

Aviv Healthcare Properties L.P.
Form 10-Q
August 08, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

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

For the quarterly period ended June 30, 2013

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

For the transition period from _____ to _____

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

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

AVIV REIT, INC.
AVIV HEALTHCARE PROPERTIES LIMITED

PARTNERSHIP

(Exact Name of Registrant as Specified in Its Charter)

Maryland (Aviv REIT, Inc.)	27-3200673 (Aviv REIT, Inc.)
Delaware (Aviv Healthcare Properties	35-2249166 (Aviv Healthcare Properties
Limited Partnership) (State or Other Jurisdiction of	Limited Partnership) (I.R.S. Employer
Incorporation or Organization)	Identification No.)
303 W. Madison Street, Suite 2400	
Chicago, Illinois	60606
(Address of Principal Executive Offices)	(Zip Code)
(312) 855-0930	
(Registrant's Telephone Number, Including Area Code)	

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

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

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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 July 31, 2013, Aviv REIT, Inc. had 37,318,523 shares of common stock outstanding.

As of July 31, 2013, Aviv Healthcare Properties Limited Partnership had 11,938,420 limited partnership units outstanding that are redeemable for cash or, at Aviv REIT, Inc.'s option, shares of Aviv REIT, Inc. common stock.

Table of Contents**EXPLANATORY NOTE**

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

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Aviv REIT, Inc. and Subsidiaries

Consolidated Balance Sheets

(unaudited)

	June 30, 2013	December 31, 2012
Assets		
Real estate investments		
Land	\$ 125,323,251	\$ 119,224,819
Buildings and improvements	993,535,399	968,074,506
Construction in progress	11,685,321	4,483,684
Assets under direct financing leases	11,112,937	11,049,120
	1,141,656,908	1,102,832,129
Less accumulated depreciation	(133,497,227)	(119,371,113)
Net real estate investments	1,008,159,681	983,461,016
Cash and cash equivalents	15,266,208	17,876,319
Straight-line rent receivable, net	40,326,159	36,101,861
Tenant receivables, net	4,081,798	3,483,534
Deferred financing costs, net	13,067,429	14,651,265
Secured loan receivables, net	32,174,402	32,638,780
Other assets	10,048,972	11,315,865
Total assets	\$ 1,123,124,649	\$ 1,099,528,640
Liabilities and equity		
Senior notes payable and other debt	\$ 496,740,202	\$ 705,153,415
Accounts payable and accrued expenses	18,117,606	24,207,814
Tenant security and escrow deposits	17,177,810	18,278,172
Other liabilities	9,448,315	31,386,742
Total liabilities	541,483,933	779,026,143
Equity:		
Stockholders' equity		
Common stock (par value \$0.01; 37,271,273 and 21,653,813 shares issued and outstanding, respectively)	372,713	216,538
Additional paid-in-capital	518,435,923	375,029,917
Accumulated deficit	(78,506,615)	(46,526,886)
Accumulated other comprehensive loss		(2,151,670)
Total stockholders' equity	440,302,021	326,567,899
Noncontrolling interests	141,338,695	(6,065,402)
Total equity	581,640,716	320,502,497
Total liabilities and equity	\$ 1,123,124,649	\$ 1,099,528,640

See accompanying notes to consolidated financial statements.

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Aviv REIT, Inc. and Subsidiaries

