

AVIV REIT, INC.  
Form 10-Q  
May 15, 2012  
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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 March 31, 2012

.. **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 333-173824-103 (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)

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|   |   |
|---|---|
| <b>Maryland (Aviv REIT, Inc.)</b>   | <b>27-3200673 (Aviv REIT, Inc.)</b>             |
| <b>Delaware (Aviv Healthcare Properties</b>   | <b>35-2249166 (Aviv Healthcare Properties</b>   |
| <b>Limited Partnership)</b><br>(State or Other Jurisdiction of                            | <b>Limited Partnership)</b><br>(I.R.S. Employer |
| <b>Incorporation or Organization)</b>   | <b>Identification No.)</b>                      |
| <b>303 W. Madison Street, Suite 2400</b>  |   |
| <b>Chicago, Illinois</b><br>(Address of Principal Executive Offices)                      | <b>60606</b><br>(Zip Code)                      |
| <b>(312) 855-0930</b>   |   |
| <b>(Registrant's Telephone Number, Including Area Code)</b>                               |   |
| <b>(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)</b> |   |

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 May 15, 2012, Aviv REIT, Inc. had 328,488 shares of common stock outstanding.

As of May 15, 2012, Aviv Healthcare Properties Limited Partnership had 13,467,223 Class A Units, 4,523,145 Class B Units, 100 Class C Units, 8,050 Class D Units, 2,684,900 Class F Units and 328,488 Class G Units outstanding.



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**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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**Table of Contents****AVIV REIT, INC. AND SUBSIDIARIES****Consolidated Balance Sheets****(unaudited)**

|   | March 31<br>2012      | December 31<br>2011   |
|---|-----------------------|-----------------------|
| <b>Assets</b>   |                       |                       |
| Cash and cash equivalents   | \$ 50,319,083         | \$ 40,862,023         |
| Deferred rent receivable  | 31,539,302            | 29,926,203            |
| Tenant receivables, net   | 8,312,669             | 6,007,800             |
| Rental properties and financing leases, at cost:                                      |                       |                       |
| Land  | 105,723,478           | 102,925,122           |
| Buildings and improvements  | 756,600,398           | 721,837,401           |
| Construction in progress  | 17,698,708            | 28,293,083            |
| Furniture, fixtures and equipment   | 58,704,556            | 55,411,980            |
| Assets under direct financing leases  | 10,952,292            | 10,916,181            |
|   | 949,679,432           | 919,383,767           |
| Less accumulated depreciation   | (102,807,168)         | (96,796,028)          |
| Net rental properties   | 846,872,264           | 822,587,739           |
| Deferred finance costs, net   | 17,292,769            | 13,142,330            |
| Loan receivables, net   | 36,032,506            | 33,031,117            |
| Other assets  | 7,002,438             | 5,864,045             |
| <b>Total assets</b>   | <b>\$ 997,371,031</b> | <b>\$ 951,421,257</b> |
| <b>Liabilities and equity</b>   |                       |                       |
| Accounts payable and accrued expenses   | \$ 12,398,600         | \$ 18,124,167         |
| Tenant security and escrow deposits   | 15,203,544            | 15,739,917            |
| Other liabilities   | 33,842,593            | 34,824,629            |
| Deferred contribution   |                       | 35,000,000            |
| Mortgage and other notes payable  | 619,164,932           | 600,473,578           |
| <b>Total liabilities</b>  | <b>680,609,669</b>    | <b>704,162,291</b>    |
| <b>Equity:</b>  |                       |                       |
| <b>Stockholders' equity</b>   |                       |                       |
| Common stock (par value \$0.01; 328,488 and 262,239 shares outstanding, respectively) | 3,284                 | 2,622                 |
| Additional paid-in-capital  | 340,102,386           | 264,960,352           |
| Accumulated deficit   | (25,468,088)          | (21,382,823)          |
| Accumulated other comprehensive loss  | (1,991,025)           | (1,867,759)           |
| <b>Stockholders' equity</b>   | <b>312,646,557</b>    | <b>241,712,392</b>    |
| Noncontrolling interests  | 4,114,805             | 5,546,574             |
| <b>Total equity</b>   | <b>316,761,362</b>    | <b>247,258,966</b>    |
| <b>Total liabilities and equity</b>   | <b>\$ 997,371,031</b> | <b>\$ 951,421,257</b> |

*See accompanying notes to consolidated financial statements.*



**Table of Contents****AVIV REIT, INC. AND SUBSIDIARIES****Consolidated Statements of Operations and Comprehensive Income****(unaudited)**

|  | <b>Three Months Ended March 31,</b> |                     |
|--|-------------------------------------|---------------------|
|  | <b>2012</b>                         | <b>2011</b>         |
| <b>Revenues</b>  |                                     |                     |
| Rental income  | \$ 28,352,798                       | \$ 19,847,408       |
| Tenant recoveries  | 2,080,711                           | 1,688,996           |
| Interest on loans to lessees capital expenditures  | 337,020                             | 288,447             |
| Interest on loans to lessees working capital and capital lease   | 1,020,457                           | 1,043,662           |
| <b>Total revenues</b>  | <b>31,790,986</b>                   | <b>22,868,513</b>   |
| <b>Expenses</b>  |                                     |                     |
| Rent and other operating expenses  | 243,166                             | 201,664             |
| General and administrative   | 4,407,184                           | 3,090,165           |
| Real estate taxes  | 2,303,422                           | 1,689,094           |
| Depreciation and amortization  | 6,031,681                           | 4,798,568           |
| Loss on impairment   | 699,201                             |                     |
| <b>Total expenses</b>  | <b>13,684,654</b>                   | <b>9,779,491</b>    |
| <b>Operating income</b>  | <b>18,106,332</b>                   | <b>13,089,022</b>   |
| <b>Other income and expenses:</b>  |                                     |                     |
| Interest and other income  | 6,419                               | 5,615               |
| Interest expense   | (11,207,779)                        | (7,556,185)         |
| Amortization of deferred financing costs   | (775,336)                           | (678,995)           |
| Earnout accretion  | (100,088)                           |                     |
| Loss on extinguishment of debt   | (13,264)                            | (3,143,008)         |
| <b>Total other income and expenses</b>   | <b>(12,090,048)</b>                 | <b>(11,372,573)</b> |
| <b>Net income</b>  | <b>6,016,284</b>                    | <b>1,716,449</b>    |
| Net income allocable to noncontrolling interests   | (2,456,487)                         | (783,297)           |
| <b>Net income allocable to stockholders</b>  | <b>\$ 3,559,797</b>                 | <b>\$ 933,152</b>   |
| <b>Net income</b>  | <b>\$ 6,016,284</b>                 | <b>\$ 1,716,449</b> |
| Unrealized (loss) gain on derivative instruments   | (208,328)                           | 508,634             |
| <b>Total comprehensive income</b>  | <b>\$ 5,807,956</b>                 | <b>\$ 2,225,083</b> |
| <b>Net income allocable to stockholders</b>  | <b>\$ 3,559,797</b>                 | <b>\$ 933,152</b>   |
| Unrealized (loss) gain on derivative instruments, net of noncontrolling interest portion of (\$85,062) and \$231,952, respectively | (123,266)                           | 276,682             |
| <b>Total comprehensive income allocable to stockholders</b>  | <b>\$ 3,436,531</b>                 | <b>\$ 1,209,834</b> |

*See accompanying notes to consolidated financial statements.*





**Table of Contents****AVIV REIT, INC. AND SUBSIDIARIES****Consolidated Statement of Changes in Equity****Three Months Ended March 31, 2012 (unaudited)**

|  | Common<br>Shares | Stock<br>Amount | Additional<br>Paid-In-<br>Capital | Accumulated<br>Deficit | Accumulated<br>Other<br>Comprehensive<br>income (loss) | Total<br>Stockholders<br>Equity | Noncontrolling<br>Interests | Total<br>Equity |
|--|------------------|-----------------|-----------------------------------|------------------------|--|---------------------------------|-----------------------------|-----------------|
| Balance at January 1,<br>2012                | 262,239          | \$ 2,622        | \$ 264,960,352                    | \$ (21,382,823)        | \$ (1,867,759)   | \$ 241,712,392                  | \$ 5,546,574                | \$ 247,258,966  |
| Non-cash stock-based<br>compensation         |                  |                 | 142,696                           |                        |  | 142,696                         | 101,500                     | 244,196         |
| Distributions to<br>partners                 |                  |                 |                                   |                        |  |                                 | (3,904,694)                 | (3,904,694)     |
| Capital contributions                        | 66,249           | 662             | 74,999,338                        |                        |  | 75,000,000                      |                             | 75,000,000      |
| Unrealized loss on<br>derivative instruments |                  |                 |                                   |                        | (123,266)  | (123,266)                       | (85,062)                    | (208,328)       |
| Dividends to<br>stockholders                 |                  |                 |                                   | (7,645,062)            |  | (7,645,062)                     |                             | (7,645,062)     |
| Net income                                   |                  |                 |                                   | 3,559,797              |  | 3,559,797                       | 2,456,487                   | 6,016,284       |
| Balance at March 31,<br>2012                 | 328,488          | \$ 3,284        | \$ 340,102,386                    | \$ (25,468,088)        | \$ (1,991,025)   | \$ 312,646,557                  | \$ 4,114,805                | \$ 316,761,362  |

*See accompanying notes to consolidated financial statements.*

**Table of Contents****AVIV REIT, INC. AND SUBSIDIARIES****Consolidated Statements of Cash Flows****(unaudited)**

|   | Three Months Ended March 31, |               |
|---|------------------------------|---------------|
|   | 2012                         | 2011          |
| <b>Operating activities</b>   |                              |               |
| Net income  | \$ 6,016,284                 | \$ 1,716,449  |
| Adjustments to reconcile net income to net cash provided by operating activities: |                              |               |
| Depreciation and amortization   | 6,031,681                    | 4,798,568     |
| Amortization of deferred financing costs  | 775,336                      | 678,995       |
| Accretion of bond premium   | (70,081)                     |               |
| Deferred rental (income) loss, net  | (1,680,092)                  | 1,165,922     |
| Rental income from intangible amortization, net                                   | (368,754)                    | (362,196)     |
| Non-cash stock-based compensation   | 244,196                      | 586,445       |
| Non-cash loss on extinguishment of debt   | 13,264                       | 3,143,008     |
| Loss on impairment of assets  | 699,201                      |               |
| Reserve for uncollectible loan receivables  | 100,352                      | 157,317       |
| Accretion of earn-out provision for previously<br>acquired rental properties      | 100,088                      |               |
| Changes in assets and liabilities:  |                              |               |
| Tenant receivables  | (2,822,991)                  | (530,243)     |
| Other assets  | (1,305,381)                  | 2,023,699     |
| Accounts payable and accrued expenses   | (4,770,254)                  | 669,320       |
| Tenant security deposits and other liabilities                                    | (1,846,351)                  | 744,836       |
| Net cash provided by operating activities   | 1,116,498                    | 14,792,120    |
| <b>Investing activities</b>   |                              |               |
| Purchase of rental properties   | (23,775,000)                 | (24,825,776)  |
| Capital improvements  | (15,857,264)                 | (1,759,620)   |
| Change in construction in progress, net of related payables                       | 6,506,433                    | (1,490,810)   |
| Loan receivables (funded to) received from others, net                            | (1,743,575)                  | 5,726,527     |
| Net cash used in investing activities   | (34,869,406)                 | (22,349,679)  |
| <b>Financing activities</b>   |                              |               |
| Borrowings of debt  | 134,049,000                  | 210,200,000   |
| Repayment of debt   | (115,287,565)                | (196,152,269) |
| Payment of financing costs  | (4,603,430)                  | (6,556,704)   |
| Capital contributions   | 75,000,000                   | 10,000,000    |
| Deferred contribution   | (35,000,000)                 |               |
| Cash distributions to partners  | (4,575,684)                  | (5,246,840)   |
| Cash dividends to stockholders  | (6,372,353)                  | (6,088,442)   |
| Net cash provided by financing activities   | 43,209,968                   | 6,155,745     |
| Net increase (decrease) in cash and cash equivalents                              | 9,457,060                    | (1,401,814)   |
| Cash and cash equivalents:  |                              |               |
| Beginning of period   | 40,862,023                   | 13,029,474    |
| End of period   | \$ 50,319,083                | \$ 11,627,660 |

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**Supplemental cash flow information**

|                        |               |              |
|------------------------|---------------|--------------|
| Cash paid for interest | \$ 16,490,483 | \$ 6,093,599 |
|------------------------|---------------|--------------|

**Supplemental disclosure of noncash activity**

|   |              |              |
|---|--------------|--------------|
| Accrued dividends payable to stockholders | \$ 7,221,693 | \$ 5,665,381 |
|---|--------------|--------------|

|   |              |              |
|---|--------------|--------------|
| Accrued distributions payable to partners | \$ 3,975,101 | \$ 4,744,920 |
|---|--------------|--------------|

|                                       |           |              |
|---------------------------------------|-----------|--------------|
| Write-off of deferred rent receivable | \$ 58,268 | \$ 3,026,968 |
|---------------------------------------|-----------|--------------|

|  |           |              |
|--|-----------|--------------|
| Write-off of deferred financing costs, net | \$ 13,264 | \$ 3,143,008 |
|--|-----------|--------------|

*See accompanying notes to consolidated financial statements.*

**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 of Aviv Healthcare Properties Limited Partnership, a Delaware limited partnership, and Subsidiaries (the Partnership). The Partnership is a majority owned subsidiary that owns all of the real estate properties. In these footnotes, the Company refers generically to Aviv REIT, Inc., the Partnership, and their subsidiaries. The Partnership was formed in 2005 and directly or indirectly owned or leased 233 properties, principally skilled nursing facilities, across the United States at March 31, 2012. The Company generates the majority of its revenues by entering into long-term triple-net leases with qualified local, regional, and national operators. In addition to the base rent, leases provide for tenants to pay the Company an ongoing escrow for real estate taxes. Furthermore, all operating and maintenance costs of the buildings are the responsibility of the tenants. 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 Aviv Healthcare Capital Corporation, a Delaware company. The Operating Partnership has five wholly owned subsidiaries: Aviv Financing I, LLC (Aviv Financing I), a Delaware limited liability company; Aviv Financing II, LLC (Aviv Financing II), a Delaware limited liability company; Aviv Financing III, LLC (Aviv Financing III), a Delaware limited liability company; Aviv Financing IV, LLC (Aviv Financing IV), a Delaware limited liability company; and Aviv Financing V, LLC (Aviv Financing V), a Delaware limited liability company.

On September 17, 2010, the predecessor to the Partnership entered into an agreement (the Merger Agreement), by and among the REIT, Aviv Healthcare Merger Sub LP, a Delaware limited partnership of which the REIT is the general partner (Merger Sub), 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. Pursuant to 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 will continue to be held by the Operating Partnership and its subsidiaries. The REIT's equity interest in the Surviving Partnership will be linked to future investments in the REIT, such that future equity issuances by the REIT (pursuant to the Stockholders Agreement, the REIT's management incentive plan or otherwise as agreed between the parties) will result in a corresponding increase in the REIT's equity interest in the Surviving Partnership. The REIT is authorized to issue 2 million shares of common stock (par value \$0.01) and 1,000 shares of preferred stock (par value \$1,000). 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 was funded in September 2010 with approximately \$235 million from its stockholders. 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. On January 4, 2011, an additional 8,857 shares of common stock were issued by the REIT in connection with a \$10 million equity contribution by the REIT's stockholders. An additional 26,341 shares of common stock were issued by the REIT on October 28, 2011 concurrent with a \$30 million equity contribution by the REIT's stockholders. An additional 30,730 shares of common stock were issued by the REIT on January 23, 2012 in connection with the \$35 million equity contribution by the REIT's stockholders on December 27, 2011. The contribution received prior to year end and the issuance of shares is recognized as a liability as of December 31, 2011 as the shares of common stock were issued in the three months ended March 31, 2012. An additional 35,519 shares of common stock were issued by the REIT on March 28, 2012 concurrent with the \$40 million equity contribution by the REIT's stockholders. At March 31, 2012, there were 328,488 shares of common stock and 125 shares of preferred stock outstanding. Dividends on each outstanding share of preferred stock accrue on a daily basis at the rate of 12.5% per annum of the sum of \$1,000 plus all accumulated and unpaid dividends thereon which are in arrears. The REIT makes annual distributions on the preferred shares in the aggregate amount of \$15,625 per year. With respect to the payment of dividends or other distributions and the distribution of the REIT's assets upon dissolution, liquidation, or winding up, the preferred stock will be senior to all other classes and series of stock of the REIT. The preferred stock has not been shown separately in the consolidated balance sheets, is immaterial, and is included in additional paid-in-capital.

