Initial public offering proceeds                    | 303,600,000      |   |   |  |                    | 303,600,000         |
| Cost of raising capital                             | (25,379,370)     |   |   |  |                    | (25,379,370)        |
| Cash distributions to partners                      | (65,183,348)     |   |   |  |                    | (65,183,348)        |
| Net cash provided by (used in) financing activities | 213,462,457      |   | (194,400,995)                                   | (7,697,412)                                |                    | 11,364,050          |

|  |               |              |            |            |               |
|--|---------------|--------------|------------|------------|---------------|
| Net increase (decrease)<br>in cash and cash<br>equivalents | (5,287,105)   | 1,062,727    | 345,752    | 330,382    | (3,548,244)   |
| Cash and cash<br>equivalents:                              |               |              |            |            |               |
| Beginning of period  | 16,869,495    | (1,746,141)  | (68,241)   | 479,260    | 15,534,373    |
| End of period  | \$ 11,582,390 | \$ (683,414) | \$ 277,511 | \$ 809,642 | \$ 11,986,129 |

**Table of Contents****Aviv Healthcare Properties Limited Partnership and Subsidiaries****Condensed Consolidating Statement of Cash Flows****For the Nine Months Ended September 30, 2012****(unaudited)**

|   | <b>Issuers</b>   | <b>Unencumbered<br/>Subsidiary<br/>Guarantors</b> | <b>Encumbered<br/>Subsidiary<br/>Guarantors</b> | <b>Non-<br/>Guarantor<br/>Subsidiaries</b> | <b>Elimination</b> | <b>Consolidated</b> |
|---|------------------|---|---|--|--------------------|---------------------|
| Net cash (used in) provided by operating activities | \$ (162,379,790) | \$ 120,276,229                                    | \$ 47,092,542                                   | \$ 18,520,303                              | \$                 | \$ 23,509,284       |
| Investing activities                                |                  |   |   |  |                    |                     |
| Purchase of real estate investments                 |                  | (109,096,000)                                     | (4,800,000)                                     | (20,102,037)                               |                    | (133,998,037)       |
| Sale of real estate investments                     |                  | 13,806,873  | 16,735,771                                      |  |                    | 30,542,644          |
| Capital improvements                                |                  | (6,558,918)                                       | (3,899,282)                                     |  |                    | (10,458,200)        |
| Development projects                                |                  | (19,290,782)                                      | (1,508,405)                                     | (439,270)                                  |                    | (21,238,457)        |
| Secured loan receivables received from others       | 6,927,817        | 7,503,968   | 365,553   |  |                    | 14,797,338          |
| Secured loan receivables funded to others           | (11,837,391)     | (4,985,514)                                       | (323,181)                                       |  |                    | (17,146,086)        |
| Net cash (used in) provided by investing activities | (4,909,574)      | (118,620,373)                                     | 6,570,456                                       | (20,541,307)                               |                    | (137,500,798)       |
| Financing activities                                |                  |   |   |  |                    |                     |
| Borrowings of debt                                  | 101,000,000      |   | 121,224,200                                     | 2,536,894                                  |                    | 224,761,094         |
| Repayment of debt                                   |                  |   | (172,099,230)                                   | (112,243)                                  |                    | (172,211,473)       |
| Payment of financing costs                          | (2,562,303)      |   | (2,581,092)                                     |  |                    | (5,143,395)         |
| Capital contributions                               | 109,000,000      |   |   |  |                    | 109,000,000         |
| Deferred contributions                              | (35,000,000)     |   |   |  |                    | (35,000,000)        |
| Cash distributions to partners                      | (33,755,298)     |   |   |  |                    | (33,755,298)        |
| Net cash provided by (used in) financing activities | 138,682,399      |   | (53,456,122)                                    | 2,424,651                                  |                    | 87,650,928          |
|   | (28,606,965)     | 1,655,856   | 206,876   | 403,647                                    |                    | (26,340,586)        |

Net increase (decrease)  
in cash and cash  
equivalents

Cash and cash  
equivalents:

|                     |               |                |             |            |               |
|---------------------|---------------|----------------|-------------|------------|---------------|
| Beginning of period | 42,354,896    | (2,874,571)    | (229,833)   | (46,765)   | 39,203,727    |
| End of period       | \$ 13,747,931 | \$ (1,218,715) | \$ (22,957) | \$ 356,882 | \$ 12,863,141 |



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**Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

The following discussion should be read in conjunction with the consolidated financial statements and notes thereto appearing in Part I, Item 1, Financial Statements.

**Forward-Looking Statements**

The information presented herein includes forward-looking statements. Forward-looking statements provide our current expectations or forecasts of future events. Forward-looking statements include statements about our expectations, beliefs, intentions, plans, objectives, goals, strategies, future events, performance and underlying assumptions and other statements that are not historical facts. Examples of forward-looking statements include all statements regarding our expected future financial position, results of operations, cash flows, liquidity, financing plans, business strategy, projected growth opportunities and potential acquisitions, plans and objectives of management for future operations, and compliance with and changes in governmental regulations. You can identify forward-looking statements by their use of forward-looking words, such as may, will, anticipates, expect, believe, estimate, intend, plan, should, seek or comparable terms, or the negative use of those words, but the absence of those words does not necessarily mean that a statement is not forward-looking.

These forward-looking statements are made based on our current expectations and beliefs concerning future events affecting us and are subject to uncertainties and factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control, that could cause our actual results to differ materially from those matters expressed in or implied by these forward-looking statements. Important factors that could cause actual results to differ materially from our expectations include those disclosed under Risk Factors in our Annual Report on Form 10-K, as updated by our Quarterly Reports on Form 10-Q, and elsewhere in filings made by us with the Securities and Exchange Commission (the SEC). There may be additional risks of which we are presently unaware or that we currently deem immaterial. Forward-looking statements are not guarantees of future performance. Except as required by law, we do not undertake any responsibility to release publicly any revisions to these forward-looking statements to take into account events or circumstances that occur after the date as of which such statements are made or to update you on the occurrence of any unanticipated events which may cause actual results to differ from those expressed or implied by the forward-looking statements contained herein.

**Overview**

We are a self-administered REIT specializing in the ownership of post-acute and long-term care skilled nursing facilities, or SNFs. We have been in the business of investing in SNFs for over 30 years, including through our predecessors. Our properties are leased through triple-net leases to third-party operators who have responsibility for the operation of the facilities. We receive a cash rental stream from these operators under our leases. Our management team has an extensive track record and knowledge of healthcare real estate. We believe that we own one of the largest and highest-quality SNF portfolios in the United States. As of September 30, 2013, our portfolio consisted of 263 properties in 29 states leased to 36 operators who represent many of the largest and most experienced operators in the industry. We have a geographically diversified portfolio, with no state representing more than 18.3% of our contractual rent as of September 30, 2013. Our properties are leased to a diversified group of operators, with no single operator representing more than 15.7% of our contractual rent as of September 30, 2013.