Consolidated Statements of Operations and Comprehensive Income

(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Revenues				
Rental income	\$ 33,873,947	\$ 31,414,320	\$ 67,513,646	\$ 59,329,584
Interest on secured loans and financing lease	1,082,475	1,337,192	2,141,114	2,683,314
Interest and other income	76,902	61,891	78,912	68,311
Total revenues	35,033,324	32,813,403	69,733,672	62,081,209
Expenses				
Interest expense	9,382,636	12,833,777	22,728,053	24,787,831
Depreciation and amortization	8,099,321	6,779,449	16,097,464	12,777,022
General and administrative	3,542,366	3,603,541	17,432,401	7,458,176
Transaction costs	364,069	1,542,188	546,723	2,220,632
Loss on impairment of assets		3,679,657		4,378,858
Reserve for uncollectible secured loans and other receivables	15,574	5,079,072	29,781	5,216,306
Loss (gain) on sale of assets, net	224,824		(39,177)	
Loss on extinguishment of debt			10,974,196	
Other expenses		100,088		200,177
Total expenses	21,628,790	33,617,772	67,769,441	57,039,002
Income (loss) from continuing operations	13,404,534	(804,369)	1,964,231	5,042,207
Discontinued operations		4,416,967		4,586,693
Net income	13,404,534	3,612,598	1,964,231	9,628,900
Net income allocable to noncontrolling interests	(3,257,302)	(1,357,590)	(559,806)	(3,814,077)
Net income allocable to stockholders	\$ 10,147,232	\$ 2,255,008	\$ 1,404,425	\$ 5,814,823
Net income	\$ 13,404,534	\$ 3,612,598	\$ 1,964,231	\$ 9,628,900
Unrealized loss on derivative instruments		(573,164)		(781,492)
Total comprehensive income	\$ 13,404,534	\$ 3,039,434	\$ 1,964,231	\$ 8,847,408
Net income allocable to stockholders	\$ 10,147,232	\$ 2,255,008	\$ 1,404,425	\$ 5,814,823
Unrealized loss on derivative instruments, net of noncontrolling interest portion of \$0, \$215,391, \$0, and \$300,453, respectively		(357,773)		(481,039)
Total comprehensive income allocable to stockholders	\$ 10,147,232	\$ 1,897,235	\$ 1,404,425	\$ 5,333,784
Earnings per common share:				
Basic:				
Income (loss) from continuing operations allocable to stockholders	\$ 0.27	\$ (0.03)	\$ 0.05	\$ 0.16
Discontinued operations, net of noncontrolling interests		0.14		0.15
Net income allocable to stockholders	\$ 0.27	\$ 0.11	\$ 0.05	\$ 0.31

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Diluted:								
Income (loss) from continuing operations allocable to stockholders	\$	0.26	\$	(0.03)	\$	0.04	\$	0.16
Discontinued operations, net of noncontrolling interests				0.14				0.15
Net income allocable to stockholders	\$	0.26	\$	0.11	\$	0.04	\$	0.31
Weighted average shares used in computing earnings per common share:								
Basic		37,271,273		19,830,821		29,937,107		18,581,555
Diluted		51,154,412		19,830,821		38,166,793		18,710,706
Dividends declared per common share	\$	0.36	\$	0.34	\$	0.384	\$	0.70

See accompanying notes to consolidated financial statements.

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Aviv REIT, Inc. and Subsidiaries

Consolidated Statement of Changes in Equity

Six Months Ended June 30, 2013 (unaudited)

	Stockholders Equity				Accumulated Other Comprehensive Income (Loss)	Total Stockholders Equity	Noncontrolling Interests	Total Equity
	Common Stock Shares	Common Stock Amount	Additional Paid-In-Capital	Accumulated Deficit				
Balance at January 1, 2013	21,653,813	\$ 216,538	\$ 375,029,917	\$ (46,526,886)	\$ (2,151,670)	\$ 326,567,899	\$ (6,065,402)	\$ 320,502,497
Non-cash stock-based compensation			9,503,855			9,503,855	888,400	10,392,255
Shares issued for settlement of board of directors and management vested stock units	437,460	4,375	8,290,053			8,294,428		8,294,428
Distributions to partners							(8,178,649)	(8,178,649)
Capital contributions							64,000	64,000
Initial public offering proceeds	15,180,000	151,800	303,448,200			303,600,000		303,600,000
Cost of raising capital			(25,387,224)			(25,387,224)		(25,387,224)
Retirement of derivative instruments					2,151,670	2,151,670	1,621,662	3,773,332
Dividends to stockholders				(33,384,154)		(33,384,154)		(33,384,154)
Reclassification of equity at initial public offering			(153,751,098)			(153,751,098)	153,751,098	
Adjustment for noncontrolling interests ownership of operating partnership			1,302,220			1,302,220	(1,302,220)	
Net income (loss)				1,404,425		1,404,425	559,806	1,964,231
Balance at June 30, 2013	37,271,273	\$ 372,713	\$ 518,435,923	\$ (78,506,615)	\$	\$ 440,302,021	\$ 141,338,695	\$ 581,640,716

See accompanying notes to consolidated financial statements.