The operating results of the Partnership are allocated based upon the respective economic interests therein. The REIT's ownership of the Partnership was 62.4% as of March 31, 2012 and the weighted average for the three months ended March 31, 2012 and 2011 were 59.2% and 54.4%, 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 March 31, 2012 and for the three months ended March 31, 2012 and 2011 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 such 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, 2011, 2010, and 2009. The consolidated statements of operations and comprehensive income and cash flows for the three months ended March 31, 2012 and 2011 are not necessarily indicative of full year results.

The balance sheet at December 31, 2011 has been derived from the audited financial statements at that date, but does not include all of the information and footnotes required by accounting principles generally accepted in the United States 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, 2011, as filed with the Securities and Exchange Commission.

#### **Rental Properties**

The Company periodically assesses the carrying value of rental properties 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 impairment in value occurs and a portion of the carrying amount of the rental properties will not be recovered in part or in whole, a provision will be recorded to reduce the carrying basis of the rental properties and related intangibles to their estimated fair value. The estimated fair value of the Company's rental properties is determined by using customary industry standard methods that include discounted cash flow and/or direct capitalization analysis (Level 3) and estimated cash proceeds received upon the disposition of the asset (Level 2). As part of the impairment evaluation for the three months ended March 31, 2012, a building in Youngstown, AZ, and a building in Fall River, MA were impaired for \$557,997 and \$141,204, respectively, to reflect the difference between the book value and the estimated selling price less costs to dispose (Level 2). As part of impairment evaluation for the three months ended March 31, 2011, no other rental properties or related intangible assets were concluded to be impaired.

**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 deferred rent receivable. Income recognized from this policy is titled deferred rental income. Additional rents from expense reimbursements for real estate taxes and certain other expenses are recognized in the period in which the related expenses are incurred and are reflected as tenant recoveries 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<br/>March 31,</b> |                   |
|--|---|-------------------|
|  | <b>2012</b>                             | <b>2011</b>       |
| Cash rental income                         | \$ 26,303,952                           | \$ 20,651,134     |
| Deferred rental income (loss)              | 1,680,092                               | (1,165,922)       |
| Rental income from intangible amortization | 368,754                                 | 362,196           |
| <br>Total rental income                    | <br>\$ 28,352,798                       | <br>\$ 19,847,408 |

During the three months ended March 31, 2012 and 2011 deferred rental income (loss) includes a write-off (expense) of deferred rent receivable of \$58,268 and \$3,026,968, respectively, due to the early termination of leases and replacement of operators.

**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 operating leases are accounted for in the statements of operations and comprehensive income as rental income for actual rent collected plus or minus a straight-line adjustment for estimated minimum lease escalators. Assets subject to operating leases are reported as rental properties 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. 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. Principal amortization (accretion) is reflected as an adjustment to the asset subject to a financing lease. Such accretion was \$36,111 and \$37,465 for the three months ended March 31, 2012 and 2011, 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.

**Loan Receivables**

Loan receivables consist of capital improvement loans to tenants and working capital loans to operators. Loan receivables are carried at their principal amount outstanding. Management periodically evaluates outstanding loans and notes receivable for collectability. 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. No other circumstances exist that would suggest that additional reserves are necessary at the balance sheet dates.

**Stock-Based Compensation**

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The Company follows ASC 718, *Stock Compensation* (ASC 718), which requires all share-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. On September 17, 2010, the Company adopted a 2010 Management Incentive Plan (the Plan) as part of the Merger transaction. A pro-rata allocation of non-cash stock-based compensation expense is made to the Company and noncontrolling interests for awards granted under the Plan. The Plan's non-cash stock-based compensation expense by the Company through March 31, 2012 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:



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

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; and

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

Effective January 1, 2012, companies are required to separately disclose the amounts and reasons for any transfers of assets and liabilities into and out of Level 1 and Level 2 of the fair value hierarchy. For fair value measurements using significant unobservable inputs (Level 3), companies are required to disclose quantitative information about the significant unobservable inputs used for all Level 3 measurements and a description of the Company's valuation processes in determining fair value. In addition, companies are required to provide a qualitative discussion about the sensitivity of recurring Level 3 measurements to changes in the unobservable inputs disclosed, including the interrelationship between inputs. Companies are also required to disclose information about when the current use of a non-financial asset measured at fair value differs from its highest and best use and the hierarchy classification for items whose fair value is not recorded on the balance sheet but is disclosed in the notes. This does not have a material effect on the Company's consolidated results of operations or financial position. See Note 11 for further discussion.

The Company's interest rate swaps are valued using models developed internally 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 mortgage and other notes payable obligations with a carrying value of approximately \$619.2 million and \$600.5 million as of March 31, 2012 and December 31, 2011, respectively. The fair values of debt as of March 31, 2012 was \$632.7 million and as of December 31, 2011 was \$597.7 million based upon interest rates available to the Company on similar borrowings (Level 3). Management estimates the fair value of its loan receivables using a discounted cash flow analysis based upon the Company's current interest rates for loan receivables with similar maturities and collateral securing the indebtedness. The Company had outstanding loan receivables with a carrying value of \$36.0 million and \$33.0 million as of March 31, 2012 and December 31, 2011, respectively. The fair values of loan receivables as of March 31, 2012 and as of December 31, 2011 approximate its carrying value 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 comprehensive income within the consolidated statement of changes in equity, exclusive of ineffectiveness amounts, which are recognized as adjustments to net income. In November 2010, we entered into two interest rate swaps and account for changes in fair value of such hedges through accumulated other comprehensive (loss) income in equity and in the consolidated statements of operations and comprehensive income in our financial statements via hedge accounting.

### **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 intends to comply with these requirements and 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 may not elect REIT status for four subsequent years. However, 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

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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 March 31, 2012 or December 31, 2011.

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

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

**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. Rental Property Activity**

The Company had the following rental property activity during the three months ended March 31, 2012 as described below:

In January 2012, Aviv Financing II acquired a land parcel in Ohio from an unrelated third party for a purchase price of \$275,000. The Company financed this purchase through cash.

In March 2012, Aviv Financing I acquired a property in Nevada from an unrelated third party for a purchase price of approximately \$4,800,000. The Company financed this purchase through cash and borrowings of \$3,339,000 under the Acquisition Credit Line (see Footnote 7).

In March 2012, Aviv Financing I acquired a property in Ohio from an unrelated third party for a purchase price of approximately \$2,500,000. The Company financed this purchase through cash and borrowings of \$1,750,000 under the Acquisition Credit Line (see Footnote 7).

In March 2012, Aviv Financing I acquired seven properties in Iowa and one property in Nebraska from an unrelated third party for a purchase price of \$16,200,000. The Company financed this purchase through cash and borrowings of \$10,360,000 under the Acquisition Credit Line (see Footnote 7).

Related to the above business combinations, the Company incurred \$325,000 of acquisition costs that are expensed in general and administrative expenses in the consolidated statements of operations and comprehensive income. In accordance with ASC 805, the Company allocated the approximate net purchase price paid for these properties acquired in 2012 as follows:

|                                    |                   |
|------------------------------------|-------------------|
| Land                               | \$ 2,849,809      |
| Buildings and improvements         | 19,313,953        |
| Furniture, fixtures, and equipment | 1,611,238         |
| <br>Borrowings and available cash  | <br>\$ 23,775,000 |

The Company considers renewals on above or below market leases when ascribing value to the in-place lease intangible assets and liabilities, respectively, 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 tenant, and the number of years until potential renewal option exercise. If renewal is considered probable based on these factors, an additional lease intangible asset or liability is recorded at acquisition and amortized over the renewal period.

The following summarizes the Company's construction in progress at:

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|   | March 31, 2012 | December 31, 2011 |
|---|----------------|-------------------|
| Beginning Balance, January 1, 2012 and 2011, respectively | \$ 28,293,083  | \$ 2,580,110      |
| Additions   | 4,128,061      | 25,712,973        |
| Placed in Services  | (14,722,436)   |                   |
|   | \$ 17,698,708  | \$ 28,293,083     |

During 2012 and 2011, the Company capitalized expenditures for improvements related to various development projects. In 2012, the Company placed into service three additions to three properties located in Washington. In accordance with ASC 835 *Capitalization of Interest* (ASC 835), the Company capitalizes interest based on the average balance of construction in progress for the period using the weighted-average interest rate on all outstanding debt, which approximated 7.0% for the three months ended March 31, 2012. The balance of capitalized interest within construction in progress at March 31, 2012 and December 31, 2011 was \$486,025 and \$682,273, respectively. The amount capitalized during the three months ended March 31, 2012, and 2011, relative to interest incurred was \$233,565 and \$50,287, respectively.

#### 4. Loan Receivables

The following summarizes the Company's loan receivables, net, at:

|   | March 31,<br>2012 | December 31, 2011 |
|---|-------------------|-------------------|
| Beginning balance, January 1, 2012 and 2011, respectively | \$ 33,031,117     | \$ 36,610,638     |
| New capital improvement loans issued                      | 1,368,944         | 4,073,410         |
| Working capital and other loans issued                    | 2,681,843         | 6,846,377         |
| Reserve for uncollectible loans                           | (100,352)         | (1,426,150)       |
| Loan write offs   |                   | (86,156)          |
| Loan amortization and repayments                          | (949,046)         | (12,987,002)      |
|   | \$ 36,032,506     | \$ 33,031,117     |

The Company's reserve for uncollectible loan receivables balances at March 31, 2012 and December 31, 2011 was \$2,276,501 and \$2,176,149, respectively.

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During 2012 and 2011, the Company funded loans for both working capital and capital improvement purposes to various operators and tenants. All loans held by the Company accrue interest. The payments received from the operator or tenant cover both interest accrued as well as amortization of the principal balance due. Any payments received from the tenant or operator made outside of the normal loan amortization schedule are considered principal prepayments and reduce the outstanding loan receivables balance.

Interest income earned on loan receivables for the three months ended March 31, 2012 and 2011 was \$999,341 and \$978,514, respectively.

**5. Deferred Finance Costs**

The following summarizes the Company's deferred finance costs at:

|                          | March 31,<br>2012    | December 31,<br>2011 |
|--------------------------|----------------------|----------------------|
| Gross amount             | \$ 20,867,363        | \$ 15,952,760        |
| Accumulated amortization | (3,574,594)          | (2,810,430)          |
| <b>Net</b>               | <b>\$ 17,292,769</b> | <b>\$ 13,142,330</b> |

For the three months ended March 31, 2012, the Company wrote-off deferred financing costs of \$24,436 with \$11,172 of accumulated amortization associated with the Construction Loan (see Footnote 7) pay down.

**6. Lease Intangibles**

The following summarizes the Company's lease intangibles classified as part of other assets or other liabilities at:

|                       | Assets              |                             |                     |                     |                             |                     |
|-----------------------|---------------------|-----------------------------|---------------------|---------------------|-----------------------------|---------------------|
|                       | March 31, 2012      |                             |                     | December 31, 2011   |                             |                     |
|                       | Gross<br>Amount     | Accumulated<br>Amortization | Net                 | Gross<br>Amount     | Accumulated<br>Amortization | Net                 |
| Above Market leases   | \$ 7,501,851        | \$ (3,485,780)              | \$ 4,016,071        | \$ 7,501,851        | \$ (3,339,335)              | \$ 4,162,516        |
| In-place lease assets | 651,730             | (16,294)                    | 635,436             | 651,730             |                             | 651,730             |
| Tenant relationship   | 212,416             | (4,248)                     | 208,168             | 212,416             |                             | 212,416             |
|                       | <b>\$ 8,365,997</b> | <b>\$ (3,506,322)</b>       | <b>\$ 4,859,675</b> | <b>\$ 8,365,997</b> | <b>\$ (3,339,335)</b>       | <b>\$ 5,026,662</b> |

|                     | Liabilities    |                             |               |                   |                             |               |
|---------------------|----------------|-----------------------------|---------------|-------------------|-----------------------------|---------------|
|                     | March 31, 2012 |                             |               | December 31, 2011 |                             |               |
|                     | Gross Amount   | Accumulated<br>Amortization | Net           | Gross Amount      | Accumulated<br>Amortization | Net           |
| Below Market leases | \$ 26,525,395  | \$ (15,444,336)             | \$ 11,081,059 | \$ 26,525,395     | \$ (14,929,137)             | \$ 11,596,258 |

Amortization expense for in-place lease assets and tenant relationship was \$20,542 and \$0 for the three months ended March 31, 2012 and 2011, respectively. Amortization expense for the above market leases intangible asset for the three months ended March 31, 2012 and 2011 was \$146,445 and \$161,143, 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 months ended March 31, 2012 and 2011 was \$515,199 and \$523,339, respectively, and is included as a component of rental income in the consolidated statements of operations and comprehensive income.

For the three months ended March 31, 2012 and 2011, the Company wrote-off above market leases of \$0 and \$2,678,000 with accumulated amortization of \$0 and \$1,316,232, respectively, and below market leases of \$0 and \$4,660,000 with accumulated accretion of \$0 and \$2,073,638, respectively, for a net recognition of \$0 and \$1,224,594, respectively, in rental income from intangible amortization. These

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write-offs were in connection with the anticipated termination of leases that will be transitioned to new operators.

**Table of Contents****7. Mortgage and Other Notes Payable**

The Company's mortgage and other notes payable consisted of the following:

|  | March 31,<br>2012 | December 31,<br>2011 |
|--|-------------------|----------------------|
| Mortgage (interest rate of 5.75% on March 31, 2012 and December 31, 2011, respectively)  | \$ 195,901,715    | \$ 196,943,393       |
| Acquisition Credit Line (interest rate of 5.75% on March 31, 2012 and December 31, 2011, respectively)   |                   | 72,216,570           |
| Construction loan (interest rate of 5.95% on December 31, 2011)  |                   | 6,073,802            |
| 2016 Revolver (interest rate of 5.25% on March 31, 2012)   | 12,118,589        |                      |
| 2014 Revolver (interest rate of 6.50% on March 31, 2012 and December 31, 2011, respectively)   |                   | 15,000,000           |
| Acquisition loans (interest rate of 6.00% on March 31, 2012 and December 31, 2011, respectively)   | 7,662,582         | 7,687,686            |
| Senior Notes (interest rate of 7.75% on March 31, 2012 and December 31, 2011, respectively), inclusive of \$3.5 million and \$2.6 million net premium balance on March 31, 2012 and December 31, 2011, respectively) | 403,482,046       | 302,552,127          |
| Total  | \$ 619,164,932    | \$ 600,473,578       |

**The Mortgage**

Principal payments on the Mortgage are payable in monthly installments beginning on November 1, 2010. The payment schedule for the Mortgage is based upon a 25-year mortgage style amortization as defined in the Credit Agreement. Interest rates, at the Company's option, are based upon the base rate or Eurodollar base rate (0.58% and 0.37% at March 31, 2012 and December 31, 2011, respectively, with a 1.25% floor) plus 4.5%. The base rate, as defined in the Credit Agreement, is the rate announced from time to time by the Base Rate Bank as its prime rate. The Base Rate Bank is Bank of America, N.A. This loan matures in September 2015 and has two one-year extensions.

**The Acquisition Credit Line**

Under the Credit Agreement, the Company also has a \$100 million Acquisition Credit Line. On each payment date, the Company shall pay interest only in arrears on any outstanding principal balance of the Acquisition Credit Line. Interest rates, at the Company's option, are based upon the base rate or Eurodollar base rate (0.58% and 0.37% at March 31, 2012 and December 31, 2011, respectively, with a 1.25% floor) plus 4.5%. The base rate, as defined in the GE Credit Agreement, is the rate announced from time to time by the Base Rate Bank as its prime rate. The Base Rate Bank is Bank of America, N.A. Additionally, an unused fee equal to 1% per annum of the daily unused balance on the Acquisition Credit Line is due monthly.

For the three months ended March 31, 2012, an additional \$15,449,000 was drawn on the Acquisition Credit Line in addition to the \$72,216,570 drawn at December 31, 2011, before the full drawn amount of \$87,665,570 was paid down on March 28, 2012. The Company incurred \$679,767 in prepayment penalties associated with the pay down, which is recognized as interest expense in the consolidated statements of operations and comprehensive income. The ability to draw on the Acquisition Credit Line terminates in September 2013 at which time principal and interest are payable until its maturity date in September 2015.

**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 of 7<sup>3</sup>/<sub>4</sub>% Senior Notes due 2019 (the Senior Notes), respectively. The REIT is a guarantor of the Issuers' Senior Notes. The Senior Notes are unsecured senior obligations of the Issuers and will mature on February 15, 2019. The Senior 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 \$1.00 million was associated with the offering of the \$100 million of Senior Notes on April 5, 2011 and the \$100

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million of Senior Notes on March 28, 2012, respectively. The premium will be amortized as an adjustment to the yield on the Senior 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 on the 2016 Revolver and \$6.1 million of the Construction Loan during 2012 and \$201.6 million on the Mortgage and the balance of \$28.7 million on the Acquisition Credit Line during 2011.