As a result of our many years of industry experience and excellent reputation in the industry, we have developed strong relationships with, and triple-net lease our properties to, many of the largest and most experienced operators in the United States. We cultivate long-term relationships with our operators and, as of September 30, 2013, 80.0% of

our properties are leased to operators with whom we have had a relationship for at least five years, and many of our properties are leased to operators with whom we have had a relationship for at least ten years. We believe we will continue to access potential new investment opportunities as a result of our relationships with existing operators and our network of other market-leading operators.

We structure our triple-net leases to generate attractive returns on a long-term basis. Under our triple-net leases, our operators are responsible for all operating costs and expenses related to the property, including maintenance and repair obligations and other capital expenditures. Our leases typically have initial terms of 10 years or more and include annual rent escalators of approximately 2%. We often enter into lease extensions during the term of the lease in connection with additional acquisitions, reinvestment projects and other opportunities that arise. Leases representing 99.3% of our contractual rent as of September 30, 2013 are supported by personal and/or corporate guarantees and 88.5% represent master leases or leases with cross-default provisions, and these provisions provide us with significant credit support for our rents. Our leases also typically require security deposits of several months' rent. As of September 30, 2013, only 9.0% of our leases were scheduled to expire before 2018.

We finance investments through borrowings under our credit facilities, unsecured senior notes, issuances of equity securities, project-specific first mortgages or a combination of these methods. We compete with other public and private companies who provide lease and/or mortgage financing to operators of a variety of different types of healthcare properties. While the overall landscape for healthcare finance is competitive, we are disciplined and selective about the investments we make and have a strong track record of identifying qualified operators and attractive markets in which to invest. We have built a high-quality and strategically-diversified portfolio of operators and properties.

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### **Factors Affecting Our Business and the Business of Our Operators**

The continued success of our business is dependent on a number of macroeconomic and industry trends. Many of these trends will influence our ongoing ability to find suitable investment properties while other factors will impact our operators' ability to conduct their operations profitably and meet their obligations to us.

#### *Industry Trends*

One of the primary trends affecting our business is the long-term increase in the average age of the U.S. population. This increase in life expectancy is expected to be a primary driver for growth in the healthcare and SNF industry. We believe this demographic trend is resulting in an increased demand for services provided to the elderly. We believe that the low cost healthcare setting of a SNF will benefit our operators and facilities in relation to higher-cost healthcare providers. We believe that these trends will support a growing demand for the services provided by SNF operators, which in turn will support a growing demand for our properties.

The growth in demand for services provided to the elderly has resulted in an increase in healthcare spending. The Centers for Medicare and Medicaid Services, or CMS, and the Office of the Actuary forecast that U.S. healthcare expenditures will increase from approximately \$2.7 trillion in 2011 to approximately \$4.8 trillion in 2021. Furthermore, according to CMS, national expenditures for SNFs are expected to grow from approximately \$151 billion in 2011 to approximately \$255 billion in 2021, representing a compound annual growth rate, or CAGR, of 5.4%. On July 31, 2013, CMS issued its final rule for fiscal year 2014 Medicare payment rates for SNFs. Based on the changes contained in the final rule, CMS estimates that total Medicare payments to SNFs will increase by \$470 million, or 1.3%, for fiscal year 2014, which begins on October 1, 2013.

#### *Liquidity and Access to Capital*

Our single largest cost is the interest expense we incur on our debt obligations. In order to continue to expand and optimize our capital to expand our portfolio, we rely on access to the capital markets on an ongoing basis. We seek to balance this goal against maintaining ready access to funds to make investments at the time opportunities arise. We have extensive experience in and a successful track record of raising debt and equity capital over the past 30 years.

Our indebtedness outstanding is comprised principally of unsecured obligations under the Senior Notes and borrowings under our Revolving Credit Facility. Substantially all of such indebtedness is scheduled to mature in 2016 or thereafter.

#### *Factors Affecting Our Operators' Profitability*

Our revenues are derived from rents we receive from triple-net leases with our operators. Certain economic factors present both opportunities and risks to our operators and, therefore, influence their ability to meet their obligations to us. Our operators' revenues are largely derived from third-party sources. Therefore, we indirectly rely on these same third-party sources to obtain our rents. The majority of these third-party payments come from the federal Medicare program and state Medicaid programs. Our operators also receive payments from other third-party sources, such as private insurance companies or private-pay residents, but these payments typically represent a small portion of our operators' revenues. The sources and amounts of our operators' revenues are determined by a number of factors, including licensed bed capacity, occupancy rates, the healthcare needs of residents and the rate of reimbursement. Changes in the profile of the residents as well as the mix among payor types, including private pay, Medicare and Medicaid, may significantly affect our operators' profitability and, in turn, their ability to meet their obligations to us. Managing, billing and successfully collecting third-party payments is a relatively complex activity that requires

significant experience and is critical to the successful operation of a SNF. We believe the quality mix of our portfolio and resulting reimbursement rates have remained relatively stable over recent years. In addition, our portfolio occupancy has remained stable over recent years, though we have seen an increase in recent quarters as certain operators have strategically focused on taking beds out of use in order to enhance the privacy of the resident's rooms and drive overall revenue. As a result of these relatively stable underlying metrics and the recent acquisitions of strongly performing facilities and divestitures of lower performing facilities, we have experienced a gradual increase in our EBITDARM and EBITDAR coverages in recent years.

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**Results of Operations**

The following is a discussion of the consolidated results of operations, financial position and liquidity and capital resources of Aviv REIT.

***Three and Nine Months Ended September 30, 2013 Compared to Three and Nine Months Ended September 30, 2012***

*Revenues*

Revenues increased \$0.6 million or 1.9% from \$32.3 million for the three months ended September 30, 2012 to \$32.9 million for the same period in 2013. The increase in revenue generally resulted from the additional rent associated with the acquisitions and investments made during 2012 and 2013 and the factors set forth below.

Revenues increased \$8.2 million or 8.7% from \$94.4 million for the nine months ended September 30, 2012 to \$102.6 million for the same period in 2013. The increase in revenue generally resulted from the additional rent associated with the acquisitions and investments made during 2012 and 2013 and the factors set forth below.

Detailed changes in revenues for the three and nine months ended September 30, 2013 compared to the same periods in 2012 were as follows:

Rental income increased \$1.3 million or 4.4% from \$30.4 million for the three months ended September 30, 2012 to \$31.7 million for the same period in 2013. The increase is primarily due to the additional rent of approximately \$2.6 million associated with the acquisitions and investments made during 2012 and 2013 offset by a net \$2.1 million decrease in rental income primarily due to non-recurring write-offs of straight-line rental income related to properties that transitioned operators in 2013.

Rental income increased \$9.5 million or 10.6% from \$89.7 million for the nine months ended September 30, 2012 to \$99.2 million for the same period in 2013. The increase is primarily due to the additional rent of approximately \$10.1 million associated with the acquisitions and investments made during 2012 and 2013 offset by a net \$1.7 million decrease in rental income primarily due to non-recurring write-offs of straight-line rental income related to properties that transitioned operators in 2013.