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Aviv REIT, Inc. and Subsidiaries

Consolidated Statements of Cash Flows

(unaudited)

	Six Months Ended June 30,	
	2013	2012
Operating activities		
Net income	\$ 1,964,231	\$ 9,628,900
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	16,097,464	12,811,131
Amortization of deferred financing costs	1,706,154	1,695,193
Accretion of debt premium	(248,256)	(168,432)
Straight-line rental income, net	(4,224,298)	(4,120,244)
Rental income from intangible amortization, net	(731,705)	(737,507)
Non-cash stock-based compensation	10,392,255	716,696
Gain on sale of assets, net	(39,177)	(4,425,246)
Non-cash loss on extinguishment of debt	5,160,614	13,264
Loss on impairment of assets		4,378,858
Reserve for uncollectible loans and other receivables	29,781	5,216,307
Accretion of earn-out provision for previously acquired real estate investments		200,177
Changes in assets and liabilities:		
Tenant receivables	(2,273,217)	(5,575,485)
Other assets	624,516	(2,867,646)
Accounts payable and accrued expenses	(2,915,292)	2,876,375
Tenant security deposits and other liabilities	(438,176)	(1,013,251)
Net cash provided by operating activities	25,104,894	18,629,090
Investing activities		
Purchase of real estate investments	(28,026,000)	(108,511,206)
Proceeds from sales of real estate investments	2,605,597	30,542,644
Capital improvements	(7,916,116)	(6,324,959)
Development projects	(8,097,860)	(14,399,591)
Secured loan receivables received from others	2,360,525	3,704,009
Secured loan receivables funded to others	(2,707,383)	(3,935,323)
Net cash used in investing activities	(41,781,237)	(98,924,426)

See accompanying notes to consolidated financial statements.

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Aviv REIT, Inc. and Subsidiaries

Consolidated Statements of Cash Flows (Continued)

(unaudited)

	Six Months Ended June 30,	
	2013	2012
Financing activities		
Borrowings of debt	\$ 145,000,000	\$ 191,041,094
Repayment of debt	(353,164,957)	(151,224,602)
Payment of financing costs	(5,282,933)	(5,120,288)
Payment for swap termination	(3,606,000)	
Capital contributions	425,149	75,000,000
Deferred contribution		(35,000,000)
Initial public offering proceeds	303,600,000	
Cost of raising capital	(25,387,224)	
Cash distributions to partners	(11,951,198)	(8,520,335)
Cash dividends to stockholders	(35,566,605)	(13,699,897)
Net cash provided by financing activities	14,066,232	52,475,972
Net decrease in cash and cash equivalents	(2,610,111)	(27,819,364)
Cash and cash equivalents:		
Beginning of period	17,876,319	40,862,023
End of period	\$ 15,266,208	\$ 13,042,659
Supplemental cash flow information		
Cash paid for interest	\$ 23,049,910	\$ 21,795,034
Supplemental disclosure of noncash activity		
Accrued dividends payable to stockholders	\$	\$ 9,608,040
Accrued distributions payable to partners	\$ 26,890	\$ 4,003,548
Write-off of straight-line rent receivable, net	\$	\$ 567,745
Write-off of deferred financing costs, net	\$ 5,160,614	\$ 13,264
Assumed debt	\$	\$ 11,459,794

See accompanying notes to consolidated financial statements.

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Aviv REIT, Inc., a Maryland corporation, and Subsidiaries (the REIT) is the sole general partner and majority owner of Aviv Healthcare Properties Limited Partnership, a Delaware limited partnership, and Subsidiaries (the Partnership). In these footnotes, the Company refers generically to Aviv REIT, Inc., the Partnership, and their subsidiaries. The predecessor to the Partnership was formed in 2005 and, at June 30, 2013, the Partnership directly or indirectly owned or leased 262 properties, principally skilled nursing facilities, across the United States. The Company generates the majority of its revenues by entering into long-term triple-net leases with local, regional, and national operators. All operating and maintenance costs and related real estate taxes of the buildings are the responsibility of the operators. Substantially all depreciation expense reflected in the consolidated statements of operations and comprehensive income relates to the ownership of real estate properties. The Company manages its business as a single business segment as defined in Accounting Standards Codification (ASC) 280, *Segment Reporting*.

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

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

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

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

71.5%, 62.4% and 54.4%, respectively.