### **2014 Revolver**

In conjunction with the Senior Notes issuance on February 4, 2011, the Company, under Aviv Financing IV, LLC, entered into a \$25 million revolver with Bank of America (the 2014 Revolver). On each payment date, the Company pays interest only in arrears on any outstanding principal balance of the 2014 Revolver. The interest rate under the Company's 2014 Revolver is generally based on



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LIBOR (subject to a floor of 1.0% and subject to the Company's option to elect to use a prime base rate) plus a margin that is determined by the Company's leverage ratio from time to time. As of March 31, 2012 the interest rates are based upon the base rate (3.25% at March 31, 2012 and December 31, 2011, respectively) plus the applicable percentage based on the consolidated leverage ratio (3.25% at March 31, 2012 and December 31, 2011, respectively). The base rate is the rate announced by Bank of America as the prime rate. Additionally, an unused fee equal to 0.5% per annum of the daily unused balance on the Revolver is due monthly. The Revolver commitment terminates in February 2014 with a one-year extension option. On January 23, 2012, the outstanding balance was repaid and the properties securing the 2014 Revolver were released. However, the 2014 Revolver remains effective, and we may add properties to Aviv Financing IV, LLC in the future, thereby creating borrowing availability under the facility.

**2016 Revolver**

On January 31, 2012, the Company, under Aviv Financing V, L.L.C., entered into a \$187.5 million secured revolving credit facility (the 2016 Revolver). On each payment date, the Company pays interest only in arrears on any outstanding principal balance of the 2016 Revolver. The interest rate under our 2016 Revolver is generally based on LIBOR (subject to a floor of 1.0%) plus 4.25%. The initial term of 2016 Revolver expires in January 2016 with a one-year extension option, provided that certain conditions precedent are satisfied. The amount of the 2016 Revolver may be increased by up to \$87.5 million (resulting in total availability of up to \$275 million), provided that certain conditions precedent are satisfied.

**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.

On November 12, 2010, a subsidiary of Aviv Financing III entered into a construction loan agreement that provides for borrowings up to \$6.4 million. Interest-only payments at the prime rate (3.25% at March 31, 2012 and December 31, 2011, respectively) plus 0.38%, or a minimum of 5.95%, are due monthly from December 1, 2010 through April 1, 2012. From May 1, 2012 through the maturity date of December 1, 2013, monthly payments of principal and interest are due based on a 20-year amortization schedule. This loan is collateralized by a skilled nursing facility controlled by Aviv Financing III. The loan was repaid on March 28, 2012.

**8. Partnership Equity and Incentive Program**

Distributions to the Partnership's partners are summarized as follows for the three months ended March 31:

|      | Class A      | Class B    | Class C      | Class D | Class F    | Class G      |
|------|--------------|------------|--------------|---------|------------|--------------|
| 2012 | \$ 2,068,318 | \$ 513,046 | \$ 769,569   | \$      | \$ 553,761 | \$ 6,491,505 |
| 2011 | \$ 2,066,628 | \$ 849,812 | \$ 1,274,719 | \$      | \$ 553,761 | \$ 5,665,381 |

Weighted-average Units outstanding are summarized as follows for the three months ended March 31:

|      | Class A    | Class B   | Class C | Class D | Class E | Class F   | Class G |
|------|------------|-----------|---------|---------|---------|-----------|---------|
| 2012 | 13,467,223 | 4,523,145 | 2       | 8,050   |         | 2,684,900 | 287,224 |
| 2011 | 13,467,223 | 4,523,145 | 2       | 8,050   |         | 2,684,900 | 233,551 |

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 can be settled in Class C Units or cash at the Company's discretion at the settlement date of December 31, 2012. For accounting purposes, expense recognition under the program commenced in 2008, and the related expense for the three months ended March 31, 2012 and 2011 was approximately \$101,500 and \$101,500, 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,

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2011 and 20% will vest on December 31, 2012, and will settle in 2018, subject to the terms and conditions of the amended incentive program agreement. In accordance with ASC 718, *Compensation - Stock Compensation* (ASC 718), such incentive program will continue to be 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.

**Table of Contents****9. Option Awards**

On September 17, 2010, the Company adopted the Plan as part of the Merger transaction.

The following table represents the time based option awards activity for the three months ended March 31, 2012 and 2011:

|  | Three months ended |                |
|--|--------------------|----------------|
|  | March 31, 2012     | March 31, 2011 |
| Outstanding at January 1, 2012 and 2011                | 23,476             | 21,866         |
| Granted  | 8,934              | 456            |
| Exercised  |                    |                |
| Cancelled/Forfeited                                    | (2,683)            |                |
| Outstanding at March 31, 2012 and 2011                 | 29,727             | 22,322         |
| Options exercisable at end of period                   |                    |                |
| Weighted average fair value of options granted to date | \$ 129.63          | \$ 149.09      |
| Weighted average remaining contractual life (years)    | 8.94               | 9.48           |

The following table represents the time based option awards outstanding at March 31, 2012 and 2011 as well as other Plan data:

|                                    | 2012     |         | 2011     |         |
|------------------------------------|----------|---------|----------|---------|
|                                    | \$ 1,000 | \$1,139 | \$ 1,000 | \$1,124 |
| Range of exercise prices           |          |         |          |         |
| Outstanding                        |          | 29,727  |          | 22,322  |
| Remaining contractual life (years) |          | 8.94    |          | 9.48    |
| Weighted average exercise price    | \$       | 1,049   | \$       | 1,004   |

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 in 2012:

|   | 2012 Grants | 2011 Grants |
|---|-------------|-------------|
| Weighted dividend yield                                     | 7.61%       | 9.16%       |
| Weighted risk-free interest rate                            | 1.42%       | 2.72%       |
| Weighted expected life                                      | 7.0 years   | 7.0 years   |
| Weighted estimated volatility                               | 38.28%      | 38.00%      |
| Weighted average exercise price                             | \$ 1,136.00 | \$ 1,124.22 |
| Weighted average fair value of options granted (per option) | \$ 174.31   | \$ 149.09   |

The Company recorded non-cash compensation expenses of \$142,696 and \$299,468 for the three months ended March 31, 2012 and 2011, respectively, related to the time based stock options accounted for as equity awards.

At March 31, 2012, the total compensation cost related to outstanding, non-vested time based equity option awards that are expected to be recognized as compensation cost in the future aggregates to approximately \$2,359,205.

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|       | <b>For the year ended December 31,</b> | <b>Options</b> |
|-------|--|----------------|
| 2012  |  | \$ 1,025,450   |
| 2013  |  | 788,212        |
| 2014  |  | 391,618        |
| 2015  |  | 137,572        |
| 2016  |  | 16,353         |
| Total |  | \$ 2,359,205   |

Dividend equivalent rights associated with the Plan amounted to \$587,108 and \$535,728 for the three months ended March 31, 2012 and 2011, respectively and are recorded as dividends to stockholders for the periods presented. These dividend rights will be paid in four installments as the option vests.

### **10. Related Parties**

Related party receivables and payables represent amounts due from/to various affiliates of the Company, including advances to members of the Company, 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. An officer of the Company received a loan and such loan had a balance of \$311,748 at March 31, 2011, which was paid off in full subsequent to that date. There were no related party receivables or payables as of March 31, 2012.

**Table of Contents****11. Derivatives**

During the periods presented, the Company was party to various interest rate swaps, which were purchased to fix the variable interest rate on the denoted notional amount under the original debt agreements.

At March 31, 2012, the Company was party to two interest rate swaps, with identical terms for \$100 million each. They were purchased to fix the variable interest rate on the denoted notional amount under the Mortgage which was obtained in September, 2010, and qualify for hedge accounting. 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   |
| Asset balance at March 31, 2012<br>(included in other assets)             | \$   |
| Asset balance at December 31, 2011<br>(included in other assets)          | \$   |
| Liability balance at March 31, 2012<br>(included in other liabilities)    | \$(3,505,670)  |
| Liability balance at December 31, 2011<br>(included in other liabilities) | \$(3,297,342)  |

The fair value of each interest rate swap agreement may increase or decrease due to changes in market conditions but will ultimately decrease to zero over the term of each respective agreement.

The following table provides the Company's derivative assets and liabilities carried at fair value as measured on a recurring basis as of March 31, 2012 (dollars in thousands):

|                        | Total Carrying Value at March 31, 2012 | Quoted Prices in Active Markets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|------------------------|--|---|---|---|
| Derivative assets      | \$                                     | \$  | \$  | \$  |
| Derivative liabilities | (3,506)                                |   | (3,506)                                       |   |
|                        | \$ (3,506)                             | \$  | \$ (3,506)                                    | \$  |

The Company's derivative assets and liabilities include interest rate swaps that effectively convert a portion of the Company's variable rate debt to fixed rate debt. The derivative positions are valued using models developed by the respective counterparty that use as their basis readily observable market parameters (such as forward yield curves) and are classified within Level 2 of the valuation hierarchy. The Company considers 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**

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The Company has a contractual arrangement with a tenant to reimburse quality assurance fees levied by the California Department of Health Care Services from August 1, 2005 through July 31, 2008. The Company is obligated to reimburse the fees to the tenant if and when the state withholds these fees from the tenant's Medi-Cal reimbursements associated with 5 facilities that were formerly leased to Trinity Health Systems. The total possible obligation for these fees of \$1.4 million, has been paid to date.

Judicial proceedings seeking declaratory relief for these fees are in process which if successful would provide for recovery of such amounts from the State of California. The Company has certain rights to seek relief against Trinity Health Systems for monies paid out under the indemnity claim; however, it is uncertain whether the Company will be successful in receiving any amounts from Trinity.

During 2011, the Company entered into a contractual arrangement with a tenant in one of its facilities to reimburse any liabilities, obligations or claims of any kind or nature resulting from the actions of the former tenant in such facility, Brighten Health Care Group. The Company is obligated to reimburse the fees to the tenant if and when the tenant incurs such expenses associated with certain Indemnified Events, as defined therein. The total possible obligation for these fees is estimated to be \$2.0 million, of which approximately \$1.8 million has been paid to date. The remaining \$0.2 million was accrued as a component of other liabilities in the consolidated balance sheets.

In late 2011, after a dispute with a small number of its limited partners, the Partnership filed a declaratory judgment motion in the Delaware Chancery Court seeking confirmation that certain adjustments to the distributions of cash flows of the Partnership were made in accordance with the partnership agreement following the investment in the Partnership by Aviv REIT and related financing transactions. The dispute relates to the relative distributions among classes of limited partners that existed prior to the investment by Aviv REIT.

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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, we do not believe that the result of any of these other matters will have a material adverse effect on our business, operating results, or financial position.

**13. Concentration of Credit Risk**

As of March 31, 2012, the Company's portfolio of investments consisted of 233 healthcare facilities, located in 27 states and operated by 36 third party operators. At March 31, 2012, approximately 46.1% (measured as a percentage of total assets) were leased by five private operators: Saber Health Group (15.1%), Evergreen Healthcare (10.4%), Sun Mar Healthcare (7.8%), Daybreak Healthcare (6.9%), and Benchmark Healthcare (5.9%). No other operator represents more than 5.4% of our total assets. The five states in which the Company had its highest concentration of total assets were California (16.2%), Texas (10.1%), Ohio (8.0%), Arkansas (7.8%), and Pennsylvania (7.1%) at March 31, 2012.

For the three months ended March 31, 2012, the Company's rental income from operations totaled approximately \$28.4 million of which approximately \$4.3 million was from Saber Health Group (15.2%), \$3.0 million was from Evergreen Healthcare (10.6%), \$2.8 million was from Daybreak Healthcare (10.0%), \$2.4 million was from Sun Mar Healthcare (8.5%), and \$1.9 million was from Benchmark Healthcare (6.6%). No other operator generated more than 6.4% of the Company's rental income from operations for the three months ended March 31, 2012.

**14. Subsequent Events**

On April 2, 2012, Aviv Financing V acquired fifteen properties in Texas from an unrelated third party for a purchase price of \$72,700,000. The Company financed the purchase through cash and borrowings of \$37,500,000 under the 2016 Revolver.

On April 2, 2012, Aviv Financing I acquired one property in Florida from an unrelated third party for a purchase price of \$4,936,000. The Company financed the purchase through cash and borrowings of \$3,455,200 under the Acquisition Credit Line.

On April 2, 2012, Aviv Financing II sold two properties in Arkansas to an unrelated third party for a sales price of \$10,180,000 and anticipates recognizing a net gain of approximately \$438,000.

On April 2, 2012, Aviv Financing III sold a property in Arkansas to an unrelated third party for a sales price of \$17,100,000 and anticipates recognizing a gain of approximately \$4,306,300.

On April 2, 2012, Aviv Financing II sold a property in Massachusetts to an unrelated third party for a sales price of \$7,500,000.

On May 1, 2012, Aviv Financing V acquired one property in Wisconsin from an unrelated third party for a purchase price of \$2,500,000. The Company financed the purchase through cash and borrowings of \$1,750,000 under the 2016 Revolver.

On May 4, 2012, Aviv Financing V acquired one vacant land parcel in Texas from an unrelated third party for a purchase price of \$60,000. The Company financed the purchase through cash.

Related to the above business combinations, subsequent to March 31, 2012 the Company incurred \$596,916 of acquisition costs that will be expensed in general and administrative expenses in the consolidated statements of operations and comprehensive income. In accordance with ASC 805, the Company anticipates allocating the approximate net purchase price paid for these properties acquired in 2012 as follows:

|                                    |                   |
|------------------------------------|-------------------|
| Land                               | \$ 7,840,781      |
| Buildings and improvements         | 64,964,888        |
| Furniture, fixtures, and equipment | 7,390,331         |
| <br>                               |                   |
| Borrowings and available cash      | <br>\$ 80,196,000 |

**Table of Contents****AVIV HEALTHCARE PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES****Consolidated Balance Sheets****(unaudited)**

|  | March 31,<br>2012     | December 31,<br>2011  |
|--|-----------------------|-----------------------|
| <b>Assets</b>                                    |                       |                       |
| Cash and cash equivalents                        | \$ 48,662,735         | \$ 39,203,727         |
| Deferred rent receivable                         | 31,539,302            | 29,926,203            |
| Tenant receivables, net                          | 8,312,669             | 6,007,800             |
| Rental properties and financing leases, at cost: |                       |                       |
| Land   | 105,723,478           | 102,925,122           |
| Buildings and improvements                       | 756,600,398           | 721,837,401           |
| Construction in progress                         | 17,698,708            | 28,293,083            |
| Furniture, fixtures and equipment                | 58,704,556            | 55,411,980            |
| Assets under direct financing leases             | 10,952,292            | 10,916,181            |
|  | 949,679,432           | 919,383,767           |
| Less accumulated depreciation                    | (102,807,168)         | (96,796,028)          |
| Net rental properties                            | 846,872,264           | 822,587,739           |
| Deferred finance costs, net                      | 17,292,769            | 13,142,330            |
| Loan receivables, net                            | 36,032,506            | 33,031,117            |
| Other assets                                     | 7,002,438             | 5,864,045             |
| <b>Total assets</b>                              | <b>\$ 995,714,683</b> | <b>\$ 949,762,961</b> |
| <b>Liabilities and equity</b>                    |                       |                       |
| Accounts payable and accrued expenses            | \$ 12,398,600         | \$ 18,124,167         |
| Tenant security and escrow deposits              | 15,203,544            | 15,739,917            |
| Other liabilities                                | 32,187,245            | 33,167,333            |
| Deferred contribution                            |                       | 35,000,000            |
| Mortgage and other notes payable                 | 619,164,932           | 600,473,578           |
| <b>Total liabilities</b>                         | <b>678,954,321</b>    | <b>702,504,995</b>    |
| <b>Equity:</b>                                   |                       |                       |
| Partners' equity                                 | 320,266,032           | 250,555,308           |
| Accumulated other comprehensive loss             | (3,505,670)           | (3,297,342)           |
| <b>Total equity</b>                              | <b>316,760,362</b>    | <b>247,257,966</b>    |
| <b>Total liabilities and equity</b>              | <b>\$ 995,714,683</b> | <b>\$ 949,762,961</b> |