Interest on secured loans increased \$0.2 million or 31.5% from \$0.9 million for the three months ended September 30, 2012 to \$1.1 million for the same period in 2013. The increase is primarily due to more interest earned on a loan to one operator in 2013 compared to 2012 as the loan was fully funded in the second quarter of 2013.

Interest on secured loans remained materially consistent for the nine months ended September 30, 2012 compared to the same period in 2013.

Interest and other income decreased \$1.0 million or 95.4% from \$1.1 million for the three months ended September 30, 2012 to \$49,000 for the same period in 2013. The decrease is primarily due to

non-recurring termination fee income and reimbursements of fees that occurred in 2012.

Interest and other income decreased \$1.0 million or 88.6% from \$1.1 million for the nine months ended September 30, 2012 to \$0.1 million for the same period in 2013. The decrease is primarily due to non-recurring termination fee income and reimbursements of fees that occurred in 2012.

*Expenses*

Expenses decreased \$7.7 million or 25.2% from \$30.5 million for the three months ended September 30, 2012 to \$22.8 million for the same period in 2013. This decrease was primarily due to a decrease of \$3.5 million in interest expense, \$1.8 million in loss on impairment in the current period and a \$3.6 million in reserve for uncollectible loan and other receivables offset by an increase of \$1.4 million in depreciation and amortization expense.

Expenses increased \$3.0 million or 3.5% from \$87.5 million for the nine months ended September 30, 2012 to \$90.5 million for the same period in 2013. This increase was primarily due to an increase of \$11.0 million in loss on extinguishment of debt and \$10.1 million in general and administrative expense in the current period offset by a decrease of \$8.8 million in reserve for uncollectible loans and other receivables, \$5.6 million in interest expense, and \$6.1 million in loss on impairment.

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Detailed changes in expenses for the three and nine months ended September 30, 2013 compared to the same periods in 2012 were as follows:

Interest expense decreased \$3.5 million or 27.3% from \$12.9 million for the three months ended September 30, 2012 to \$9.4 million for the same period in 2013. The majority of the decrease was due to a decrease in mortgage interest expense due to the pay down of the debt in connection with the IPO offset by an increase in interest expense related to the Revolving Credit Facility, which was obtained in connection with the IPO.

Interest expense decreased \$5.6 million or 14.8% from \$37.7 million for the nine months ended September 30, 2012 to \$32.1 million for the same period in 2013. The majority of the decrease was due to a decrease in mortgage interest expense due to the pay down of the debt in connection with the IPO offset by an increase in interest expense related to a full year of interest associated with the 2019 Notes and the interest related to the Revolving Credit Facility, which was obtained in connection with the IPO.

Depreciation and amortization expense increased \$1.4 million or 20.4% from \$6.9 million for the three months ended September 30, 2012 to \$8.3 million for the same period in 2013. The increase was a result of an increase in depreciation expense associated with newly acquired facilities during 2012 and 2013.

Depreciation and amortization expense increased \$4.7 million or 24.0% from \$19.7 million for the nine months ended September 30, 2012 to \$24.4 million for the same period in 2013. The increase was a result of an increase in depreciation expense associated with newly acquired facilities during 2012 and 2013.

General and administrative expense remained materially consistent for the three months ended September 30, 2012 compared to the same period in 2013.

General and administrative expense increased \$10.1 million or 88.3% from \$11.4 million for the nine months ended September 30, 2012 to \$21.5 million for the same period in 2013. The increase was primarily due to \$9.2 million of performance and time based MIP option non-cash stock-based compensation that vested as a result of the IPO and \$1.0 million in salary expense due to new hires in late 2012 and early 2013.

Transaction costs decreased \$0.3 million or 19.4% from \$1.3 million for the three months ended September 30, 2012 to \$1.0 million for the same period in 2013. The decrease was primarily due to a decrease in activity related to acquisitions during the three months ended September 30, 2013.

Transaction costs decreased \$1.9 million or 54.9% from \$3.5 million for the nine months ended September 30, 2012 to \$1.6 million for the same period in 2013. The decrease was primarily due to a decrease in activity related to acquisitions during the nine months ended September 30, 2013.

Loss on impairment expense was \$0 for the three months ended September 30, 2013. Loss on impairment expense was \$1.8 million for the three months ended September 30, 2012, representing the

non-recurring loss on three facilities where a portion of the carrying value was not deemed recoverable.

Loss on impairment expense was \$0 for the nine months ended September 30, 2013. Loss on impairment expense was \$6.1 million for the nine months ended September 30, 2012, representing the non-recurring loss on six facilities where a portion of the carrying value was not deemed recoverable.

Reserve for uncollectible secured loan and other receivables decreased \$3.6 million or 99.3% from \$3.6 million for the three months ended September 30, 2012 to \$27,000 for the same period in 2013. The decrease was primarily due to the additional expense incurred in 2012 to reserve against outstanding loans and other receivable balances from five operators.

Reserve for uncollectible secured loan and other receivables decreased 8.8 million or 99.4% from \$8.8 million for the nine months ended September 30, 2012 to \$57,000 for the same period in 2013. The decrease was primarily due to the additional expense incurred in 2012 to reserve against outstanding loans and other receivable balances from five operators.

Gain on sale of assets, net remained materially consistent for the three months ended September 30, 2012 compared to the same period in 2013.

Gain on sale of assets, net remained materially consistent for the nine months ended September 30, 2012 compared to the same period in 2013.

Loss on extinguishment of debt was \$0 for the three months ended September 30, 2012 and 2013.

Loss on extinguishment of debt was \$0 for the nine months ended September 30, 2012 and \$11.0 million for the nine months ended September 30, 2013. The increase in the current period was due to the non-cash write-offs related to debt that was settled in conjunction with the IPO.

Other expenses were \$0.1 million for the three months ended September 30, 2012 and \$0 for the same period in 2013. Other expenses in the prior year period represented an earnout accretion expense that ended December 2012 with the final earnout payment.

Other expenses were \$0.3 million for the nine months ended September 30, 2012 and \$0 for the same period in 2013. Other expenses in the prior year period represented an earnout accretion expense that ended December 2012 with the final earnout payment.



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**Liquidity and Capital Resources**

We expect to meet our short-term liquidity requirements generally through net cash provided by operations, existing cash balances and, if necessary, short-term borrowings. We believe that the net cash provided by operations and availability under our Revolving Credit Facility will be adequate to fund our operating requirements, debt service and the payment of dividends in accordance with REIT requirements of the U.S. federal income tax laws for the next twelve months. We expect to meet our long-term liquidity requirements, such as scheduled debt maturities and property acquisitions, through long-term secured and unsecured borrowings, the issuance of additional equity securities or, in connection with acquisitions of additional properties, the issuance of units of the Partnership.