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

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

Real Estate Investments

The Company periodically assesses the carrying value of real estate investments and related intangible assets in accordance with ASC 360, *Property, Plant, and Equipment* (ASC 360), to determine if facts and circumstances exist that would suggest that assets might be impaired or that the useful lives should be modified. In the event estimated undiscounted cash flows indicate the carrying amount of the real estate investments will not be recovered in part or in whole, a provision will be recorded to reduce the carrying basis of the real estate investments and related intangibles to their estimated fair value. The estimated fair value of the Company's real estate investments is determined by using customary industry standard methods that include discounted cash flow and/or direct capitalization analysis (Level 3) or estimated cash proceeds received upon the anticipated disposition of the asset from market comparables (Level 2). As part of the impairment evaluation for the three and six months ended 2012, the following impairments were recorded to reflect the estimated fair values (Level 2):

	Three Months Ended June 30, 2012
West Chester, OH	\$ 3,129,657
Cincinnati, OH	90,000
Zion, IL	460,000
	\$ 3,679,657

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Six Months Ended June 30, 2012

Youngstown, AZ	\$ 557,996
Fall River, MA	141,205
West Chester, OH	3,129,657
Cincinnati, OH	90,000
Zion, IL	460,000
	\$ 4,378,858

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

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

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
Cash rental income, net	\$ 32,016,737	\$ 28,605,415	\$ 62,557,643	\$ 54,471,833
Straight-line rental income	1,491,357	2,440,151	4,224,298	4,120,244
Rental income from intangible amortization	365,853	368,754	731,705	737,507
Total rental income	\$ 33,873,947	\$ 31,414,320	\$ 67,513,646	\$ 59,329,584

During the three and six months ended June 30, 2013 and 2012, straight-line rental income includes a write-off of straight-line rent receivable of \$0, \$0, \$0.5 million and \$0.6 million, respectively, due to the early termination of leases and replacement of operators.

The Company's reserve for uncollectible operator receivables is included as a component of reserve for uncollectible secured loans and other receivables in the consolidated statements of operations and comprehensive income. The amount incurred during the three and six months ended June 30, 2013 and 2012 was \$4,575, \$18,782, \$1,704,434 and \$1,741,317, respectively.

Lease Accounting

The Company, as lessor, makes a determination with respect to each of its leases whether they should be accounted for as operating leases or direct financing leases. The classification criteria is based on estimates regarding the fair value of the leased facilities, minimum lease payments, effective cost of funds, the economic life of the facilities, the existence of a bargain purchase option, and certain other terms in the lease agreements. Payments received under the financing lease are bifurcated between interest income and principal amortization to achieve a consistent yield over the stated lease term using the interest method. Assets subject to operating leases are reported as real estate investments in the consolidated balance sheets. For facilities leased as direct financing arrangements, an asset equal to the Company's net initial investment is established on the balance sheet titled assets under direct financing leases. Principal amortization (accretion) is reflected as an adjustment to the asset subject to a financing lease. Such accretion was \$29,380, \$63,818, \$31,230 and \$67,341 for the three and six months ended June 30, 2013 and 2012, respectively.

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

Secured Loan Receivables

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

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Stock-Based Compensation

The Company follows ASC 718, *Stock Compensation* (ASC 718), which requires all stock-based payments to employees, including grants of employee stock options, to be recognized in the consolidated statements of operations and comprehensive income based on their grant date fair values. On September 17, 2010, the Company adopted a 2010 Management Incentive Plan (the MIP) 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 MIP. The MIP's non-cash stock-based compensation expense by the Company through June 30, 2013 is summarized in Footnote 9.

Fair Value of Financial Instruments

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

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

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

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

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

Cash and cash equivalents and derivative financial instruments are reflected in the accompanying consolidated balance sheets at amounts considered by management to reasonably approximate fair value. Management estimates the fair value of its long-term debt using a discounted cash flow analysis based upon the Company's current borrowing rate for debt with similar maturities and collateral securing the indebtedness. The Company had outstanding senior notes payable and other debt obligations with a carrying value of approximately \$496.7 million and \$705.2 million as of June 30, 2013 and December 31, 2012, respectively. The fair value of this debt was \$522.6 million and \$720.8 million as of June 30, 2013 and December 31, 2012, respectively, based upon interest rates available to the Company on similar borrowings (Level 3). Management estimates the fair value of its secured loan receivables using a discounted cash flow analysis based upon the Company's current interest rates for secured loan receivables with similar maturities and collateral securing the indebtedness. The Company had outstanding secured loan receivables with a carrying value of \$32.2 million and \$32.6 million as of June 30, 2013 and December 31, 2012, respectively. The fair values of secured loan receivables as of June 30, 2013 and as of December 31, 2012 approximate their carrying values based upon interest rates available to the Company on similar borrowings.