*See accompanying notes to consolidated financial statements.*



**Table of Contents****AVIV HEALTHCARE PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES****Consolidated Statements of Operations and Comprehensive Income****(unaudited)**

|  | Three Months Ended March 31, |                     |
|--|------------------------------|---------------------|
|  | 2012                         | 2011                |
|  | (unaudited)                  |                     |
| <b>Revenues</b>  |                              |                     |
| Rental income  | \$ 28,352,798                | \$ 19,847,408       |
| Tenant recoveries  | 2,080,711                    | 1,688,996           |
| Interest on loans to lessees capital expenditures              | 337,020                      | 288,447             |
| Interest on loans to lessees working capital and capital lease | 1,020,457                    | 1,043,662           |
| <b>Total revenues</b>  | <b>31,790,986</b>            | <b>22,868,513</b>   |
| <b>Expenses</b>  |                              |                     |
| Rent and other operating expenses                              | 243,166                      | 201,664             |
| General and administrative                                     | 4,407,184                    | 3,090,165           |
| Real estate taxes  | 2,303,422                    | 1,689,094           |
| Depreciation and amortization                                  | 6,031,681                    | 4,798,568           |
| Loss on impairment   | 699,201                      |                     |
| <b>Total expenses</b>  | <b>13,684,654</b>            | <b>9,779,491</b>    |
| <b>Operating income</b>  | <b>18,106,332</b>            | <b>13,089,022</b>   |
| <b>Other income and expenses:</b>                              |                              |                     |
| Interest and other income                                      | 6,419                        | 5,615               |
| Interest expense   | (11,207,779)                 | (7,556,185)         |
| Amortization of deferred financing costs                       | (775,336)                    | (678,995)           |
| Earnout accretion  | (100,088)                    |                     |
| Loss on extinguishment of debt                                 | (13,264)                     | (3,143,008)         |
| <b>Total other income and expenses</b>                         | <b>(12,090,048)</b>          | <b>(11,372,573)</b> |
| <b>Net income allocable to common units</b>                    | <b>\$ 6,016,284</b>          | <b>\$ 1,716,449</b> |
| <b>Net income allocable to common units</b>                    | <b>\$ 6,016,284</b>          | <b>\$ 1,716,449</b> |
| Unrealized (loss) gain on derivative instruments               | (208,328)                    | 508,634             |
| <b>Total comprehensive income allocable to common units</b>    | <b>\$ 5,807,956</b>          | <b>\$ 2,225,083</b> |

*See accompanying notes to consolidated financial statements.*

**Table of Contents****AVIV HEALTHCARE PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES****Consolidated Statement of Changes in Equity****Three Months Ended March 31, 2012 (unaudited)**

|   | <b>Partners<br/>Equity</b> | <b>Accumulated Other<br/>Comprehensive Loss</b> | <b>Total<br/>Equity</b> |
|---|----------------------------|---|-------------------------|
| Balance at January 1, 2012                | \$ 250,555,308             | \$ (3,297,342)                                  | \$ 247,257,966          |
| Non-cash stock-based compensation         | 244,196                    |   | 244,196                 |
| Distributions to partners                 | (11,549,756)               |   | (11,549,756)            |
| Capital contributions                     | 75,000,000                 |   | 75,000,000              |
| Unrealized loss on derivative instruments |                            | (208,328)                                       | (208,328)               |
| Net income                                | 6,016,284                  |   | 6,016,284               |
| Balance at March 31, 2012                 | \$ 320,266,032             | \$ (3,505,670)                                  | \$ 316,760,362          |

*See accompanying notes to consolidated financial statements.*

**Table of Contents****AVIV HEALTHCARE PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES****Consolidated Statements of Cash Flows****(unaudited)**

|   | <b>Three Months Ended March 31,</b> |               |
|---|-------------------------------------|---------------|
|   | <b>2012</b>                         | <b>2011</b>   |
| <b>Operating activities</b>   |                                     |               |
| Net income  | \$ 6,016,284                        | \$ 1,716,449  |
| Adjustments to reconcile net income to net cash provided by operating activities: |                                     |               |
| Depreciation and amortization   | 6,031,681                           | 4,798,568     |
| Amortization of deferred financing costs  | 775,336                             | 678,995       |
| Accretion of bond premium   | (70,081)                            |               |
| Deferred rental (income) loss, net  | (1,680,092)                         | 1,165,922     |
| Rental income from intangible amortization, net                                   | (368,754)                           | (362,196)     |
| Non-cash stock-based compensation   | 244,196                             | 586,445       |
| Non-cash loss on extinguishment of debt   | 13,264                              | 3,143,008     |
| Loss on impairment of assets  | 699,201                             |               |
| Reserve for uncollectible loan receivables  | 100,352                             | 157,317       |
| Accretion of earn-out provision for previously acquired rental properties         | 100,088                             |               |
| Changes in assets and liabilities:  |                                     |               |
| Tenant receivables  | (2,822,991)                         | (530,243)     |
| Other assets  | (1,305,381)                         | 2,023,699     |
| Accounts payable and accrued expenses   | (4,770,254)                         | 669,320       |
| Tenant security deposits and other liabilities                                    | (1,844,403)                         | (377,522)     |
| Net cash provided by operating activities   | 1,118,446                           | 13,669,762    |
| <b>Investing activities</b>   |                                     |               |
| Purchase of rental properties   | (23,775,000)                        | (24,825,776)  |
| Capital improvements  | (15,857,264)                        | (1,759,620)   |
| Change in construction in progress, net of related payables                       | 6,506,433                           | (1,490,810)   |
| Loan receivables (funded to) received from others, net                            | (1,743,575)                         | 5,726,527     |
| Net cash used in investing activities   | (34,869,406)                        | (22,349,679)  |
| <b>Financing activities</b>   |                                     |               |
| Borrowings of debt  | 134,049,000                         | 210,200,000   |
| Repayment of debt   | (115,287,565)                       | (196,152,269) |
| Payment of financing costs  | (4,603,430)                         | (6,556,704)   |
| Capital contributions   | 75,000,000                          | 10,000,000    |
| Deferred contribution   | (35,000,000)                        |               |
| Cash distributions to partners  | (10,948,037)                        | (11,335,282)  |
| Net cash provided by financing activities   | 43,209,968                          | 6,155,745     |
| Net increase (decrease) in cash and cash equivalents                              | 9,459,008                           | (2,524,172)   |
| Cash and cash equivalents:  |                                     |               |
| Beginning of period   | 39,203,727                          | 13,028,474    |
| End of period   | \$ 48,662,735                       | \$ 10,504,302 |
| <b>Supplemental cash flow information</b>   |                                     |               |
| Cash paid for interest  | \$ 16,490,483                       | \$ 6,093,599  |

**Supplemental disclosure of noncash activity**

|  |               |               |
|--|---------------|---------------|
| Accrued distributions payable to partners  | \$ 11,196,794 | \$ 10,410,301 |
| Write-off of deferred rent receivable      | \$ 58,268     | \$ 3,026,968  |
| Write-off of deferred financing costs, net | \$ 13,264     | \$ 3,143,008  |

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**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) was formed in 2005 and directly or indirectly owned or leased 233 properties, principally skilled nursing facilities, across the United States at March 31, 2012. The Partnership generates the majority of its revenues by entering into long-term triple-net leases with qualified local, regional, and national operators. In addition to the base rent, leases provide for tenants to pay the Partnership an ongoing escrow for real estate taxes. Furthermore, all operating and maintenance costs of the buildings are the responsibility of the tenants. 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 Aviv Healthcare Capital Corporation, a Delaware company. The Operating Partnership has five wholly owned subsidiaries: Aviv Financing I, LLC (Aviv Financing I), a Delaware limited liability company; Aviv Financing II, LLC (Aviv Financing II), a Delaware limited liability company; Aviv Financing III, LLC (Aviv Financing III), a Delaware limited liability company; Aviv Financing IV, LLC (Aviv Financing IV), a Delaware limited liability company; and Aviv Financing V, LLC (Aviv Financing V), a Delaware limited liability company.

On September 17, 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. Effective on such date, the REIT is the sole general partner of the Partnership. Pursuant to 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 will continue to be held by the Operating Partnership and its subsidiaries. The REIT's equity interest in the Surviving Partnership will be linked to future investments in the REIT, such that future equity issuances by the REIT (pursuant to the Stockholders Agreement, the REIT's management incentive plan or otherwise as agreed between the parties) will result in a corresponding increase in the REIT's equity interest in the Surviving Partnership. The REIT is authorized to issue 2 million shares of common stock (par value \$0.01) and 1,000 shares of preferred stock (par value \$1,000). At March 31, 2012, there are 328,488 shares of common stock and 125 shares of preferred stock outstanding.

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 was funded in September 2010 with approximately \$235 million from its stockholders, and such amounts, net of costs, was contributed to the Partnership in September 2010 in exchange for Class G Units in the Partnership. An additional \$75 million was contributed by the REIT's stockholders during 2011, of which \$35 million was recognized as a contribution in January 2012. Additionally, the REIT's stockholders contributed \$40 million on March 28, 2012. As of March 31, 2012, the REIT owned 62.4% of the Partnership and the weighted average for the three months ended March 31, 2012 and 2011 were 59.2% and 54.4%, respectively.

**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**

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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.

**Table of Contents****Quarterly Reporting**

The accompanying unaudited financial statements and notes of the Partnership as of March 31, 2012 and for the three months ended March 31, 2012 and 2011 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 such 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, 2011, 2010, and 2009. The consolidated statements of operations and comprehensive income and cash flows for the three months ended March 31, 2012 and 2011 are not necessarily indicative of full year results.

The balance sheet at December 31, 2011 has been derived from the audited financial statements at that date, but does not include all of the information and footnotes required by accounting principles generally accepted in the United States 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, 2011, as filed with the Securities and Exchange Commission.

**Rental Properties**

The Partnership periodically assesses the carrying value of rental properties 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 impairment in value occurs and a portion of the carrying amount of the rental properties will not be recovered in part or in whole, a provision will be recorded to reduce the carrying basis of the rental properties and related intangibles to their estimated fair value. The estimated fair value of the Partnership's rental properties is determined by using customary industry standard methods that include discounted cash flow and/or direct capitalization analysis. As part of the impairment evaluation for the three months ended March 31, 2012, a building in Youngstown, AZ and a building in Fall River, MA were impaired for \$557,997 and \$141,204, respectively, to reflect the difference between the book value and the estimated selling price less costs to dispose (Level 3). As part of impairment evaluation for the three months ended March 31, 2011, no other rental properties or related intangible assets were concluded to be impaired.

**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 deferred rent receivable. Income recognized from this policy is titled deferred rental income. Additional rents from expense reimbursements for real estate taxes and certain other expenses are recognized in the period in which the related expenses are incurred and are reflected as tenant recoveries 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<br/>March 31,</b> |                   |
|--|---|-------------------|
|  | <b>2012</b>                             | <b>2011</b>       |
| Cash rental income                         | \$ 26,303,952                           | \$ 20,651,134     |
| Deferred rental income (loss)              | 1,680,092                               | (1,165,922)       |
| Rental income from intangible amortization | 368,754                                 | 362,196           |
| <br>Total rental income                    | <br>\$ 28,352,798                       | <br>\$ 19,847,408 |

During the three months ended March 31, 2012 and 2011, deferred rental income (loss) includes a write-off (expense) of deferred rent receivable of \$58,268 and \$3,026,968, respectively, due to the early termination of leases and replacement of operators.

**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 operating leases are accounted for in the statements of operations and comprehensive income as rental income for actual rent collected plus or minus a straight-line adjustment for estimated minimum lease escalators. Assets subject to operating leases are reported as rental properties 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. 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. Principal amortization (accretion) is reflected as an adjustment to the asset subject to a financing lease. Such accretion was \$36,111 and \$37,465 for the three months ended March 31, 2012 and 2011, respectively.



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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.

### **Loan Receivables**

Loan receivables consist of capital improvement loans to tenants and working capital loans to operators. Loan receivables are carried at their principal amount outstanding. Management periodically evaluates outstanding loans and notes receivable for collectability. 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. No other circumstances exist that would suggest that additional reserves are necessary at the balance sheet dates.

### **Stock-Based Compensation**

The Partnership follows ASC 718, *Stock Compensation* (ASC 718), which requires all share-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. On September 17, 2010, the Company adopted a 2010 Management Incentive Plan (the Plan) as part of the Merger transaction. A pro-rata allocation of non-cash stock-based compensation expense is made to the Partnership for awards granted under the Plan. The Plan's non-cash stock-based compensation expense by the Partnership through March 31, 2012 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 or;

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; and

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 internally by the respective counterparty that use as their basis readily observable market parameters and are classified within Level 2 of the valuation hierarchy.

Effective January 1, 2012, companies are required to separately disclose the amounts and reasons for any transfers of assets and liabilities into and out of Level 1 and Level 2 of the fair value hierarchy. For fair value measurements using significant unobservable inputs (Level 3), companies are required to disclose quantitative information about the significant unobservable inputs used for all Level 3 measurements and a description of the Partnership's valuation processes in determining fair value. In addition, companies are required to provide a qualitative discussion about the sensitivity of recurring Level 3 measurements to changes in the unobservable inputs disclosed, including the interrelationship between inputs. Companies are also required to disclose information about when the current use of a non-financial asset measured at fair value differs from its highest and best use and the hierarchy classification for items whose fair value is not recorded on the balance sheet but is disclosed in the notes. This does not have a material effect on the Partnership's consolidated results of operations or financial position. See Note 11 for further discussion.

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 mortgage and other notes payable obligations with a carrying value of approximately \$619.2 million and \$600.5

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million as of March 31, 2012 and December 31, 2011, respectively. The fair values of debt as of March 31, 2012 was \$632.7 million and as of December 31, 2011 was \$597.7 million based upon interest rates available to the Partnership on similar borrowings (Level 3). Management estimates the fair value of its loan receivables using a discounted cash flow analysis based upon the Partnership's current interest rates for loan receivables with similar maturities and collateral securing the indebtedness. The Partnership had outstanding loan receivables with a carrying value of \$36.0 million and \$33.0 million as of March 31, 2012 and December 31, 2011, respectively. The fair values of loan receivables as of March 31, 2012 and as of December 31, 2011 approximate its carrying value based upon interest rates available to the Partnership on similar borrowings.

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### **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 comprehensive income within the consolidated statement of changes in equity, exclusive of ineffectiveness amounts, which are recognized as adjustments to net income. In November 2010, we entered into two interest rate swaps and account for changes in fair value of such hedges through accumulated comprehensive (loss) income in equity and in the consolidated statements of operations and comprehensive income in our financial statements via hedge accounting.

### **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 March 31, 2012 or December 31, 2011.

### **Business Combinations**

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

### **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. Rental Property Activity**

The Partnership had the following rental property activity during the three months ended March, 2012 as described below:

In January 2012, Aviv Financing II acquired a land parcel in Ohio from an unrelated third party for a purchase price of \$275,000. The Partnership financed this purchase through cash.

In March 2012, Aviv Financing I acquired a property in Nevada from an unrelated third party for a purchase price of approximately \$4,800,000. The Partnership financed this purchase through cash and borrowings of \$3,339,000 under the Acquisition Credit Line (see Footnote 7).

In March 2012, Aviv Financing I acquired a property in Ohio from an unrelated third party for a purchase price of approximately \$2,500,000. The Partnership financed this purchase through cash and borrowings of \$1,750,000 under the Acquisition Credit Line (see Footnote 7).

In March 2012, Aviv Financing I acquired seven properties in Iowa and one property in Nebraska from an unrelated third party for a purchase price of approximately \$16,200,000. The Partnership financed this purchase through cash and borrowings of \$10,360,000 under the Acquisition Credit Line (see Footnote 7).

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Related to the above business combinations, the Partnership incurred \$325,000 of acquisition costs that are expensed in general and administrative expenses in the consolidated statements of operations and comprehensive income. In accordance with ASC 805, the Partnership allocated the approximate net purchase price paid for these properties acquired in 2012 as follows:

|                                    |                   |
|------------------------------------|-------------------|
| Land                               | \$ 2,849,809      |
| Buildings and improvements         | 19,313,953        |
| Furniture, fixtures, and equipment | 1,611,238         |
| <br>                               |                   |
| Borrowings and available cash      | <br>\$ 23,775,000 |

The Partnership considers renewals on above or below market leases when ascribing value to the in-place lease intangible assets and liabilities, respectively, 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 tenant, and the number of years until potential renewal option exercise. If renewal is considered probable based on these factors, an additional lease intangible asset or liability is recorded at acquisition and amortized over the renewal period.

The following summarizes the Partnership's construction in progress at:

|   | March 31,<br>2012 | December 31, 2011 |
|---|-------------------|-------------------|
| Beginning Balance, January 1, 2012 and 2011, respectively | \$ 28,293,083     | \$ 2,580,110      |
| Additions   | 4,128,061         | 25,712,973        |
| Placed in Service   | (14,722,436)      |                   |
|   | <br>\$ 17,698,708 | <br>\$ 28,293,083 |

During 2012 and 2011, the Partnership capitalized expenditures for improvements related to various development projects. In 2012, the Partnership placed into service three additions to three properties located in Washington. In accordance with ASC 835 *Capitalization of Interest* (ASC 835), the Partnership capitalizes interest based on the average balance of construction in progress for the period using the weighted-average interest rate on all outstanding debt, which approximated 7.0% for the three months ended March 31, 2012. The balance of capitalized interest within construction in progress at March 31, 2012 and December 31, 2011 was \$486,025 and \$682,273, respectively. The amount capitalized during the three months ended March 31, 2012, and 2011, relative to interest incurred was \$233,565 and \$50,287, respectively.