We intend to repay indebtedness incurred under our credit facilities from time to time, to provide capacity for acquisitions or otherwise, out of cash flow and from the proceeds of issuances of unsecured notes, additional equity interests and other securities. We intend to invest in additional properties and portfolios as suitable opportunities arise and adequate sources of financing are available. We are currently evaluating additional potential investments consistent with the normal course of our business. These potential investments are in various stages of evaluation with both existing and new operators and include acquisitions, development projects, income producing capital expenditures and other investment opportunities. There can be no assurance as to whether or when any portion of these investments will be completed. Our ability to complete investments is subject to a number of risks and variables, including our ability to negotiate mutually agreeable terms with the counterparties and our ability to finance the purchase price. We may not be successful in identifying and consummating suitable acquisitions or investment opportunities, which may impede our growth and negatively affect our results of operations and may result in the use of a significant amount of management resources. We expect that future investments in properties will depend on and will be financed by, in whole or in part, our existing cash, the proceeds from additional issuances of unsecured notes or common shares, issuance of OP Units of the Partnership, or other securities or borrowings (including under our Revolving Credit Facility).

*Indebtedness Outstanding*

Our indebtedness outstanding is comprised principally of borrowings under our Senior Notes and the Revolving Credit Facility. We had total indebtedness of approximately \$511.6 million (inclusive of our debt premium) outstanding as of September 30, 2013. In addition, we issued \$250 million of 2021 Notes in October 2013 and used approximately \$135.0 million of the net proceeds therefrom to repay the entire outstanding balance under our Revolving Credit Facility. Substantially all of such indebtedness is scheduled to mature in 2016 or thereafter.

As of September 30, 2013, we were in compliance with the financial covenants of our outstanding debt and lease agreements and the indenture governing our Senior Notes.

*7 3/4% Senior Notes due 2019*

In February 2011, April 2011, and March 2012, we, through Aviv Healthcare Properties Limited Partnership and Aviv Healthcare Capital Corporation (the Issuers), issued an aggregate of \$400 million of 7 3/4% Senior Notes due 2019 (the 2019 Notes), in a series of private placements. The Issuers subsequently conducted exchange offers in which all of the 2019 Notes issued in the aforementioned private placements were exchanged for freely tradable notes that have been registered under the Securities Act. The Issuers are majority owned subsidiaries of Aviv REIT. The obligations under the 2019 Notes are fully and unconditionally guaranteed, jointly and severally, on an unsecured basis, by Aviv REIT and certain of our existing and, subject to certain exceptions, future subsidiaries.

The 2019 Notes are unsecured senior obligations of the Issuers and will mature on February 15, 2019. The 2019 Notes bear interest at a rate of 7.75% per annum, payable semiannually to holders of record at the close of business on the February 1 or the August 1 immediately preceding the interest payment dates of February 15 and August 15 of each year. A premium of \$2.8 million and \$1.0 million was associated with the offering of the \$100 million of 2019 Notes in April 2011 and the \$100 million of 2019 Notes in March 2012, respectively. The premium will be amortized as an adjustment to the yield on the 2019 Notes over their term. The net proceeds from the offerings of the 2019 Notes were used to repay all outstanding indebtedness under our Acquisition Credit Line, partially repay indebtedness outstanding under our Term Loan and, together with proceeds from additional equity investments made by our stockholders, to fund pending investments.

The 2019 Notes are redeemable at the option of the Issuers, in whole or in part, at any time, and from time to time, on or after February 15, 2015, at the redemption prices set forth in the indenture governing the 2019 Notes, plus accrued and unpaid interest to the applicable redemption date. In addition, prior to February 15, 2015, the Issuers may redeem all or a portion of the 2019 Notes at a redemption price equal to 100% of the principal amount of the 2019 Notes redeemed, plus a make-whole premium, plus accrued and unpaid interest to the applicable redemption date. At any time, or from time to time, on or prior to February 15, 2014, the Issuers may redeem up to 35% of the principal amount of the 2019 Notes, using the proceeds of specific kinds of equity offerings, at a redemption price of 107.75% of the principal amount to be redeemed, plus accrued and unpaid interest, if any, to the applicable redemption date.

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The indenture governing the 2019 Notes contains restrictive covenants that, among other things, restrict the ability of Aviv REIT, the Issuers and their restricted subsidiaries to: (i) incur or guarantee additional indebtedness; (ii) incur or guarantee secured indebtedness; (iii) pay dividends or distributions on, or redeem or repurchase, their capital stock; (iv) make certain investments or other restricted payments; (v) sell assets; (vi) create liens on their assets; (vii) enter into transactions with affiliates; (viii) merge or consolidate or sell all or substantially all of their assets; and (ix) pay dividends or other amounts to Aviv REIT. The indenture governing the 2019 Notes also provides for customary events of default, including, but not limited to, the failure to make payments of interest or premium, if any, on, or principal of, the 2019 Notes, the failure to comply with certain covenants and agreements specified in the Indenture for a period of time after notice has been provided, the acceleration of other indebtedness resulting from the failure to pay principal on such other indebtedness prior to its maturity, and certain events of insolvency. If any event of default occurs, the principal of, premium, if any, and accrued interest on all the then outstanding 2019 Notes may become due and payable immediately.

*6% Senior Notes due 2021*

In October 2013, the Issuers issued \$250 million of 6% Senior Notes due 2021 (the 2021 Notes and, together with the 2019 Notes, the Senior Notes), in a private placement. The Issuers have agreed to conduct an exchange offer in which they will offer to exchange all of the 2021 Notes for freely tradable notes that will be registered under the Securities Act. The obligations under the 2021 Notes are fully and unconditionally guaranteed, jointly and severally, on an unsecured basis, by Aviv REIT and certain of our existing and, subject to certain exceptions, future subsidiaries.

The 2021 Notes are unsecured senior obligations of the Issuers and will mature on October 15, 2021. The 2021 Notes bear interest at a rate of 6% per annum, payable semiannually to holders of record at the close of business on the April 1 or the October 1 immediately preceding the interest payment dates of April 15 and October 15 of each year. A portion of the net proceeds from the offering of the 2021 Notes was used to repay all outstanding indebtedness under our Revolving Credit Facility.

The 2021 Notes are redeemable at the option of the Issuers, in whole or in part, at any time, and from time to time, on or after October 15, 2017, at the redemption prices set forth in the indenture governing the 2021 Notes, plus accrued and unpaid interest to the applicable redemption date. In addition, prior to October 15, 2017, the Issuers may redeem all or a portion of the 2021 Notes at a redemption price equal to 100% of the principal amount of the 2021 Notes redeemed, plus a make-whole premium, plus accrued and unpaid interest to the applicable redemption date. At any time, or from time to time, on or prior to October 15, 2016, the Issuers may redeem up to 35% of the principal amount of the 2021 Notes, using the proceeds of specific kinds of equity offerings, at a redemption price of 106% of the principal amount to be redeemed, plus accrued and unpaid interest, if any, to the applicable redemption date.