Derivative Instruments

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

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credit rating and other factors. Under certain circumstances, the Company may be required to replace a counterparty in the event that the counterparty does not maintain a specified credit rating.

Income Taxes

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

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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. Even if the Company maintains REIT status, the Company may still be subject to federal excise tax. In addition, the Company may be subject to certain state and local income and franchise taxes. Historically, the Company and its predecessor have generally only incurred certain state and local income and franchise taxes, but these amounts were immaterial in each of the periods presented. Prior to the Merger, the Partnership was a limited partnership and the consolidated operating results were included in the income tax returns of the individual partners. No uncertain income tax positions exist as of June 30, 2013 and December 31, 2012.

Business Combinations

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

Noncontrolling Interests

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

Discontinued Operations

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

March 8, 2013 Increase in Authorized Shares and Stock Split

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

Reclassifications

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

3. Real Estate Investment Activity

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

*Acquisitions***Month of**

Acquisition	Property Type	Located in	Purchase Price
April	Traumatic Brain Injury	CA	\$ 779,000
April	Traumatic Brain Injury	CA	697,000
April	SNF	TX	2,400,000
April	Medical Office Building	IN	1,200,000
May	Senior Housing	CT	2,400,000
May	SNF	OH	14,350,000
June	SNF	OK	6,200,000

\$ 28,026,000

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2013	2012	2013	2012
Total revenues	\$ 35,794,824	\$ 33,926,158	\$ 71,607,927	\$ 64,306,719
Net income	14,173,807	4,546,078	3,671,669	11,497,501

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

Transaction-related costs are not expected to have a continuing significant impact on our financial results and therefore have been excluded from these proforma results. Related to the above business combinations, the Company incurred \$0.1 million of transaction costs for the six months ended June 30, 2013.

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

Land	\$ 6,262,079
Buildings and improvements	19,598,036
Furniture, fixtures, and equipment	2,165,885
Total	\$ 28,026,000

Construction in progress

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

	June 30, 2013	December 31, 2012
Beginning balance, January 1, 2013 and 2012, respectively	\$ 4,483,684	\$ 28,293,083
Additions	8,952,384	25,334,504
Sold/withdrawn projects		(8,038,072)
Placed in service	(1,750,747)	(41,105,831)
	\$ 11,685,321	\$ 4,483,684

During 2013 and 2012, the Company capitalized expenditures for improvements related to various construction and reinvestment projects. In 2013, the Company placed into service one completed investment project at one property located in California. In 2012, the Company placed into service three completed investment projects at three properties located in Washington and completed construction of two properties located in Connecticut. In accordance with ASC 835 *Capitalization of Interest* (ASC 835), the Company capitalizes interest based on the average cash balance of construction in progress for the period using the weighted-average interest rate on all outstanding debt, which approximated 6.8% for the three and six months ended June 30, 2013. The balance of capitalized interest within construction in progress at June 30, 2013 and December 31, 2012 was \$237,235 and \$71,514, respectively. The amount capitalized during the three and six months ended June 30, 2013, and 2012, relative to interest incurred, was \$121,742, \$208,987, \$209,413 and \$503,210, respectively.

4. Secured Loan Receivables, net

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

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	June 30, 2013		
	Capital Improvement Loan Receivables	Secured Operator Loan Receivables	Total Secured Loan Receivables
Beginning balance	\$ 19,359,485	\$ 13,279,295	\$ 32,638,780
New loans issued	379,905	2,026,035	2,405,940
Reserve for uncollectible secured loans and loan write-offs		(11,000)	(11,000)
Loan amortization and repayments	(1,225,364)	(1,633,954)	(2,859,318)
	\$ 18,514,026	\$ 13,660,376	\$ 32,174,402