**Table of Contents****4. Loan Receivables**

The following summarizes the Partnership's loan receivables, net, at:

|   | March 31,<br>2012 | December 31, 2011 |
|---|-------------------|-------------------|
| Beginning balance, January 1, 2012 and 2011, respectively | \$ 33,031,117     | \$ 36,610,638     |
| New capital improvement loans issued                      | 1,368,944         | 4,073,410         |
| Working capital and other loans issued                    | 2,681,843         | 6,846,377         |
| Reserve for uncollectible loans                           | (100,352)         | (1,426,150)       |
| Loan write offs   |                   | (86,156)          |
| Loan amortization and repayments                          | (949,046)         | (12,987,002)      |
|   | \$ 36,032,506     | \$ 33,031,117     |

The Partnership's reserve for uncollectible loan receivables balances at March 31, 2012 and December 31, 2011 was \$2,276,501 and \$2,176,149, respectively.

During 2012 and 2011, the Partnership funded loans for both working capital and capital improvement purposes to various operators and tenants. All loans held by the Partnership accrue interest. The payments received from the operator or tenant cover both interest accrued as well as amortization of the principal balance due. Any payments received from the tenant or operator made outside of the normal loan amortization schedule are considered principal prepayments and reduce the outstanding loan receivables balance.

Interest income earned on loan receivables for the three months ended March 31, 2012 and 2011 was \$999,341 and \$978,514, respectively.

**5. Deferred Finance Costs**

The following summarizes the Partnership's deferred finance costs at:

|                          | March 31,<br>2012 | December 31,<br>2011 |
|--------------------------|-------------------|----------------------|
| Gross amount             | \$ 20,867,363     | \$ 15,952,760        |
| Accumulated amortization | (3,574,594)       | (2,810,430)          |
| Net                      | \$ 17,292,769     | \$ 13,142,330        |

For the three months ended March 31, 2012, the Partnership wrote-off deferred financing costs of \$24,436 with \$11,172 of accumulated amortization associated with the Construction Loan (see Footnote 7) pay down.

**6. Lease Intangibles**

The following summarizes the Partnership's lease intangibles classified as part of other assets or other liabilities at:

|                       | Assets          |   |              | December 31, 2011 |                             |              |
|-----------------------|-----------------|---|--------------|-------------------|-----------------------------|--------------|
|                       | Gross<br>Amount | March 31, 2012<br>Accumulated<br>Amortization | Net          | Gross<br>Amount   | Accumulated<br>Amortization | Net          |
| Above Market leases   | \$ 7,501,851    | \$ (3,485,780)                                | \$ 4,016,071 | \$ 7,501,851      | \$ (3,339,335)              | \$ 4,162,516 |
| In-place lease assets | 651,730         | (16,294)                                      | 635,436      | 651,730           |                             | 651,730      |

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|                     |              |                |              |              |                             |
|---------------------|--------------|----------------|--------------|--------------|-----------------------------|
| Tenant relationship | 212,416      | (4,248)        | 208,168      | 212,416      | 212,416                     |
|                     | \$ 8,365,997 | \$ (3,506,322) | \$ 4,859,675 | \$ 8,365,997 | \$ (3,339,335) \$ 5,026,662 |

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|                     | March 31, 2012 |                          |               | December 31, 2011 |                          |               |
|---------------------|----------------|--------------------------|---------------|-------------------|--------------------------|---------------|
|                     | Gross Amount   | Accumulated Amortization | Net           | Gross Amount      | Accumulated Amortization | Net           |
| Below Market leases | \$ 26,525,395  | \$ (15,444,336)          | \$ 11,081,059 | \$ 26,525,395     | \$ (14,929,137)          | \$ 11,596,258 |

Amortization expense for in-place lease assets and tenant relationship was \$20,542 and \$0 for the three months ended March 31, 2012 and 2011, respectively. Amortization expense for the above market leases intangible asset for the three months ended March 31, 2012 and 2011 was \$146,445 and \$161,143, 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 months ended March 31, 2012 and 2011 was \$515,199 and \$523,339 respectively, and is included as a component of rental income in the consolidated statements of operations and comprehensive income.

For the three months ended March 31, 2012 and 2011, the Partnership wrote-off above market leases of \$0 and \$2,678,000 with accumulated amortization of \$0 and \$1,316,232, respectively, and below market leases of \$0 and \$4,660,000 with accumulated accretion of \$0 and \$2,073,638, respectively, for a net recognition of \$0 and \$1,224,594, respectively, in rental income from intangible amortization. These write-offs were in connection with the anticipated termination of leases that will be transitioned to new operators.

**7. Mortgage and Other Notes Payable**

The Partnership's mortgage and other notes payable consisted of the following:

|  | March 31, 2012 | December 31, 2011 |
|--|----------------|-------------------|
| Mortgage (interest rate of 5.75% on March 31, 2012 and December 31, 2011, respectively)  | \$ 195,901,715 | \$ 196,943,393    |
| Acquisition Credit Line (interest rate of 5.75% on March 31, 2012 and December 31, 2011, respectively)   |                | 72,216,570        |
| Construction loan (interest rate of 5.95% on December 31, 2011)  |                | 6,073,802         |
| 2016 Revolver (interest rate of 5.25% on March 31, 2012)   | 12,118,589     |                   |
| 2014 Revolver (interest rate of 6.50% on March 31, 2012 and December 31, 2011, respectively)   |                | 15,000,000        |
| Acquisition loans (interest rate of 6.00% on March 31, 2012 and December 31, 2011, respectively)   | 7,662,582      | 7,687,686         |
| Senior Notes (interest rate of 7.75% on March 31, 2012 and December 31, 2011, respectively), inclusive of \$3.5 million and \$2.6 million net premium balance on March 31, 2012 and December 31, 2011, respectively) | 403,482,046    | 302,552,127       |
| Total  | \$ 619,164,932 | \$ 600,473,578    |

**The Mortgage**

Principal payments on the Mortgage are payable in monthly installments beginning on November 1, 2010. The payment schedule for the Mortgage is based upon a 25-year mortgage style amortization as defined in the Credit Agreement. Interest rates, at the Partnership's option, are based upon the base rate or Eurodollar base rate (0.58% and 0.37% at March 31, 2012 and December 31, 2011, respectively, with a 1.25% floor) plus 4.5%. The base rate, as defined in the Credit Agreement, is the rate announced from time to time by the Base Rate Bank as its prime rate. The Base Rate Bank is Bank of America, N.A. This loan matures in September 2015 and has two one-year extensions.

**The Acquisition Credit Line**

Under the Credit Agreement, the Partnership also has a \$100 million Acquisition Credit Line. On each payment date, the Partnership shall pay interest only in arrears on any outstanding principal balance of the Acquisition Credit Line. Interest rates, at the Partnership's option, are based upon the base rate or Eurodollar base rate (0.58% and 0.37% at March 31, 2012 and December 31, 2011, respectively, with a 1.25% floor) plus 4.5%. The base rate, as defined in the GE Credit Agreement, is the rate announced from time to time by the Base Rate Bank as its prime rate.

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The Base Rate Bank is Bank of America, N.A. Additionally, an unused fee equal to 1% per annum of the daily unused balance on the Acquisition Credit Line is due monthly.

For the three months ended March 31, 2012, an additional \$15,449,000 was drawn on the Acquisition Credit Line in addition to the \$72,216,570 drawn at December 31, 2011, before the full drawn amount of \$87,665,570 was paid down on March 28, 2012. The Partnership incurred \$679,767 in prepayment penalties associated with the pay down, which is recognized as interest expense in the consolidated statements of operations and comprehensive income. The ability to draw on the Acquisition Credit Line terminates in September 2013 at which time principal and interest are payable until its maturity date in September 2015.



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### **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 of 7 <sup>3</sup>/<sub>4</sub>% Senior Notes due 2019 (the Senior Notes), respectively. The Company is a guarantor of the Issuers' Senior Notes. The Senior Notes are unsecured senior obligations of the Issuers and will mature on February 15, 2019. The Senior 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 \$1.00 million was associated with the offering of the \$100 million of Senior Notes on April 5, 2011 and the \$100 million of Senior Notes on March 28, 2012, respectively. The premium will be amortized as an adjustment to the yield on the Senior 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 and \$201.6 million on the Mortgage and the balance of \$28.7 million on the Acquisition Credit Line during 2011.

### **2014 Revolver**

In conjunction with the Senior Notes issuance on February 4, 2011, the Partnership, under Aviv Financing IV, LLC, entered into a \$25 million revolver with Bank of America (the 2014 Revolver). On each payment date, the Partnership pays interest only in arrears on any outstanding principal balance of the 2014 Revolver. The interest rate under the Partnership's 2014 Revolver is generally based on LIBOR (subject to a floor of 1.0% and subject to the Partnership's option to elect to use a prime base rate) plus a margin that is determined by the Partnership's leverage ratio from time to time. As of March 31, 2012 the interest rates are based upon the base rate (3.25% at March 31, 2012 and December 31, 2011, respectively) plus the applicable percentage based on the consolidated leverage ratio (3.25% at March 31, 2012 and December 31, 2011, respectively). The base rate is the rate announced by Bank of America as the prime rate. Additionally, an unused fee equal to 0.5% per annum of the daily unused balance on the Revolver is due monthly. The Revolver commitment terminates in February 2014 with a one-year extension option. On January 23, 2012, the outstanding balance was repaid and the properties securing the 2014 Revolver were released. However, the 2014 Revolver remains effective, and we may add properties to Aviv Financing IV, LLC in the future, thereby creating borrowing availability under the facility.

### **2016 Revolver**

On January 31, 2012, the Partnership, under Aviv Financing V, L.L.C., entered into a \$187.5 million secured revolving credit facility (the 2016 Revolver). On each payment date, the Partnership pays interest only in arrears on any outstanding principal balance of the 2016 Revolver. The interest rate under our 2016 Revolver is generally based on LIBOR (subject to a floor of 1.0%) plus 4.25%. The initial term of 2016 Revolver expires in January 2016 with a one-year extension option, provided that certain conditions precedent are satisfied. The amount of the 2016 Revolver may be increased by up to \$87.5 million (resulting in total availability of up to \$275 million), provided that certain conditions precedent are satisfied.

### **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.

On November 12, 2010, a subsidiary of Aviv Financing III entered into a construction loan agreement that provides for borrowings up to \$6.4 million. Interest-only payments at the prime rate (3.25% and 3.25% at March 31, 2012 and December 31, 2011, respectively) plus 0.38%, or a minimum of 5.95%, are due monthly from December 1, 2010 through April 1, 2012. From May 1, 2012 through the maturity date of December 1, 2013, monthly payments of principal and interest are due based on a 20-year amortization schedule. This loan is collateralized by a skilled nursing facility controlled by Aviv Financing III. The loan was repaid on March 28, 2012.

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

Distributions to the Partnership's partners are summarized as follows for the three months ended March 31:

| Class A | Class B | Class C | Class D | Class F | Class G |
|---------|---------|---------|---------|---------|---------|
|---------|---------|---------|---------|---------|---------|

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|      |              |            |              |    |            |              |
|------|--------------|------------|--------------|----|------------|--------------|
| 2012 | \$ 2,068,318 | \$ 513,046 | \$ 769,569   | \$ | \$ 553,761 | \$ 6,491,505 |
| 2011 | \$ 2,066,628 | \$ 849,812 | \$ 1,274,719 | \$ | \$ 553,761 | \$ 5,665,381 |

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Weighted-average Units outstanding are summarized as follows for the three months ended March 31:

|      | Class A    | Class B   | Class C | Class D | Class E | Class F   | Class G |
|------|------------|-----------|---------|---------|---------|-----------|---------|
| 2012 | 13,467,223 | 4,523,145 | 2       | 8,050   |         | 2,684,900 | 287,224 |
| 2011 | 13,467,223 | 4,523,145 | 2       | 8,050   |         | 2,684,900 | 233,551 |

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 can be settled in Class C Units or cash at the Partnership's discretion at the settlement date of December 31, 2012. For accounting purposes, expense recognition under the program commenced in 2008, and the related expense for the three months ended March 31, 2012 and 2011 was approximately \$101,500 and \$101,500, 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% will vest on December 31, 2012, and will settle in 2018, subject to the terms and conditions of the amended incentive program agreement. In accordance with ASC 718, *Compensation - Stock Compensation* (ASC 718), such incentive program will continue to be 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.

The Partnership's equity balance that is presented on the consolidated balance sheets is split between the general partner and limited partners in the amounts of \$314,636,583 and \$5,629,449 at March 31, 2012, respectively. The Partnership's equity balance that is presented on the consolidated balance sheets is split between the general partner and limited partners in the amounts of \$243,579,151 and \$6,976,157 at December 31, 2011, respectively.

**Table of Contents****9. Option Awards**

On September 17, 2010, the Company adopted the Plan as part of the Merger transaction.

The following table represents the time based option awards activity for the three months ended March 31, 2012 and 2011.

|  | Three months ended |                |
|--|--------------------|----------------|
|  | March 31, 2012     | March 31, 2011 |
| Outstanding at January 1, 2012 and 2011                | 23,476             | 21,866         |
| Granted  | 8,934              | 456            |
| Exercised  |                    |                |
| Cancelled/Forfeited                                    | (2,683)            |                |
| Outstanding at March 31, 2012 and 2011                 | 29,727             | 22,322         |
| Options exercisable at end of period                   |                    |                |
| Weighted average fair value of options granted to date | \$ 129.63          | \$ 149.09      |
| Weighted average remaining contractual life (years)    | 8.94               | 9.48           |

The following table represents the time based option awards outstanding at March 31, 2012 and 2011 as well as other Plan data:

|                                    | 2012     |         | 2011     |         |
|------------------------------------|----------|---------|----------|---------|
|                                    | \$ 1,000 | \$1,139 | \$ 1,000 | \$1,124 |
| Range of exercise prices           |          |         |          |         |
| Outstanding                        |          | 29,727  |          | 22,322  |
| Remaining contractual life (years) |          | 8.94    |          | 9.48    |
| Weighted average exercise price    | \$       | 1,049   | \$       | 1,004   |

The Partnership 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 in 2012 and 2011.

|   | 2012 Grants | 2011 Grants |
|---|-------------|-------------|
| Weighted dividend yield                                     | 7.61%       | 9.16%       |
| Weighted risk-free interest rate                            | 1.42%       | 2.72%       |
| Weighted expected life                                      | 7.0 years   | 7.0 years   |
| Weighted estimated volatility                               | 38.28%      | 38.00%      |
| Weighted average exercise price                             | \$ 1,136.00 | \$ 1,124.22 |
| Weighted average fair value of options granted (per option) | \$ 174.31   | \$ 149.09   |

The Partnership recorded non-cash compensation expenses of \$142,696 and 299,468 for the three months ended March 31, 2012 and 2011, respectively, related to the time based stock options accounted for as equity awards.

At March 31, 2012, the total compensation cost related to outstanding, non-vested time based equity option awards that are expected to be recognized as compensation cost in the future aggregates to approximately \$2,359,205.

| For the year ended December 31, | Options      |
|---------------------------------|--------------|
| 2012                            | \$ 1,025,450 |
| 2013                            | 788,212      |

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|       |              |
|-------|--------------|
| 2014  | 391,618      |
| 2015  | 137,572      |
| 2016  | 16,353       |
| Total | \$ 2,359,205 |

Dividend equivalent rights associated with the Plan amounted to \$587,108 and \$535,728 for the three months ended March 31, 2012 and 2011, respectively and are recorded as distributions to partners for the periods presented. These dividend rights will be paid in four installments as the option vests.

### 10. Related Parties

Related party receivables and payables represent amounts due from/to various affiliates of the Partnership, including advances to members of the Partnership, 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. An officer of the Partnership received a loan and such loan had a balance of \$311,748 at March 31, 2011, which was paid off in full subsequent to that date. There were no related party receivables or payables as of March 31, 2012.

**Table of Contents****11. Derivatives**

During the periods presented, the Partnership was party to various interest rate swaps, which were purchased to fix the variable interest rate on the denoted notional amount under the original debt agreements.

At March 31, 2012, the Partnership was party to two interest rate swaps, with identical terms for \$100 million each. They were purchased to fix the variable interest rate on the denoted notional amount under the Mortgage which was obtained in September, 2010, and qualify for hedge accounting. 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   |
| Asset balance at March 31, 2012 (included in other assets)             | \$    |  |
| Asset balance at December 31, 2011 (included in other assets)          | \$    |  |
| Liability balance at March 31, 2012 (included in other liabilities)    | \$    | (3,505,670)  |
| Liability balance at December 31, 2011 (included in other liabilities) | \$    | (3,297,342)  |

The fair value of each interest rate swap agreement may increase or decrease due to changes in market conditions but will ultimately decrease to zero over the term of each respective agreement.