The indenture governing the 2021 Notes contains restrictive covenants that, among other things, restrict the ability of Aviv REIT, the Issuers and their restricted subsidiaries to: (i) incur or guarantee additional indebtedness; (ii) incur or guarantee secured indebtedness; (iii) pay dividends or distributions on, or redeem or repurchase, their capital stock; (iv) make certain investments or other restricted payments; (v) sell assets; (vi) create liens on their assets; (vii) enter into transactions with affiliates; (viii) merge or consolidate or sell all or substantially all of their assets; and (ix) pay dividends or other amounts to Aviv REIT. The indenture governing the 2019 Notes also provides for customary events of default, including, but not limited to, the failure to make payments of interest or premium, if any, on, or principal of, the 2019 Notes, the failure to comply with certain covenants and agreements specified in the Indenture for a period of time after notice has been provided, the acceleration of other indebtedness resulting from the failure to pay principal on such other indebtedness prior to its maturity, and certain events of insolvency. If any event of default occurs, the principal of, premium, if any, and accrued interest on all the then outstanding 2019 Notes may become due

and payable immediately.

*Revolving Credit Facility*

On March 26, 2013, we, through an indirectly-owned subsidiary, entered into a \$300 million secured revolving credit facility and a \$100 million secured delayed-draw term loan with Bank of America, N.A. (collectively, as amended from time to time, the *Revolving Credit Facility* ). On April 16, 2013, we converted the entire \$100 million term loan into a secured revolving credit facility, thereby terminating the term loan and any availability thereunder and increasing the amount available under the secured revolving credit facility from \$300 million to \$400 million. The *Revolving Credit Facility* also has an accordion feature that may allow us to increase the availability thereunder by an additional \$100 million to \$500 million. The *Revolving Credit Facility* had an outstanding balance of \$95.0 million as of September 30, 2013. Subsequent to September 30, 2013, we drew an additional \$40.0 million under the *Revolving Credit Facility*. We used approximately \$135.0 million of the net proceeds from the offering of the 2021 Notes to repay the entire outstanding balance under our *Revolving Credit Facility*.

On each payment date, we pay interest only in arrears on any outstanding principal balance of the *Revolving Credit Facility*. The *Revolving Credit Facility* bears interest at the rate of LIBOR plus a margin of 235 basis points to 300 basis points, depending on our leverage ratio, and the interest rate was 2.53% at September 30, 2013. The initial term of the *Revolving Credit Facility* expires on March 26, 2016 with a one-year extension option provided that certain conditions precedent are satisfied. The proceeds from the *Revolving Credit Facility* are available for general corporate purposes.

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The amount available for us to borrow under the Revolving Credit Facility is subject to the lesser of the aggregate mortgage ability amount for each of the properties that form the borrowing base of the facility and the aggregate collateral value amount of the borrowing base assets. The Revolving Credit Facility may be repaid from time to time at our option, and amounts repaid under the Revolving Credit Facility may be redrawn. An unused fee equal to 50 basis points of the unused balance on the Revolving Credit Facility is due quarterly.

Our ability to borrow under the Revolving Credit Facility is subject to our ongoing compliance with a number of customary restrictive covenants, including:

a leverage ratio (defined as consolidated total indebtedness to total asset value) of less than 60%,

a minimum fixed charge coverage ratio (defined as consolidated earnings before interest, taxes, depreciation and amortization to consolidated fixed charges) of 1.50:1.00,

a minimum tangible net worth equal to at least \$350.0 million plus 80% of the net proceeds of any additional equity issuances, and

a minimum rent coverage ratio of greater than or equal to 1.30:1.00.

Under the Revolving Credit Facility, our distributions may not exceed the greater of (i) 95% of our Adjusted Funds From Operations or (ii) the amount required for us to qualify and maintain our status as a REIT. If a default or event of default occurs and is continuing, we may be precluded from making certain distributions.

We and certain of our subsidiaries guarantee the obligations under the Revolving Credit Facility and certain of our subsidiaries have pledged specified assets (including real property), stock and other interests as collateral for the obligations.

### *Other Loans*

In November 2010, an indirectly-owned subsidiary entered into two acquisition loan agreements on the same terms that provided for borrowings of \$7.8 million. Principal and interest payments are due monthly beginning on December 1, 2010 through the maturity date of December 1, 2015. Interest is a fixed rate of 6.00%. These loans are secured by a skilled nursing facility controlled by such subsidiary. These acquisition loans were paid off in full on May 15, 2013.

In June 2012, an indirectly-owned subsidiary assumed a HUD loan with a balance of approximately \$11.5 million. Interest is a fixed rate of 5.00%. The loan originated in November 2009 with a maturity date of October 1, 2044, and is based on a 35-year amortization schedule. A premium of \$2.5 million was associated with the assumption of debt and will be amortized as an adjustment to interest expense on the HUD loan over its term. As of September 30, 2013, the balance of such loan was \$11.3 million (excluding \$2.4 million of net debt premium balance).

The following table shows the amounts due in connection with the contractual obligations described above (including future interest payments) on a pro forma basis assuming the offering of the 2021 Notes and the application of the net proceeds therefrom had occurred as of September 30, 2013:

|   | <b>Payments Due by Period</b> |                  |                  |                                  | <b>Total</b>      |
|---|-------------------------------|------------------|------------------|----------------------------------|-------------------|
|   | <b>Less than<br/>1 Year</b>   | <b>1-3 Years</b> | <b>3-5 Years</b> | <b>More<br/>than<br/>5 Years</b> |                   |
|   | <b>(in thousands)</b>         |                  |                  |                                  |                   |
| Revolving credit facility and other notes payable | \$ 716                        | \$ 1,431         | \$ 1,431         | \$ 18,664                        | \$ 22,242         |
| 6% Senior Notes due 2021 (1)                      | 15,000                        | 30,000           | 30,000           | 295,000                          | 370,000           |
| 7 3/4% Senior Notes due 2019 (2)                  | 31,000                        | 62,000           | 62,000           | 412,917                          | 567,917           |
| <b>Total</b>                                      | <b>\$ 46,716</b>              | <b>\$ 93,431</b> | <b>\$ 93,431</b> | <b>\$ 726,581</b>                | <b>\$ 960,159</b> |

- (1) Reflects \$250 million outstanding of our 6% Senior Notes due 2021.  
(2) Reflects \$400 million outstanding of our 7 3/4% Senior Notes due 2019.

**Table of Contents***Contractual Obligations*

The following table shows the amounts due in connection with the contractual obligations described above as of September 30, 2013 (including future interest payments).

|   | <b>Payments Due by Period</b> |                      |                  |                                  | <b>Total</b>      |
|---|-------------------------------|----------------------|------------------|----------------------------------|-------------------|
|   | <b>(in thousands)</b>         |                      |                  |                                  |                   |
|   | <b>Less than<br/>1 Year</b>   | <b>1-3 Years</b>     | <b>3-5 Years</b> | <b>More<br/>than<br/>5 Years</b> |                   |
| Revolving credit facility and other notes payable | \$ 4,606                      | \$ 102,454(1)        | \$ 1,431         | \$ 18,664                        | \$ 127,155        |
| 7 3/4 % Senior Notes due 2019 (2)                 | 31,000                        | 62,000               | 62,000           | 412,917                          | 567,917           |
| <b>Total</b>                                      | <b>\$ 35,606</b>              | <b>\$ 164,454(1)</b> | <b>\$ 63,431</b> | <b>\$ 431,581</b>                | <b>\$ 695,072</b> |

(1) Primarily relates to maturity of indebtedness under our Revolving Credit Facility in March 2016. Does not give effect to any amounts to be drawn under the Revolving Credit Facility which would also mature in March 2016.