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

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
Capital improvement loan receivable	\$ 401,427	\$ 344,972	\$ 797,071	\$ 670,638
Secured operator loan receivables	317,499	632,953	618,020	1,295,274
Direct financing lease	363,549	359,267	726,023	717,402
Total interest on secured loans and financing lease	\$ 1,082,475	\$ 1,337,192	\$ 2,141,114	\$ 2,683,314

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

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

5. Deferred Financing Costs

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

	June 30, 2013	December 31, 2012
Gross amount	\$ 16,552,376	\$ 20,995,022
Accumulated amortization	(3,484,947)	(6,343,757)
Net	\$ 13,067,429	\$ 14,651,265

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

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

6. Lease Intangibles

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

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

	Assets					
	June 30, 2013			December 31, 2012		
	Gross Amount	Accumulated Amortization	Net	Gross Amount	Accumulated Amortization	Net
Above market leases	\$ 6,641,851	\$ (3,419,973)	\$ 3,221,878	\$ 6,641,851	\$ (3,175,449)	\$ 3,466,402
In-place lease assets	651,730	(97,760)	553,970	651,730	(65,173)	586,557
Operator relationship	212,416	(25,490)	186,926	212,416	(16,993)	195,423
	\$ 7,505,997	\$ (3,543,223)	\$ 3,962,774	\$ 7,505,997	\$ (3,257,615)	\$ 4,248,382

	Liabilities					
	June 30, 2013			December 31, 2012		
	Gross Amount	Accumulated Amortization	Net	Gross Amount	Accumulated Amortization	Net
Below market leases	\$ 25,695,395	\$ (17,257,626)	\$ 8,437,769	\$ 25,695,395	\$ (16,281,397)	\$ 9,413,998

Amortization expense for in-place lease assets and operator relationship was \$20,542, \$41,084, \$20,542 and \$41,084 for the three and six months ended June 30, 2013 and 2012, respectively, and is included as a component of depreciation and amortization in the consolidated statements of operations and comprehensive income. Amortization expense for the above market leases intangible asset for the three and six months ended June 30, 2013 and 2012 was \$122,261, \$244,524, \$146,445 and \$292,891, respectively, and is included as a component of rental income in the consolidated statements of operations and comprehensive income. Accretion for the below market leases intangible liability for the three and six months ended June 30, 2013 and 2012 was \$488,114, \$976,229, \$515,199 and \$1,030,398, respectively, and is included as a component of rental income in the consolidated statements of operations and comprehensive income.

7. Senior Notes Payable and Other Debt

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

	June 30, 2013	December 31, 2012
Senior Notes (interest rate of 7.75% at June 30, 2013 and December 31, 2012), inclusive of \$3.0 million and \$3.2 million net premium balance at June 30, 2013 and December 31, 2012, respectively	\$ 402,971,100	\$ 403,180,433
Revolving Credit Facility (interest rate of 2.55% at June 30, 2013)	80,000,000	
Term Loan (interest rate of 5.75% at December 31, 2012)		192,212,350
Acquisition Credit Line (interest rate of 5.75% at December 31, 2012)		18,925,200
2016 Revolver (interest rate of 5.25% at December 31, 2012)		69,368,589
Acquisition loans (interest rate of 6.00% at December 31, 2012)		7,584,974
HUD loan (interest rate of 5.00% at June 30, 2013 and December 31, 2012), inclusive of \$2.5 million premium balance at June 30, 2013 and December 31, 2012	13,769,102	13,881,869
Total	\$ 496,740,202	\$ 705,153,415

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

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On February 4, 2011, April 5, 2011, and March 28, 2012, Aviv Healthcare Properties Limited Partnership and Aviv Healthcare Capital Corporation (the Issuers) issued \$200 million, \$100 million, and \$100 million, respectively, of 7.75% Senior Notes due 2019 (the Senior Notes). 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 \$1.0 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 Company used the proceeds, amongst other things, to pay down approximately \$87.7 million of the Acquisition Credit Line, \$5.5 million of the 2016 Revolver and \$6.1 million of the Construction Loan during 2012.