The following table provides the Partnership's derivative assets and liabilities carried at fair value as measured on a recurring basis as of March 31, 2012 (dollars in thousands):

|                        | Total Carrying Value at March 31, 2012 | Quoted Prices in Active Markets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|------------------------|--|---|---|---|
| Derivative assets      | \$                                     | \$  | \$  | \$  |
| Derivative liabilities | (3,506)                                |   | (3,506)                                       |   |
|                        | \$ (3,506)                             | \$  | \$ (3,506)                                    | \$  |

The Partnership's derivative assets and liabilities include interest rate swaps that effectively convert a portion of the Partnership's variable rate debt to fixed rate debt. The derivative positions are valued using models developed by the respective counterparty that use as their basis readily observable market parameters (such as forward yield curves) and are classified within Level 2 of the valuation hierarchy. The Partnership considers 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**

The Partnership has a contractual arrangement with a tenant to reimburse quality assurance fees levied by the California Department of Health Care Services from August 1, 2005 through July 31, 2008. The Partnership is obligated to reimburse the fees to the tenant if and when the state withholds these fees from the tenant's Medi-Cal reimbursements associated with 5 facilities that were formerly leased to Trinity Health Systems. The total possible obligation for these fees of \$1.4 million has been paid to date.

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Judicial proceedings seeking declaratory relief for these fees are in process which if successful would provide for recovery of such amounts from the State of California. The Company has certain rights to seek relief against Trinity Health Systems for monies paid out under the indemnity claim; however, it is uncertain whether the Company will be successful in receiving any amounts from Trinity.

During 2011, the Partnership entered into a contractual arrangement with a tenant in one of its facilities to reimburse any liabilities, obligations or claims of any kind or nature resulting from the actions of the former tenant in such facility, Brighten Health Care Group. The Partnership is obligated to reimburse the fees to the tenant if and when the tenant incurs such expenses associated with

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certain Indemnified Events, as defined therein. The total possible obligation for these fees is estimated to be \$2.0 million, of which approximately \$1.8 million has been paid to date. The remaining \$0.2 million was accrued as a component of other liabilities in the consolidated balance sheets.

In late 2011, after a dispute with a small number of its limited partners, the Partnership filed a declaratory judgment motion in the Delaware Chancery Court seeking confirmation that certain adjustments to the distributions of cash flows of the Partnership were made in accordance with the partnership agreement following the investment in the Partnership by Aviv REIT and related financing transactions. The dispute relates to the relative distributions among classes of limited partners that existed prior to the investment by Aviv REIT.

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, we do not believe that the result of any of these other matters will have a material adverse effect on our business, operating results, or financial position.

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

As of March 31, 2012, the Partnership's portfolio of investments consisted of 233 healthcare facilities, located in 27 states and operated by 36 third party operators. At March 31, 2012, approximately 46.1% (measured as a percentage of total assets) were leased by five private operators: Saber Health Group (15.1%), Evergreen Healthcare (10.4%), Sun Mar Healthcare (7.8%), Daybreak Healthcare (6.9%), and Benchmark Healthcare (5.9%). No other operator represents more than 5.4% of our total assets. The five states in which the Partnership had its highest concentration of total assets were California (16.2%), Texas (10.1%), Ohio (8.0%), Arkansas (7.8%), and Pennsylvania (7.1%) at March 31, 2012.

For the three months ended March 31, 2012, the Partnership's rental income from operations totaled approximately \$28.4 million, of which approximately \$4.3 million was from Saber Health Group (15.2%), \$3.0 million was from Evergreen Healthcare (10.6%), \$2.8 million was from Daybreak Healthcare (10.0%), \$2.4 million was from Sun Mar Healthcare (8.5%), and \$1.9 million was from Benchmark Healthcare (6.6%). No other operator generated more than 6.4% of the Partnership's rental income from operations for the three months ended March 31, 2012.

### **14. Subsequent Events**

On April 2, 2012, Aviv Financing V acquired fifteen properties in Texas from an unrelated third party for a purchase price of \$72,700,000. The Partnership financed the purchase through cash and borrowings of \$37,500,000 under the 2016 Revolver.

On April 2, 2012, Aviv Financing I acquired one property in Florida from an unrelated third party for a purchase price of \$4,936,000. The Partnership financed the purchase through cash and borrowings of \$3,455,200 under the Acquisition Credit Line.

On April 2, 2012, Aviv Financing II sold two properties in Arkansas to an unrelated third party for a sales price of \$10,180,000 and anticipates recognizing a net gain of approximately \$438,000.

On April 2, 2012, Aviv Financing III sold a property in Arkansas to an unrelated third party for a sales price of \$17,100,000 and anticipates recognizing a gain of approximately \$4,306,300.

On April 2, 2012, Aviv Financing II sold a property in Massachusetts to an unrelated third party for a sales price of \$7,500,000.

On May 1, 2012, Aviv Financing V acquired one property in Wisconsin from an unrelated third party for a purchase price of \$2,500,000. The Partnership financed the purchase through cash and borrowings of \$1,750,000 under the 2016 Revolver.

On May 4, 2012, Aviv Financing V acquired one vacant land parcel in Texas from an unrelated third party for a purchase price of \$60,000. The Partnership financed the purchase through cash.

Related to the above business combinations, subsequent to March 31, 2012 the Partnership incurred \$596,916 of acquisition costs that will be expensed in general and administrative expenses in the consolidated statements of operations and comprehensive income. In accordance with ASC 805, the Partnership anticipates allocating the approximate net purchase price paid for these properties acquired in 2012 as follows:



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|                                    |               |
|------------------------------------|---------------|
| Land                               | \$ 7,840,781  |
| Buildings and improvements         | 64,964,888    |
| Furniture, fixtures, and equipment | 7,390,331     |
| <br>                               |               |
| Borrowings and available cash      | \$ 80,196,000 |

### 15. Condensed Consolidating Information

The REIT and certain of the Partnership's direct and indirect wholly owned subsidiaries (the Subsidiary Guarantors and Subordinated 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, and March 2012. 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 Subsidiary Guarantors or Subordinated 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 March 31, 2012 and December 31, 2011 and for the three months ended March 31, 2012 and 2011:

**Table of Contents****AVIV HEALTHCARE PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES****CONDENSED CONSOLIDATING BALANCE SHEET**

As of March 31, 2012

(unaudited)

|   | Issuers               | Subsidiary<br>Guarantors | Subordinated<br>Subsidiary<br>Guarantors | Non-<br>Guarantor<br>Subsidiaries | Eliminations            | Consolidated          |
|---|-----------------------|--------------------------|--|-----------------------------------|-------------------------|-----------------------|
| <b>Assets</b>                                   |                       |                          |  |                                   |                         |                       |
| Cash and cash equivalents                       | \$ 49,419,343         | \$ (415,274)             | \$ (317,952)                             | \$ (23,382)                       | \$                      | \$ 48,662,735         |
| Net rental properties                           |                       | 472,742,242              | 350,665,395                              | 23,464,627                        |                         | 846,872,264           |
| Deferred financing costs, net                   | 9,909,615             |                          | 7,369,554                                | 13,600                            |                         | 17,292,769            |
| Other   | 19,440,851            | 33,759,644               | 29,410,645                               | 275,775                           |                         | 82,886,915            |
| Investment in and due from related parties, net | 659,057,644           | (32,495,937)             | (386,207,454)                            | (14,891,581)                      | (225,462,672)           |                       |
| <b>Total assets</b>                             | <b>\$ 737,827,453</b> | <b>\$ 473,590,675</b>    | <b>\$ 920,188</b>                        | <b>\$ 8,839,039</b>               | <b>\$ (225,462,672)</b> | <b>\$ 995,714,683</b> |
| <b>Liabilities and equity</b>                   |                       |                          |  |                                   |                         |                       |
| Mortgage and other notes payable                | \$ 403,482,046        | \$                       | \$ 208,020,304                           | \$ 7,662,582                      | \$                      | \$ 619,164,932        |
| Due to related parties                          | 8,001,196             |                          |  |                                   |                         | 8,001,196             |
| Tenant security and escrow deposits             |                       | 8,096,762                | 6,924,832                                | 181,950                           |                         | 15,203,544            |
| Accounts payable and accrued expenses           | 5,567,683             | 3,588,705                | 3,191,066                                | 51,146                            |                         | 12,398,600            |
| Other liabilities                               | 4,016,166             | 6,499,084                | 13,670,799                               |                                   |                         | 24,186,049            |
| <b>Total liabilities</b>                        | <b>421,067,091</b>    | <b>18,184,551</b>        | <b>231,807,001</b>                       | <b>7,895,678</b>                  |                         | <b>678,954,321</b>    |
| <b>Total equity</b>                             | <b>316,760,362</b>    | <b>455,406,124</b>       | <b>(230,886,813)</b>                     | <b>943,361</b>                    | <b>(225,462,672)</b>    | <b>316,760,362</b>    |
| <b>Total liabilities and equity</b>             | <b>\$ 737,827,453</b> | <b>\$ 473,590,675</b>    | <b>\$ 920,188</b>                        | <b>\$ 8,839,039</b>               | <b>\$ (225,462,672)</b> | <b>\$ 995,714,683</b> |

**Table of Contents****AVIV HEALTHCARE PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES****CONDENSED CONSOLIDATING BALANCE SHEET**

As of December 31, 2011

(unaudited)

|   | Issuers               | Subsidiary<br>Guarantors | Subordinated<br>Subsidiary<br>Guarantors | Non-<br>Guarantor<br>Subsidiaries | Eliminations            | Consolidated          |
|---|-----------------------|--------------------------|--|-----------------------------------|-------------------------|-----------------------|
| <b>Assets</b>                                   |                       |                          |  |                                   |                         |                       |
| Cash and cash equivalents                       | \$ 42,354,896         | \$ (2,635,202)           | \$ 2,784                                 | \$ (518,751)                      | \$                      | \$ 39,203,727         |
| Net rental properties                           |                       | 450,260,525              | 349,586,248                              | 22,740,966                        |                         | 822,587,739           |
| Deferred financing costs, net                   | 7,777,902             |                          | 5,335,606                                | 28,822                            |                         | 13,142,330            |
| Other   | 16,119,370            | 30,429,823               | 28,056,752                               | 223,220                           |                         | 74,829,165            |
| Investment in and due from related parties, net | 541,083,875           | (14,638,923)             | (307,242,291)                            | (6,958,782)                       | (212,243,879)           |                       |
| <b>Total assets</b>                             | <b>\$ 607,336,043</b> | <b>\$ 463,416,223</b>    | <b>\$ 75,739,099</b>                     | <b>\$ 15,515,475</b>              | <b>\$ (212,243,879)</b> | <b>\$ 949,762,961</b> |
| <b>Liabilities and equity</b>                   |                       |                          |  |                                   |                         |                       |
| Mortgage and other notes payable                | \$ 302,552,127        | \$                       | \$ 284,159,963                           | \$ 13,761,488                     | \$                      | \$ 600,473,578        |
| Due to related parties                          | 6,726,541             |                          |  |                                   |                         | 6,726,541             |
| Tenant security and escrow deposits             | 385,000               | 7,741,751                | 7,386,885                                | 226,281                           |                         | 15,739,917            |
| Accounts payable and accrued expenses           | 9,476,684             | 4,802,452                | 3,154,007                                | 691,024                           |                         | 18,124,167            |
| Other liabilities                               | 40,937,725            | 6,553,326                | 13,949,741                               |                                   |                         | 61,440,792            |
| <b>Total liabilities</b>                        | <b>360,078,077</b>    | <b>19,097,529</b>        | <b>308,650,596</b>                       | <b>14,678,793</b>                 |                         | <b>702,504,995</b>    |
| <b>Total equity</b>                             | <b>247,257,966</b>    | <b>444,318,694</b>       | <b>(232,911,497)</b>                     | <b>836,682</b>                    | <b>(212,243,879)</b>    | <b>247,257,966</b>    |
| <b>Total liabilities and equity</b>             | <b>\$ 607,336,043</b> | <b>\$ 463,416,223</b>    | <b>\$ 75,739,099</b>                     | <b>\$ 15,515,475</b>              | <b>\$ (212,243,879)</b> | <b>\$ 949,762,961</b> |

**Table of Contents****AVIV HEALTHCARE PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES****CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME****For the Three Months Ended March 31, 2012****(unaudited)**

|  | Issuers             | Subsidiary<br>Guarantors | Subordinated<br>Subsidiary<br>Guarantors | Non-<br>Guarantor<br>Subsidiaries | Eliminations           | Consolidated        |
|--|---------------------|--------------------------|--|-----------------------------------|------------------------|---------------------|
| <b>Revenues</b>                                    |                     |                          |  |                                   |                        |                     |
| Rental income                                      | \$                  | \$ 15,479,921            | \$ 12,527,125                            | \$ 345,752                        | \$                     | \$ 28,352,798       |
| Tenant recoveries                                  |                     | 1,255,391                | 771,874                                  | 53,446                            |                        | 2,080,711           |
| Interest on loans to lessees                       | 552,732             | 347,927                  | 456,818                                  |                                   |                        | 1,357,477           |
| <b>Total revenues</b>                              | <b>552,732</b>      | <b>17,083,239</b>        | <b>13,755,817</b>                        | <b>399,198</b>                    |                        | <b>31,790,986</b>   |
| <b>Expenses</b>                                    |                     |                          |  |                                   |                        |                     |
| Rent and other operating expenses                  | 73,802              | 16,318                   | 153,046                                  |                                   |                        | 243,166             |
| General and administrative                         | 1,795,805           | 336,258                  | 2,274,971                                | 150                               |                        | 4,407,184           |
| Real estate taxes                                  |                     | 1,562,569                | 699,208                                  | 41,645                            |                        | 2,303,422           |
| Depreciation                                       |                     | 3,311,506                | 2,626,435                                | 93,740                            |                        | 6,031,681           |
| Loss on impairment                                 |                     | 699,201                  |  |                                   |                        | 699,201             |
| <b>Total expenses</b>                              | <b>1,869,607</b>    | <b>5,925,852</b>         | <b>5,753,660</b>                         | <b>135,535</b>                    |                        | <b>13,684,654</b>   |
| <b>Operating (loss) income</b>                     | <b>(1,316,875)</b>  | <b>11,157,387</b>        | <b>8,002,157</b>                         | <b>263,663</b>                    |                        | <b>18,106,332</b>   |
| <b>Total other income and expenses</b>             | <b>(6,057,059)</b>  | <b>(99,327)</b>          | <b>(5,776,145)</b>                       | <b>(157,517)</b>                  |                        | <b>(12,090,048)</b> |
| <b>Net (loss) income</b>                           | <b>(7,373,934)</b>  | <b>11,058,060</b>        | <b>2,226,012</b>                         | <b>106,146</b>                    |                        | <b>6,016,284</b>    |
| Equity in income (loss) of subsidiaries            | 13,390,218          |                          |  |                                   | (13,390,218)           |                     |
| <b>Net income (loss) allocable to common units</b> | <b>\$ 6,016,284</b> | <b>\$ 11,058,060</b>     | <b>\$ 2,226,012</b>                      | <b>\$ 106,146</b>                 | <b>\$ (13,390,218)</b> | <b>\$ 6,016,284</b> |
| Net income   | \$ 6,016,284        | \$ 11,058,060            | \$ 2,226,012                             | \$ 106,146                        | \$ (13,390,218)        | \$ 6,016,284        |
| Unrealized (loss) on derivative instruments        |                     | (208,328)                |  |                                   |                        | (208,328)           |
| <b>Total comprehensive income</b>                  | <b>\$ 6,016,284</b> | <b>\$ 10,849,732</b>     | <b>\$ 2,226,012</b>                      | <b>\$ 106,146</b>                 | <b>\$ (13,390,218)</b> | <b>\$ 5,807,956</b> |