(2) Reflects \$400 million outstanding of our 7 3/4% Senior Notes due 2019.

*Cash Flows of Aviv REIT**Nine Months Ended September 30, 2013 Compared to Nine Months Ended September 30, 2012*

Cash provided by operations increased \$16.1 million or 67.2% from \$23.9 million for the nine months ended September 30, 2012 to \$40.0 million for the same period in 2013. The increase was primarily due to a \$12.1 million increase in cash from operations after giving consideration to non-cash components for the nine months ended September 30, 2013 as compared to the same period in 2012 and from the recognition of organizational costs into equity as part of the IPO.

Cash used in investing activities decreased \$80.5 million or 58.5% from \$137.5 million for the nine months ended September 30, 2012 to \$57.0 million for the same period in 2013. The decrease is due to \$93.5 million less cash spent on the acquisition of 10 properties for the nine months ended September 30, 2013 compared to 34 properties that were acquired in the same period in 2012 and \$9.8 million less net cash spent in 2013 on capital and development projects compared to the same period in 2012. This is offset by \$25.7 million in less proceeds received for the sale of properties for the nine months ended September 30, 2013, as compared to the same period in 2012.

Cash provided by financing activities decreased \$76.3 million or 87.0% from \$87.7 million for the nine months ended September 30, 2012 to \$11.4 million for the same period in 2013. The decrease was primarily due to \$278.2 million in additional net cash funding received as a result of the IPO, net of capital raising costs, offset by \$31.4 million in additional cash spent to pay dividends/distributions in

2013 as compared to 2012, \$245.8 million in additional net cash used to pay down debt in 2013 as compared to 2012, and \$3.6 million in additional cash used to pay the swap termination fee in 2013.

### **Summary of Significant Accounting Policies**

See footnotes to unaudited consolidated financial statements included herein and in Aviv REIT's and the Partnership's Annual Report on Form 10-K for the year ended December 31, 2012 as filed with the SEC on February 26, 2013.

### **Presentation of Non-GAAP Financial Information**

We use financial measures that are derived on the basis of methodologies other than in accordance with United States generally accepted accounting principles ( GAAP ). The non-GAAP financial measures used in this report include FFO, Normalized FFO, AFFO, EBITDA and Adjusted EBITDA. We derive these measures as follows:

The National Association of Real Estate Investment Trusts, or NAREIT, defines FFO as net income (computed in accordance with GAAP), excluding gains and losses from sales of property (net) and impairments of depreciated real estate, plus real estate depreciation and amortization (excluding amortization of deferred financing costs) and after adjustments for unconsolidated partnerships and joint ventures. Applying the NAREIT definition to our financial statements results in FFO representing net income before depreciation and amortization, impairment of assets and gain (loss) on sale of assets.

Normalized FFO represents FFO before loss on extinguishment of debt, reserves for uncollectible loan receivables, transaction costs and change in fair value of derivatives.

AFFO represents Normalized FFO before amortization of deferred financing costs, non-cash stock-based compensation, straight-line rent and rental income from intangible amortization.

EBITDA represents net income before interest expense (net) and depreciation and amortization.



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Adjusted EBITDA represents EBITDA before impairment of assets, gain (loss) on sale of assets, transaction costs, write off of straight-line rents, non-cash stock-based compensation, loss on extinguishment of debt, reserves for uncollectible loan receivables and change in fair value of derivatives.

Our management uses FFO, Normalized FFO, AFFO, EBITDA and Adjusted EBITDA as important supplemental measures of our operating performance and liquidity. FFO is intended to exclude GAAP historical cost depreciation and amortization of real estate and related assets, which assumes that the value of real estate assets diminishes ratably over time. Historically, however, real estate values have risen or fallen with market conditions. The term FFO was designed by the real estate industry to address this issue and as an indicator of our ability to incur and service debt. Because FFO, Normalized FFO and AFFO exclude depreciation and amortization unique to real estate, impairment, gains and losses from property dispositions and extraordinary items and because EBITDA and Adjusted EBITDA exclude certain non-cash charges and adjustments and amounts spent on interest and taxes, they provide our management with performance measures that, when compared year over year or with other real estate investment trusts, or REITs, reflect the impact to operations from trends in occupancy rates, rental rates, operating costs, development activities and, with respect to FFO, Normalized FFO and AFFO, interest costs, in each case providing perspective not immediately apparent from net income. In addition, we believe that FFO, Normalized FFO, AFFO, EBITDA and Adjusted EBITDA are frequently used by securities analysts, investors and other interested parties in the evaluation of REITs.

We offer these measures to assist the users of our financial statements in assessing our financial performance and liquidity under GAAP, but these measures are non-GAAP measures and should not be considered measures of liquidity, alternatives to net income or indicators of any other performance measure determined in accordance with GAAP, nor are they indicative of funds available to fund our cash needs, including our ability to make payments on our indebtedness. In addition, our calculations of these measures are not necessarily comparable to similar measures as calculated by other companies that do not use the same definition or implementation guidelines or interpret the standards differently from us. Investors should not rely on these measures as a substitute for any GAAP measure, including net income, cash flows provided by operating activities or revenues.

| <b>Other Information</b> | <b>Three Months Ended September 30</b> |               | <b>Nine Months Ended September 30</b> |               |
|--------------------------|--|---------------|---------------------------------------|---------------|
|                          | <b>2013</b>                            | <b>2012</b>   | <b>2013</b>                           | <b>2012</b>   |
| FFO                      | \$ 18,382,175                          | \$ 10,428,331 | \$ 36,404,694                         | \$ 32,787,866 |
| Normalized FFO           | 19,418,636                             | 14,548,175    | 48,973,074                            | 42,603,331    |
| AFFO                     | 21,624,854                             | 13,778,334    | 58,324,197                            | 39,387,627    |
| EBITDA                   | 27,755,566                             | 21,566,984    | 68,544,899                            | 68,757,453    |
| Adjusted EBITDA          | 32,227,426                             | 27,966,961    | 94,904,256                            | 82,091,105    |

The following table is a reconciliation of net income to FFO, Normalized FFO and AFFO:

| <b>Funds from Operations</b>       | <b>Three Months Ended September 30</b> |                   | <b>Nine Months Ended September 30</b> |                   |
|------------------------------------|--|-------------------|---------------------------------------|-------------------|
|                                    | <b>2013</b>                            | <b>2012</b>       | <b>2013</b>                           | <b>2012</b>       |
| Net income                         | \$ 10,066,927                          | \$ 1,767,446      | \$ 12,031,159                         | \$ 11,396,348     |
| Depreciation and amortization      | 8,301,870                              | 6,894,012         | 24,399,334                            | 19,671,033        |
| Loss on impairment of assets       |  | 1,766,873         |                                       | 6,145,731         |
| Loss (gain) on sale of assets, net | 13,378                                 |                   | (25,799)                              | (4,425,246)       |
| <b>Funds from Operations</b>       | <b>18,382,175</b>                      | <b>10,428,331</b> | <b>36,404,694</b>                     | <b>32,787,866</b> |

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|   |               |               |               |               |
|---|---------------|---------------|---------------|---------------|
| Loss on extinguishment of debt                  |               |               | 10,974,196    |               |
| Reserve for uncollectible loan receivables      |               | 2,833,419     | 11,000        | 6,308,408     |
| Transaction costs                               | 1,036,461     | 1,286,425     | 1,583,184     | 3,507,057     |
| Change in fair value of derivatives             |               |               |               |               |
| Normalized Funds from Operations                | 19,418,636    | 14,548,175    | 48,973,074    | 42,603,331    |
| Amortization of deferred financing costs        | 809,996       | 931,253       | 2,516,150     | 2,626,446     |
| Non-cash stock-based compensation               | 534,814       | 513,260       | 10,929,569    | 1,229,957     |
| Straight-line rental income, net                | 1,226,519     | (1,802,440)   | (2,997,780)   | (5,922,684)   |
| Rental income from intangible amortization, net | (365,111)     | (411,916)     | (1,096,816)   | (1,149,423)   |
| Adjusted Funds from Operations                  | \$ 21,624,854 | \$ 13,778,334 | \$ 58,324,197 | \$ 39,387,627 |

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The following table is a reconciliation of our cash flows provided by operating activities to FFO, Normalized FFO and AFFO:

| <b>Funds from Operations</b>                         | <b>Nine Months Ended<br/>September 30</b> |                      |
|--|---|----------------------|
|  | <b>2013</b>                               | <b>2012</b>          |
| Cash flows provided by operating activities          | \$ 40,000,453                             | \$ 23,930,323        |
| Depreciation from discontinued operations            |   | (34,109)             |
| Reserve for uncollectible loan and other receivables | (56,521)                                  | (8,820,937)          |
| Non-cash stock-based compensation                    | (10,929,569)                              | (1,229,957)          |
| Amortization of deferred financing costs             | (2,516,150)                               | (2,626,446)          |
| Straight-line rental income, net                     | 2,997,780                                 | 5,922,684            |
| Rental income from intangible amortization, net      | 1,096,816                                 | 1,149,423            |
| Changes in operating assets and liabilities          | 10,595,581                                | 14,517,991           |
| Non-cash loss on extinguishment of debt              | (5,160,614)                               | (13,264)             |
| Change in fair value of derivatives                  |   |                      |
| Other  | 376,918                                   | (7,842)              |
| <b>Funds from Operations</b>                         | <b>36,404,694</b>                         | <b>32,787,866</b>    |
| Loss on extinguishment of debt                       | 10,974,196                                |                      |
| Reserve for uncollectible loan receivables           | 11,000                                    | 6,308,408            |
| Transaction costs                                    | 1,583,184                                 | 3,507,057            |
| Change in fair value of derivatives                  |   |                      |
| <b>Normalized Funds from Operations</b>              | <b>48,973,074</b>                         | <b>42,603,331</b>    |
| Amortization of deferred financing costs             | 2,516,150                                 | 2,626,446            |
| Non-cash stock-based compensation                    | 10,929,569                                | 1,229,957            |
| Straight-line rental income, net                     | (2,997,780)                               | (5,922,684)          |
| Rental income from intangible amortization, net      | (1,096,816)                               | (1,149,423)          |
| <b>Adjusted Funds from Operations</b>                | <b>\$ 58,324,197</b>                      | <b>\$ 39,387,627</b> |

The following table is a reconciliation of net income to EBITDA and Adjusted EBITDA:

| <b>EBITDA</b>                      | <b>Three Months Ended September 30</b> |                   | <b>Nine Months Ended September 30</b> |                   |
|------------------------------------|--|-------------------|---------------------------------------|-------------------|
|                                    | <b>2013</b>                            | <b>2012</b>       | <b>2013</b>                           | <b>2012</b>       |
| Net income                         | \$ 10,066,927                          | \$ 1,767,446      | \$ 12,031,159                         | \$ 11,396,348     |
| Interest expense, net              | 9,386,769                              | 12,905,526        | 32,114,406                            | 37,690,072        |
| Depreciation and amortization      | 8,301,870                              | 6,894,012         | 24,399,334                            | 19,671,033        |
| <b>EBITDA</b>                      | <b>27,755,566</b>                      | <b>21,566,984</b> | <b>68,544,899</b>                     | <b>68,757,453</b> |
| Loss on impairment of assets       |  | 1,766,873         |                                       | 6,145,731         |
| Loss (gain) on sale of assets, net | 13,378                                 |                   | (25,799)                              | (4,425,246)       |
| Transaction costs                  | 1,036,461                              | 1,286,425         | 1,583,184                             | 3,507,057         |

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|  |               |               |               |               |
|--|---------------|---------------|---------------|---------------|
| Write off of straight-line rents           | 2,887,207     |               | 2,887,207     | 567,745       |
| Non-cash stock-based compensation          | 534,814       | 513,260       | 10,929,569    | 1,229,957     |
| Loss on extinguishment of debt             |               |               | 10,974,196    |               |
| Reserve for uncollectible loan receivables |               | 2,833,419     | 11,000        | 6,308,408     |
| Change in fair value of derivatives        |               |               |               |               |
| Adjusted EBITDA                            | \$ 32,227,426 | \$ 27,966,961 | \$ 94,904,256 | \$ 82,091,105 |

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The following table is a reconciliation of our cash flows provided by operating activities to EBITDA and Adjusted EBITDA:

| <b>EBITDA</b>                                   | <b>Nine Months Ended<br/>September 30</b> |                      |
|---|---|----------------------|
|   | <b>2013</b>                               | <b>2012</b>          |
| Cash flows provided by operating activities     | \$ 40,000,453                             | \$ 23,930,323        |
| Interest expense, net                           | 32,114,406                                | 37,690,072           |
| Depreciation from discontinued operations       |   | (34,109)             |
| Amortization of deferred financing costs        | (2,516,150)                               | (2,626,446)          |
| Straight-line rental income, net                | 2,997,780                                 | 5,922,684            |
| Rental income from intangible amortization, net | 1,096,816                                 | 1,149,423            |
| Non-cash stock-based compensation               | (10,929,569)                              | (1,229,957)          |
| Gain on sale of assets, net                     | 25,799                                    | 4,425,246            |
| Loss on impairment of assets                    |   | (6,145,731)          |
| Reserve for uncollectible loan receivables      | (56,521)                                  | (8,820,937)          |
| Changes in operating assets and liabilities     | 10,595,581                                | 14,517,991           |
| Non-cash loss on extinguishment of debt         | (5,160,614)                               | (13,264)             |
| Other   | 376,918                                   | (7,842)              |
| <b>EBITDA</b>                                   | <b>68,544,899</b>                         | <b>68,757,453</b>    |
| Loss on impairment of assets                    |   | 6,145,731            |
| Gain on sale of assets, net                     | (25,799)                                  | (4,425,246)          |
| Transaction costs                               | 1,583,184                                 | 3,507,057            |
| Write-off of straight-line rents                | 2,887,207                                 | 567,745              |
| Non-cash stock-based compensation               | 10,929,569                                | 1,229,957            |
| Loss on extinguishment of debt                  | 10,974,196                                |                      |
| Reserve for uncollectible loan receivables      | 11,000                                    | 6,308,408            |
| Change in fair value of derivatives             |   |                      |
| <b>Adjusted EBITDA</b>                          | <b>\$ 94,904,256</b>                      | <b>\$ 82,091,105</b> |

**Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

We are exposed to various market risks, including the potential loss arising from adverse changes in interest rates. Interest rates are highly sensitive to many factors, including governmental monetary policies, domestic and global economic and political conditions, and other factors which are beyond our control.