**Table of Contents****AVIV HEALTHCARE PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES****CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME****For the Three Months Ended March 31, 2011****(unaudited)**

|  | Issuers             | Subsidiary<br>Guarantors | Subordinated<br>Subsidiary<br>Guarantors | Non-<br>Guarantor<br>Subsidiaries | Eliminations          | Consolidated        |
|--|---------------------|--------------------------|--|-----------------------------------|-----------------------|---------------------|
| <b>Revenues</b>                                    |                     |                          |  |                                   |                       |                     |
| Rental income                                      | \$                  | \$ 8,875,943             | \$ 10,625,194                            | \$ 346,271                        | \$                    | \$ 19,847,408       |
| Tenant recoveries                                  |                     | 943,943                  | 714,982                                  | 30,071                            |                       | 1,688,996           |
| Interest on loans to lessees                       | 361,144             | 472,477                  | 498,488                                  |                                   |                       | 1,332,109           |
| <b>Total revenues</b>                              | <b>361,144</b>      | <b>10,292,363</b>        | <b>11,838,664</b>                        | <b>376,342</b>                    |                       | <b>22,868,513</b>   |
| <b>Expenses</b>                                    |                     |                          |  |                                   |                       |                     |
| Rent and other operating expenses                  | 39,137              | 33,751                   | 128,776                                  |                                   |                       | 201,664             |
| General and administrative                         | 1,333,186           | 155,682                  | 1,600,570                                | 727                               |                       | 3,090,165           |
| Real estate taxes                                  |                     | 944,041                  | 714,982                                  | 30,071                            |                       | 1,689,094           |
| Depreciation                                       |                     | 2,518,325                | 2,163,067                                | 117,176                           |                       | 4,798,568           |
| Loss on impairment                                 |                     |                          |  |                                   |                       |                     |
| <b>Total expenses</b>                              | <b>1,372,323</b>    | <b>3,651,799</b>         | <b>4,607,395</b>                         | <b>147,974</b>                    |                       | <b>9,779,491</b>    |
| <b>Operating (loss) income</b>                     | <b>(1,011,179)</b>  | <b>6,640,564</b>         | <b>7,231,269</b>                         | <b>228,368</b>                    |                       | <b>13,089,022</b>   |
| <b>Total other income and expenses</b>             | <b>(2,516,407)</b>  | <b>386</b>               | <b>(8,737,900)</b>                       | <b>(118,652)</b>                  |                       | <b>(11,372,573)</b> |
| <b>Net (loss) income</b>                           | <b>(3,527,586)</b>  | <b>6,640,950</b>         | <b>(1,506,631)</b>                       | <b>109,716</b>                    |                       | <b>1,716,449</b>    |
| Equity in income (loss) of subsidiaries            | 5,244,035           |                          |  |                                   | (5,244,035)           |                     |
| <b>Net income (loss) allocable to common units</b> | <b>\$ 1,716,449</b> | <b>\$ 6,640,950</b>      | <b>\$ (1,506,631)</b>                    | <b>\$ 109,716</b>                 | <b>\$ (5,244,035)</b> | <b>\$ 1,716,449</b> |
| Net income   | \$ 1,716,449        | \$ 6,640,950             | \$ (1,506,631)                           | \$ 109,716                        | \$ (5,244,035)        | \$ 1,716,449        |
| Unrealized income on derivative instruments        |                     | 508,634                  |  |                                   |                       | 508,634             |
| <b>Total comprehensive income</b>                  | <b>\$ 1,716,449</b> | <b>\$ 7,149,584</b>      | <b>\$ (1,506,631)</b>                    | <b>\$ 109,716</b>                 | <b>\$ (5,244,035)</b> | <b>\$ 2,225,083</b> |

**Table of Contents****AVIV HEALTHCARE PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES****CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS****For the Three Months Ended March 31, 2012****(unaudited)**

|  | <b>Issuers</b>   | <b>Subsidiary<br/>Guarantors</b> | <b>Subordinated<br/>Subsidiary<br/>Guarantors</b> | <b>Non-<br/>Guarantor<br/>Subsidiaries</b> | <b>Eliminations</b> | <b>Consolidated</b> |
|--|------------------|----------------------------------|---|--|---------------------|---------------------|
| Net cash (used in) provided by operating activities  | \$ (119,368,287) | \$ 30,931,431                    | \$ 81,469,972                                     | \$ 8,085,330                               | \$                  | \$ 1,118,446        |
| Net cash provided by (used in) investing activities  | (1,596,891)      | (28,711,503)                     | (3,069,958)                                       | (1,491,054)                                |                     | (34,869,406)        |
| <b>Financing activities</b>                          |                  |                                  |   |  |                     |                     |
| Borrowings of debt                                   | 101,000,000      |                                  | 33,049,000  |  |                     | 134,049,000         |
| Repayment of debt                                    |                  |                                  | (109,188,658)                                     | (6,098,907)                                |                     | (115,287,565)       |
| Payment of financing costs                           | (2,022,338)      |                                  | (2,581,092)                                       |  |                     | (4,603,430)         |
| Capital contributions                                | 75,000,000       |                                  |   |  |                     | 75,000,000          |
| Deferred contributions                               | (35,000,000)     |                                  |   |  |                     | (35,000,000)        |
| Cash distributions to partners                       | (10,948,037)     |                                  |   |  |                     | (10,948,037)        |
| Net cash provided by (used in) financing activities  | 128,029,625      |                                  | (78,720,750)                                      | (6,098,907)                                |                     | 43,209,968          |
| Net increase (decrease) in cash and cash equivalents | 7,064,447        | 2,219,928                        | (320,736)   | 495,369                                    |                     | 9,459,008           |
| Cash and cash equivalents:                           |                  |                                  |   |  |                     |                     |
| Beginning of period                                  | 42,354,896       | (2,635,202)                      | 2,784   | (518,751)                                  |                     | 39,203,727          |
| End of period  | \$ 49,419,343    | \$ (415,274)                     | \$ (317,952)                                      | \$ (23,382)                                | \$                  | \$ 48,662,735       |

**Table of Contents****CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS****For the Three Months Ended March 31, 2011****(unaudited)**

|  | <b>Issuers</b>    | <b>Subsidiary<br/>Guarantors</b> | <b>Subordinated<br/>Subsidiary<br/>Guarantors</b> | <b>Non-<br/>Guarantor<br/>Subsidiaries</b> | <b>Eliminations</b> | <b>Consolidated</b> |
|--|-------------------|----------------------------------|---|--|---------------------|---------------------|
| Net cash (used in) provided by operating activities      | \$ (199,614,220)  | \$ 21,945,683                    | \$ 190,520,009                                    | \$ 818,290                                 | \$                  | \$ 13,669,762       |
| Net cash provided by (used in) investing activities      | 4,945,998         | (22,731,946)                     | (3,736,890)                                       | (826,841)                                  |                     | (22,349,679)        |
| <b>Financing activities</b>                              |                   |                                  |   |  |                     |                     |
| Borrowings of debt                                       | 200,000,000       |                                  | 10,200,000  |  |                     | 210,200,000         |
| Repayment of debt  |                   |                                  | (196,120,819)                                     | (31,450)                                   |                     | (196,152,269)       |
| Payment of financing costs                               | (5,699,030)       |                                  | (857,674)   |  |                     | (6,556,704)         |
| Capital contributions                                    | 10,000,000        |                                  |   |  |                     | 10,000,000          |
| Cost of raising capital                                  |                   |                                  |   |  |                     |                     |
| Cash distributions to partners                           | (11,335,282)      |                                  |   |  |                     | (11,335,282)        |
| <br>Net cash provided by (used in) financing activities  | <br>192,965,688   |                                  | <br>(186,778,493)                                 | <br>(31,450)                               |                     | <br>6,155,745       |
| <br>Net (decrease) increase in cash and cash equivalents | <br>(1,702,534)   | <br>(786,263)                    | <br>4,626   | <br>(40,001)                               |                     | <br>(2,524,172)     |
| <b>Cash and cash equivalents:</b>                        |                   |                                  |   |  |                     |                     |
| Beginning of period                                      | 12,126,776        | 928,864                          | (20,252)  | (6,914)                                    |                     | 13,028,474          |
| <br>End of period  | <br>\$ 10,424,242 | <br>\$ 142,601                   | <br>\$ (15,626)                                   | <br>\$ (46,915)                            | <br>\$              | <br>\$ 10,504,302   |

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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 the absence of these 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 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. 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 operate a self-administered real estate investment trust, or REIT, that focuses on the ownership of healthcare properties, principally skilled nursing facilities ( SNFs ). We generate our revenues through long-term triple-net leases with a diversified group of high quality operators throughout the United States. Through our predecessor entities, we have been in the business of financing operators of SNFs for over 30 years. We believe that we have one of the largest SNF portfolios in the United States which as of March 31, 2012 consisted of 235 properties, of which 208 were SNFs, with 21,271 licensed beds in 27 states leased to 36 operators.

We believe we are well positioned to benefit from our diversified portfolio of properties and extensive network of operator relationships. We focus on cultivating close relationships with our tenants by working closely with them to help them achieve their business objectives. As a result of these efforts, we are in a position to effectively manage our portfolio, make additional investments and continue to expand our business.

We lease our properties to a diversified group of 36 operators with no single operator representing more than 16.1% of our revenues for the three months ended March 31, 2012. We have a geographically diversified portfolio of properties located in 27 states, with no state representing more than 16.3% of our revenues for the three months ended March 31, 2012. Our properties are leased to third party tenants under long-term triple-net leases. The operators are responsible for all operating costs and expenses related to the property, including facility maintenance and insurance required in connection with the properties and the business conducted on the properties, taxes levied on or with respect to the properties (other than taxes on our income) and all utilities and other services necessary or appropriate for the properties and the business conducted on the properties. Our leases are typically master leases with initial terms of 10 years or more, annual rent escalation provisions of 2% to 3%, guarantees, cross-default provisions and security deposits and typically do not have operator purchase options. As of March 31, 2012, the leases for 233 of our 235 properties were supported by personal and/or corporate guarantees. As of March 31, 2012, our leases had an average remaining term of 8.9 years.

We finance investments through borrowings under our credit facilities, unsecured senior notes, private placements 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. As a key part of our growth strategy, we evaluate acquisition opportunities on an ongoing basis and are in various stages of due diligence, preliminary discussions or competitive bidding with respect to a number of potential transactions, some of



which would be significant. None of these potential significant transactions is so far advanced as to make the transaction reasonably certain.

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

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 tenants' 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 tenants 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 \$2.3 trillion in 2008 to approximately \$4.5 trillion in 2019. Furthermore, according to CMS, national expenditures for SNFs are expected to grow from approximately \$144 billion in 2009 to approximately \$246 billion in 2019, representing a compound annual growth rate, or CAGR, of 5.5%.

#### *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 reliance by maintaining ready access to funds to make investments as the 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 term loans secured by first mortgages, unsecured obligations under the Senior Notes and borrowings under our Term Loan and 2016 Revolver.

Substantially all of such indebtedness is scheduled to mature in late 2015 or thereafter.

#### *Factors Affecting Our Tenants' Profitability*

Our revenues are derived from rents we receive from triple-net leases with our tenants. Certain economic factors present both opportunities and risks to our tenants and, therefore, influence their ability to meet their obligations to us. These factors directly affect our tenants' operations and, given our reliance on their performance under our leases, present risks to us that may affect our results of operations or ability to meet our financial obligations. The recent U.S. economic slowdown and other factors have resulted in cost-cutting at both the federal and state levels, which, in certain situations, resulted in a reduction of reimbursement rates and levels to our tenants under both the Medicare and Medicaid programs.

Our tenants' 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 tenants 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 tenants' revenues. The sources and amounts of our tenants' revenues are determined by a number of factors, including licensed bed capacity, occupancy rates, the acuity profile of residents and the rate of reimbursement. Changes in the acuity profile of the residents as well as the mix among payor types, including private pay, Medicare and Medicaid, may significantly affect our tenants' 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.

Labor and related expenses typically represent our tenants' largest cost component. Therefore, the labor markets in which our tenants operate affect their ability to operate cost effectively and profitably. In order for our tenants to be successful, they must possess the management capability to attract and maintain skilled and motivated workforces. Much of the required labor needed to operate a SNF requires specific technical experience and education. As a result, our tenants may be required to increase their payroll costs to attract labor and adequately staff their operations. Increases in labor costs due to higher wages and greater employee benefits required to attract and retain qualified personnel could affect our tenants' ability to meet their obligations to us.

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While our revenues are generated from the rents our tenants pay to us, we seek to establish our rent at an appropriate level so that our tenants are able to succeed. This requires discipline to ensure that we do not overpay for the properties we acquire. While we operate in a competitive environment, we carefully assess the long-term risks facing our tenants as we consider an investment. Because our leases are long-term arrangements, we are required to assess both the short and long-term capital needs of the properties we acquire. SNFs are generally highly specialized real estate assets. We believe we have developed broad expertise in assessing the short and long-term needs of this asset class.

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On July 29, 2011, CMS released its final rule regarding 2012 Medicare payment rates for SNFs, which became effective October 1, 2011. The rule recalibrates the method of calculating Medicare reimbursement rates, and is expected to cause the reimbursement rates for SNFs to be reduced by approximately 11.1% on a system-wide basis for fiscal year 2012. CMS has released a notice on April 27, 2012 stating that there will be no change in the method of payment for fiscal year 2013.

### **Results of Operations**

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

#### *Three Months Ended March 31, 2012 Compared to Three Months Ended March 31, 2011*

##### *Revenues*

Revenues increased \$8.9 million or 39.0% from \$22.9 million for the three months ended March 31, 2011 to \$31.8 million for the same period in 2012. The increase in rental revenue generally resulted from the additional rent associated with the acquisitions and investments made during 2011 and 2012 and the write off of deferred rental income as a result of lease terminations in the prior year period.

Detailed changes in revenues for the three months ended March 31, 2012 compared to the same period in 2011 were as follows:

Rental income increased \$8.5 million or 42.9% from \$19.8 million for the three months ended March 31, 2011 to \$28.4 million for the same period in 2012. The increase is primarily due to the additional rent of approximately \$5.3 million associated with the acquisitions and investments made during 2011 and 2012 and offset by the 2011 write off of deferred rental income of approximately \$2.9 million as a result of lease terminations in the prior year period.

Tenant recoveries increased \$0.4 million or 23.2% from \$1.7 million for the three months ended March 31, 2011 to \$2.1 million for the same period in 2012. The increase was a result of the additional tenant recoveries associated with real estate taxes for newly acquired facilities. The increase was also due increases in real estate taxes from investments held more than one year.

Interest on loans to tenants increased by \$25,000 or 1.9% from \$1.3 million for the three months ended March 31, 2011 to \$1.4 million for the same period in 2012. The increase was due to additional interest earned on loans held more than one year.

##### *Expenses*

Expenses increased \$3.9 million or 39.8% from \$9.8 million for the three months ended March 31, 2011 to \$13.7 million for the same period in 2012. This increase was primarily due to an increase in depreciation expense of \$1.2 million associated with the acquisitions and investments made during 2011 and 2012, \$1.3 million of additional general and administrative expenses primarily due to additional professional fees incurred during 2012 for prospective deals, \$0.7 million of impairment charges recognized for two facilities in the portfolio and an increase in real estate tax expense of \$0.6 million primarily associated with the acquisitions and investments made during 2011 and 2012.

Detailed changes in expenses for the three months ended March 31, 2012 compared to the same period in 2011 were as follows:

Rent and other operating expenses increased \$41,000 or 20.6% from \$202,000 for the three months ended March 31, 2011 to \$243,000 for the same period in 2012.

General and administrative expense increased \$1.3 million or 42.6% from \$3.1 million for the three months ended March 31, 2011 to \$4.4 million for the same period in 2012. The increase was primarily due to a \$0.9 million of additional professional fees incurred for prospective deals during the three months ended March 31, 2012.

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Real estate tax expense increased by \$0.6 million or 36.4%, from \$1.7 million for the three months ended March 31, 2011 compared to \$2.3 million for the same period in 2012. The increase is associated with additional taxes for newly acquired facilities described above.

Depreciation expense increased \$1.2 million or 25.7% from \$4.8 million for the three months ended March 31, 2011 to \$6.0 million for the same period in 2012. The increase was a result of an increase in depreciation expense associated with newly acquired facilities described above.

Loss on impairment expense incurred for the three months ended March 31, 2012 of \$0.7 million was the result of a non-recurring loss on two facilities that will not be recovered during our investment period.

### *Other Income and Expenses*

Interest and other income remained materially consistent period over period.

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Interest expense increased \$3.6 million or 48.3% from \$7.6 million for the three months ended March 31, 2011 to \$11.2 million for the same period in 2012. The majority of the increase was due to the Senior Notes being outstanding for the full period in 2012.

Amortization of deferred financing fees increased \$0.1 million, or 14.2%, from \$0.7 million for the three months ended March 31, 2011 to \$0.8 million for the same period in 2012. The increase was due to an increase in the amount of costs capitalized for new financings and subsequent amortization.

Earnout accretion remained materially consistent period over period. The amount is the result of the amortization of an earnout provision liability related to an acquisition that closed in May 2011.

Loss on extinguishment of debt decreased \$3.1 million or 99.6% from \$3.1 million for the three months ended March 31, 2011 to approximately \$13,000 for the same period in 2012. This non-recurring expense was a result of non-cash write-off of deferred financing costs in the respective periods.