As of September 30, 2013, approximately \$411.0 million of our consolidated borrowings bore interest at fixed rates (primarily representing our 2019 Notes) and \$95.0 million of our consolidated borrowings bore interest at variable rates (representing borrowing under our Revolving Credit Facility). To the extent we undertake variable rate indebtedness, if interest rates increase, then so will the interest costs on our variable rate debt, which could adversely affect our cash flow and our ability to pay principal and interest on our debt and our ability to make distribution to our stockholders. Further, rising interest rates could limit our ability to refinance existing debt when it matures or significantly increase our future interest expense.

We do not currently use interest rate hedging contracts, including swaps, caps and floors, to manage our interest rate risk. If interest rates increased by 100 basis points and assuming we had outstanding balances of \$95.0 million on our variable rate indebtedness during the quarter ended September 30, 2013, our interest expense would have increased by \$237,500 for the quarter ended September 30, 2013.

**Item 4. CONTROLS AND PROCEDURES.**

**Evaluation of Disclosure Controls and Procedures of Aviv REIT.** Under the supervision of and with the participation of Aviv REIT's management, including its Chief Executive Officer and Chief Financial Officer, Aviv REIT evaluated the effectiveness of its disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, which we refer to as the Exchange Act) as of the end of the period covered by this quarterly report. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that Aviv REIT's disclosure controls and procedures were effective as of September 30, 2013, to provide reasonable assurance that information required to be disclosed by Aviv REIT in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and is accumulated and communicated to Aviv REIT's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

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**Changes in Internal Control over Financial Reporting of Aviv REIT.** During the quarter ended September 30, 2013, there have been no changes in Aviv REIT's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

**Evaluation of Disclosure Controls and Procedures of the Partnership.** Under the supervision of and with the participation of the Partnership's management, including the Chief Executive Officer and Chief Financial Officer of Aviv REIT, the Partnership evaluated the effectiveness of its disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act) as of the end of the period covered by this quarterly report. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Partnership's disclosure controls and procedures were effective as of September 30, 2013 to provide reasonable assurance that information required to be disclosed by the Partnership in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and is accumulated and communicated to the Partnership's management, including the Chief Executive Officer and Chief Financial Officer of Aviv REIT, as appropriate to allow timely decisions regarding required disclosure.

**Changes in Internal Control over Financial Reporting of the Partnership.** During the quarter ended September 30, 2013, there have been no changes in the Partnership's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

**PART II. OTHER INFORMATION.**

**Item 1. LEGAL PROCEEDINGS.**

We are involved in various unresolved legal actions and proceedings, which arise in the normal course of our business. Although the outcome of a particular proceeding can never be predicted, we do not believe that the result of any of these matters will have a material adverse effect on our business, operating results, or financial positions.

**Item 1A. RISK FACTORS.**

There have been no material changes to the risk factors disclosed in our Annual Report on Form 10-K for the year ended December 31, 2012, as updated by our Quarterly Report on Form 10-Q for the quarter ended March 31, 2013.

**Item 6. EXHIBITS.**

- 4.1 Indenture, dated as of October 16, 2013, among Aviv Healthcare Properties Limited Partnership, Aviv Healthcare Capital Corporation, as Issuers, Aviv REIT, Inc. and the other Guarantors named therein, as Guarantors, and The Bank of New York Mellon Trust Company, N.A., as Trustee, included as Exhibit 4.1 to the Registrant's Current Report on Form 8-K (File No. 001-35841) filed on October 16, 2013 and incorporated herein by reference thereto.
- 4.2 Registration Rights Agreement, dated as of October 16, 2013, among Aviv Healthcare Properties Limited Partnership, Aviv Healthcare Capital Corporation, Aviv REIT, Inc. and the other Guarantors party thereto and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as the Representative of the several Initial Purchasers, included as Exhibit 4.2 to the Registrant's Current Report on Form 8-K (File No. 001-35841) filed on October 16, 2013 and incorporated herein by reference thereto.
- 4.3 Form of 6% Senior Notes due 2021 (included in Exhibit 4.1).

- 31.1 Certification of Chief Executive Officer of Aviv REIT, Inc. pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of President and Chief Operating Officer of Aviv REIT, Inc. pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.3 Certification of Chief Financial Officer and Treasurer of Aviv REIT, Inc. pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.4 Certification of Chief Executive Officer of Aviv REIT, Inc., in its capacity as the general partner of Aviv Healthcare Properties Limited Partnership, pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.5 Certification of President and Chief Operating Officer of Aviv REIT, Inc., in its capacity as the general partner of Aviv Healthcare Properties Limited Partnership, pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
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- 32.1 Certification of Chief Executive Officer of Aviv REIT, Inc. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.



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- 32.2 Certification of President and Chief Operating Officer of Aviv REIT, Inc. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
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- 101 Sections of this Quarterly Report on Form 10-Q for the quarter ended September 30, 2013, formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets; (ii) Consolidated Statements of Operations and Comprehensive Income; (iii) Consolidated Statements of Changes in Equity; (iv) Consolidated Statements of Cash Flows; and (v) Notes to Consolidated Financial Statements.

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**SIGNATURES**

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

**AVIV REIT, INC.**

November 7, 2013

By: /s/ James H. Lyman  
Name: James H. Lyman  
Title: Chief Financial Officer and Treasurer

(principal financial officer)

November 7, 2013

**AVIV HEALTHCARE PROPERTIES LIMITED  
PARTNERSHIP**

By: Aviv REIT, Inc., its general partner

By: /s/ James H. Lyman  
Name: James H. Lyman  
Title: Chief Financial Officer and Treasurer

(principal financial officer)

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**EXHIBIT INDEX**

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- 101 Sections of this Quarterly Report on Form 10-Q for the quarter ended September 30, 2013, formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets; (ii) Consolidated Statements of Operations and Comprehensive Income; (iii) Consolidated Statements of Changes in Equity; (iv) Consolidated Statements of Cash Flows; and (v) Notes to Consolidated Financial Statements.