### **Property Acquisitions and Dispositions**

Aviv REIT had the following rental property activity during the three months ended March 31, 2012 as described below:

In January 2012, Aviv Financing II acquired a land parcel in Ohio from an unrelated third party for a purchase price of \$275,000. Aviv REIT financed this purchase through cash.

In March 2012, Aviv Financing II acquired a property in Nevada from an unrelated third party for a purchase price of approximately \$4,800,000. Aviv REIT financed this purchase through cash and borrowings of \$3,339,000 under the Acquisition Credit Line.

In March 2012, Aviv Financing I acquired a property in Ohio from an unrelated third party for a purchase price of approximately \$2,500,000. Aviv REIT financed this purchase through cash and borrowings of \$1,750,000 under the Acquisition Credit Line.

In March 2012, Aviv Financing II acquired seven properties in Iowa and one property in Nebraska from an unrelated third party for a purchase price of \$16,200,000. Aviv REIT financed this purchase through cash and borrowings of \$10,360,000 under the Acquisition Credit Line.

### **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 2016 Revolver will be adequate to fund our operating requirements, debt service and the payment of dividends in accordance with REIT requirements of the 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 and the issuance of additional equity securities.

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 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 tenants 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

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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 issuances of securities or borrowings (including under our Acquisition Credit Line and our 2016 Revolver).

### *Indebtedness Outstanding*

Our indebtedness outstanding is comprised principally of borrowings under our Term Loan, 2016 Revolver, and the Senior Notes. We have a total indebtedness of approximately \$619.2 million inclusive of our debt premium as of March 31, 2012. Substantially all of such indebtedness is scheduled to mature in late 2015 or thereafter.

As of March 31, 2012, we were in compliance with the financial covenants of our outstanding debt and lease agreements and the indenture governing our Senior Notes.

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*Term Loan and Acquisition Credit Line*

On September 17, 2010, Aviv Financing I entered into a five year credit agreement with General Electric Capital Corporation, which provides a \$405.0 million mortgage term loan and a \$100.0 million acquisition credit line, which we refer to as the Term Loan and the Acquisition Credit Line, respectively. The Partnership provides a limited unsecured guarantee of the Term Loan and the Acquisition Credit Line.

The interest rate applicable to the Term Loan and the Acquisition Credit Line is based upon LIBOR, subject to a 1.25% floor, plus 4.5%. At our option the interest rate may be calculated at the prime rate plus 4.5%. The interest rate under the Term Loan and the Acquisition Credit Line was 5.75% on March 31, 2012.

The Acquisition Credit Line is available for draw until September 2013 and can be paid down and redrawn until that time. The Acquisition Credit Line may be used for financing acquisitions and certain property improvements. Draws on the Acquisition Credit Line are limited to 70% of the total cost of the applicable acquisition or renovation and draws for renovation projects are further limited to an aggregate of \$25.0 million outstanding at any one time.

The initial term of the Term Loan and the Acquisition Credit Line expires in September 2015, with two one-year extension options provided that certain conditions precedent for the extensions are satisfied, including, without limitation, payment of a fee equal to 0.25% of the then existing principal balance of the Term Loan and the Acquisition Credit Line and meeting certain debt service coverage and debt yield tests.

The Term Loan and the Acquisition Credit Line contain customary covenants that include restrictions on the ability to make acquisitions and other investments, pay dividends, incur additional indebtedness, and sell or otherwise transfer certain assets as well as customary events of default. The Term Loan and the Acquisition Credit Line generally require the consolidated borrowers under the facility to maintain a debt service coverage ratio of 1.50:1.00 and a distribution coverage ratio of 1.10:1.00. In addition, the Partnership and its consolidated subsidiaries must maintain a debt service coverage ratio of 1.25:1.00 and a debt yield ratio of greater than 17.25%. We are permitted to include cash on hand in calculating such debt service coverage ratios.

Immediately following any draw on the Acquisition Credit Line, both before and after giving effect to such draw, the consolidated borrowers under the Term Loan and the Acquisition Credit Line must have a pro forma debt yield ratio of at least 18%. Our debt yield ratio is the ratio of (i) either consolidated EBITDA or rental revenue for the most recently completed two fiscal quarter period times two to (ii) the average daily outstanding principal balance of loans outstanding under the Term Loan and the Acquisition Credit Line during the period.

*7.75% Senior Notes due 2019*

On February 4, 2011 we, through the Partnership and Aviv Healthcare Capital Corporation (collectively, the Issuers), issued \$200.0 million aggregate principal amount of senior unsecured notes (the Senior Notes) in a private placement. The Issuers are majority owned subsidiaries of Aviv REIT. Such Senior Notes were sold at par, resulting in gross proceeds of \$200.0 million and net proceeds of approximately \$194.3 million after deducting commissions and expenses. The net proceeds from the offering of such Senior Notes were used to repay all outstanding indebtedness under our acquisition credit line and to partially repay our outstanding mortgage term loan.

On April 5, 2011 we issued an additional \$100.0 million aggregate principal amount of Senior Notes in a private placement. Such Senior Notes were sold at a premium, resulting in gross proceeds of \$102.8 million and net proceeds of approximately \$99.8 million after deducting commissions and expenses. The net proceeds from the offering of such Senior Notes were used to partially repay indebtedness outstanding under our mortgage term loan and together with proceeds from additional equity investments made by Aviv REIT's shareholders, to fund pending investments.

On July 21, 2011, the Issuers launched an exchange offer in order to provide investors with an opportunity to exchange the Senior Notes issued in the aforementioned private placements for freely tradable notes that have been registered under the Securities Act of 1933 (the Securities Act). The exchange was consummated on August 22, 2011, and 100% of the Senior Notes were exchanged for registered Senior Notes.

On March 28, 2012, we issued an additional \$100 million aggregate principal amount of Senior Notes in a private placement. Such Senior Notes were sold at a premium, resulting in gross proceeds of \$101.0 million and net proceeds of approximately \$99.1 million after deducting commissions and expenses. The net proceeds from the offering of such Senior Notes were used to pay down the 2016 Revolver, the Acquisition Credit Line and the Construction Loan. On May 11, 2012, the Issuers launched an exchange offer in order to provide investors with an opportunity to exchange the Senior Notes for notes that have been registered under the Securities Act.



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The obligations under the Senior 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.

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The Senior 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 Senior Notes (the Indenture), 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 Senior Notes at a redemption price equal to 100% of the principal amount of the Senior 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 Senior 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.

The Indenture governing the Senior 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 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 Senior 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 Senior Notes may become due and payable immediately.

### *Revolving Credit Facilities*

#### 2014 Revolver

On February 4, 2011, the Partnership, under Aviv Financing IV, L.L.C., an indirect wholly-owned subsidiary of the Partnership, entered into a \$25 million secured revolving credit facility with Bank of America (the 2014 Revolver). On each payment date, the Partnership pays interest only in arrears on any outstanding principal balance of the 2014 Revolver. The interest rate under the 2014 Revolver is generally based on the Prime lending rate, but has a LIBOR option (subject to a floor of 1.0%), plus, in the case of both Prime and LIBOR, a margin that is determined by our leverage ratio from time to time. The initial term of the 2014 Revolver expires in February 2014 with a one-year extension option. We have the right to increase the amount of the 2014 Revolver by up to \$75.0 million (resulting in total availability of \$100.0 million), provided that certain conditions precedent are satisfied.

As of December 31, 2011, the 2014 Revolver had an outstanding balance of \$15 million. Subsequently, the balance was repaid, the properties securing the 2014 Revolver were released, and the borrowing availability under the 2014 Revolver was reduced to \$0. The 2014 Revolver is currently secured only by a pledge of the capital stock of Aviv Financing IV, L.L.C. (our subsidiary which may in the future act as the holding company of subsidiaries owning properties on which first lien mortgages securing the 2014 Revolver may be granted). Subsequent to December 31, 2011, no such property-owning subsidiaries existed. However, the 2014 Revolver remains effective, and we may add properties to such subsidiaries in the future, thereby creating borrowing availability under the facility. The borrowing availability under the 2014 Revolver is subject to a borrowing base calculation based on, among other factors, the lesser of (i) the amount of a hypothetical mortgage based on the net revenues for the prior four quarters (on a pro forma basis for recently acquired properties) and (ii) 65% of the appraised value, in each case, of the properties securing the 2014 Revolver. The maximum availability under the 2014 Revolver may be permanently reduced at our option.

#### 2016 Revolver

On January 31, 2012, the Partnership, under Aviv Financing V, L.L.C., an indirect wholly-owned subsidiary of the Partnership, entered into a \$187.5 million secured revolving credit facility with General Electric Capital Corporation (the 2016 Revolver). On each payment date, the Partnership pays interest only in arrears on any outstanding principal balance of the 2016 Revolver. The interest rate under the 2016 Revolver is generally based on LIBOR option (subject to a floor of 1.0%), plus 4.25%. The initial term of the 2016 Revolver expires in January 2016 with a one-year extension option, provided that certain conditions precedent are satisfied. The proceeds from the 2016 Revolver are available for general corporate purposes. The amount of the 2016 Revolver may be increased up to \$87.5 million (resulting in total availability of up to \$275 million), provided that certain conditions precedent are satisfied.

At March 31, 2012, the 2016 Revolver was secured by first lien mortgages on 23 of our properties, a pledge of the capital stock of our subsidiaries that own such properties and of Aviv Financing V, L.L.C. (the holding company of such property-owning subsidiaries) and other customary collateral, including an assignment of leases and rents with respect to such mortgaged properties. The borrowing availability under the 2016 Revolver is subject to a borrowing base calculation based on, among other factors, the lesser of (i) 70% of the appraised value of the properties securing the 2016 Revolver, (ii) the aggregate EBITDAR (earnings before interest expense, income taxes, depreciation and amortization, rent expense paid to the Partnership and certain other extraordinary items) reported by the tenants of the properties securing the 2016 Revolver for the most recent two fiscal quarters multiplied by 2 divided by 18.6% and (iii) rental revenue from the properties securing the

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2016 Revolver for the most recent two fiscal quarters *multiplied by 2 divided by 15.5%*. As of March 31, 2012, the borrowing availability under the 2016 Revolver based on clause (i) of the preceding sentence was \$40.5 million. As of March 31, 2012, the 2016 Revolver had an outstanding principal balance of \$12.1 million.

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The maximum availability under the 2016 Revolver may be permanently reduced, at the Partnership's option, provided that, if such reduction is a partial reduction of the maximum availability under the 2016 Revolver and occurs prior to January 31, 2013, a fee of 0.5% will be due on the amount of such reduction. The outstanding principal under the 2016 Revolver may be repaid in whole or in part without premium or penalty, provided that such prepayments (i) are made in a minimum principal amount of \$2,000,000 and integral multiples of \$1,000,000 in excess thereof and (ii) are made no more than once per month.

The 2016 Revolver provides that no loans or other extensions of credit can be made under the 2016 Revolver unless the maximum amount available under the 2016 Revolver (based on the borrowing base calculation as of the relevant date) has been drawn.

**Revolving Credit Facilities Generally**

The 2014 Revolver and 2016 Revolver contain customary covenants that include restrictions on the ability to make acquisitions and other investments, pay dividends, incur additional indebtedness, and sell or otherwise transfer certain assets as well as customary events of default. The 2014 Revolver and 2016 Revolver also require us to comply with specified financial covenants, which include a maximum leverage ratio, a minimum fixed charge coverage ratio and a minimum tangible net worth requirement. We are permitted to use cash on hand in calculating our leverage ratio under both the 2014 Revolver and 2016 Revolver.

**Contractual Obligations**

The following table shows the amounts due in connection with the contractual obligations described above as of March 31, 2012 (including future interest payments).

|   | Payments Due by Period<br>(in thousands) |                  |                      |                         | Total             |
|---|--|------------------|----------------------|-------------------------|-------------------|
|   | Less than<br>1 Year                      | 1-3 Years        | 3-5 Years            | More<br>than<br>5 Years |                   |
| Mortgage term loan and other notes payable                | \$ 21,781                                | \$ 45,540        | \$ 282,182(1)        | \$                      | \$ 349,503        |
| 7 <sup>3</sup> / <sub>4</sub> % Senior Notes due 2019 (2) | 23,250                                   | 46,500           | 46,500               | 344,563                 | 460,813           |
| <b>Total</b>  | <b>\$ 45,031</b>                         | <b>\$ 92,040</b> | <b>\$ 328,682(1)</b> | <b>\$ 344,563</b>       | <b>\$ 810,316</b> |

(1) Primarily relates to maturity of indebtedness under our Term Loan and Acquisition Credit Line in September 2015. Does not give effect to any amounts to be drawn under the Acquisition Credit Line which would also mature in September 2015. Interest rate for Term Loan is inclusive of swap rate. See Term Loan and Acquisition Credit Line above.

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

**Cash Flows of Aviv REIT****Three Months Ended March 31, 2012 Compared to Three Months Ended March 31, 2011**

Cash provided by operations decreased \$13.7 million or 92.5% from \$14.8 million for the three months ended March 31, 2011 to \$1.1 million for the same period in 2012. The decrease was primarily due to a decrease accounts payable and accrued expenses causing a decrease in cash flow of approximately \$5.4 million, as well as an increase in other assets for escrow deposits made on prospective investment acquisitions and an increase in tenant receivables causing a decrease in cash flow of approximately \$3.3 million and \$2.3 million, respectively, as compared to the same period in 2012.

Cash used in investing activities increased \$12.5 million or 56.0% from \$22.3 million for the three months ended March 31, 2011 to \$34.9 million for the same period in 2012. This increase was largely due to the receipt of outstanding loan receivables in 2011 of

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\$5.7 million as compared to the funding of \$2.0 million in loan receivables during the same period in 2012, resulting in an increase of \$7.7 million. The remaining increase in investing activities is due to the increase in acquisition and investment activity in the three months ended March 31, 2012, as compared to the same period in 2011.

Cash provided by financing activities increased \$37.1 million from \$6.2 million for the three months ended March 31, 2011 to \$43.2 million for the same period in 2012. The increase was primarily due to the net increase of \$4.7 million in additional debt funding received and \$30 million additional equity issuances during the period, as compared to the same period in 2011, used for investment activity.

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**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, 2011.

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

Our future income, cash flows and fair values relevant to financial instruments are dependent upon prevalent market interest rates. Market risk refers to the risk of loss from adverse changes in market prices and interest rates. We use some derivative financial instruments to manage, or hedge, interest rate risks related to our borrowings. We do not use derivatives for trading or speculative purposes and only enter into contracts with major financial institutions based on their credit rating and other factors.

We entered into a swap arrangement on November 5, 2010 to hedge \$200 million of floating rate debt. If LIBOR were to increase by 100 basis points, we do not expect there would be any significant effect on the interest expense on our pro forma variable rate debt as our floating rate credit agreement is subject to a LIBOR floor of 125 basis points. Interest rate risk amounts were determined by considering the impact of hypothetical interest rates on our financial instruments. These analyses do not consider the effect of any change in overall economic activity that could occur in that environment. Further, in the event of a change of that magnitude, we may take actions to further mitigate our exposure to the change. However, due to the uncertainty of the specific actions that would be taken and their possible effects, these analyses assume no changes in our financial structure. The fair value of our debt outstanding as of March 31, 2012 was approximately \$632.7 million.

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**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 March 31, 2012 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.

**Changes in Internal Control over Financial Reporting of Aviv REIT.** During the quarter ended March 31, 2012, 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 March 31, 2012 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 March 31, 2012, 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.

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**PART II. OTHER INFORMATION.**

**Item 1. LEGAL PROCEEDINGS.**

In late 2011, after a dispute with a small number of its limited partners, the Partnership filed a declaratory judgment motion in the

Delaware Chancery Court seeking confirmation that certain adjustments to the distributions of cash flows of the Partnership were made in accordance with the partnership agreement following the investment in the Partnership by Aviv REIT and related financing transactions. The dispute relates to the relative distributions among classes of limited partners that existed prior to the investment by Aviv REIT.

In addition, 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 other matters will have a material adverse effect on our business, operating results, or financial position.

**Item 6. EXHIBITS.**

- 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 Chief Financial 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 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.
- 31.4 Certification of Chief Financial 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.
- 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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- 101 Sections of this Quarterly Report on Form 10-Q for the quarter ended March 31, 2012, 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.**

May 15, 2012

By: /s/ Steven J. Insoft  
Name: Steven J. Insoft

Title: Chief Operating Officer, Chief Financial Officer and  
Treasurer

(principal financial officer)

**AVIV HEALTHCARE PROPERTIES**

May 15, 2012

**LIMITED PARTNERSHIP**

By: Aviv REIT, Inc., its general partner

By: /s/ Steven J. Insoft  
Name: Steven J. Insoft

Title: Chief Operating Officer, Chief Financial Officer and  
Treasurer

(principal financial officer)

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