Revolving Credit Facility

On March 26, 2013, the Company, under Aviv Financing IV, entered into a \$300 million secured revolving credit facility and \$100 million term loan with Bank of America (collectively, the Revolving Credit Facility). On April 16, 2013, the Company converted the entire \$100 million term loan into a secured revolving credit facility, thereby terminating the term loan and any availability thereunder and increasing the amount available under the secured revolving credit facility from \$300 million to \$400 million. On each payment date, the Company pays interest only in arrears on any outstanding principal balance of the Revolving Credit Facility. The interest rate under the Revolving Credit Facility is based on LIBOR plus a margin of 235 basis points to 300 basis points depending on the Company's leverage ratio. The interest rate at June 30, 2013 was 2.55%. Additionally, an unused fee equal to 50 basis points per annum of the daily unused balance on the Revolving Credit Facility is payable quarterly in arrears. The initial term of the Revolving Credit Facility expires in March 2016 with a one year extension option. The Revolving Credit Facility had an outstanding balance of \$80.0 million as of June 30, 2013.

Other Loans

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

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

8. Partnership Equity and Incentive Program

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

	Class A	Class B	Class C	Class D	Class F	Class G	OP Units
2013	\$	\$	\$	\$	\$	\$	\$ 4,297,831
2012	\$ 2,068,318	\$ 552,587	\$ 828,881	\$	\$ 553,761	\$ 6,655,574	\$

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

	Class A	Class B	Class C	Class D	Class F	Class G	OP Units
2013	\$ 2,797,315	\$ 97,288	\$ 145,931	\$	\$ 553,761	\$ 6,520,893	\$ 4,584,353
2012	\$ 4,136,636	\$ 1,164,486	\$ 1,469,149	\$	\$ 1,107,522	\$ 13,868,488	\$

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

	Class A	Class B	Class C	Class D	Class F	Class G	OP Units	REIT Shares
2013							11,938,420	37,271,273
2012	13,467,223	4,523,145	2	8,050	2,684,900	19,830,821		

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

	Class A	Class B	Class C	Class D	Class F	Class G	OP Units	REIT Shares
2013	6,324,386	2,124,129		3,780	1,260,865	10,168,918	6,331,980	29,937,107
2012	13,467,223	4,523,145	2	8,050	2,684,900	18,581,555		

Prior to the Merger, the Partnership had established an officer incentive program linked to its future value. Awards vest annually over a five-year period assuming continuing employment by the recipient. The awards settled on December 31, 2012 in Class C Units or, at the Company's discretion, cash. For accounting purposes, expense recognition under the program commenced in 2008, and the related expense for the three and six months ended June 30, 2012 was \$101,500 and \$203,000, respectively.

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

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

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

Declaration Date	Record Date	Amount Per Share	Dividend Payment Date
May 19, 2013	June 3, 2013	\$ 0.384	June 17, 2013

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

9. Restricted Stock Grants and Option Awards

Restricted Stock Grants

On March 26, 2013 the Company adopted the Aviv REIT, Inc. 2013 Long-Term Incentive Plan (the LTIP). The purposes of the LTIP are to attract and retain qualified persons upon whom, in large measure, the Company's sustained progress, growth and profitability depend, to motivate the participants to achieve long-term Company goals and to align the participants' interests with those of other stockholders by providing them with a proprietary interest in the Company's growth and performance. The Company's executive officers, employees, consultants and non-employee directors are eligible to participate in the LTIP. Under the plan, 2,000,000 shares of the Company's common stock are available for issuance, of which 70,000 had been issued as of June 30, 2013.

The Company's non-employee directors (excluding Messrs. Dees, Goldberg and Triedman) each received an equity grant of 6,750 shares of restricted stock and 3,250 shares of unrestricted stock upon consummation of the IPO. The equity awards were made

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pursuant to the LTIP. The restricted stock awards vest in three equal installments, with the first installment vesting on May 15, 2014 and the second and third installments vesting on the second and third anniversaries of March 26, 2013, respectively, subject to the director's continued service on the board of directors. For the three and six months ended June 30, 2013, the Company recognized \$39,085 and \$494,085 of non-cash stock-based compensation expense in relation to the board of directors restricted stock grant.

Option Awards

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

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

In connection with the IPO, the holders of option awards under the MIP received a new class of units of LG Aviv L.P., the legal entity through which Lindsay Goldberg holds its interest in the REIT, equal to the number of options held by such persons immediately prior to the consummation of the IPO. Under the limited partnership agreement of LG Aviv L.P., the units are entitled to receive an aggregate distribution amount equal to 14.9% of the dividend distributions declared and received by LG Aviv L.P. after the consummation of the IPO in respect of its shares of common stock. The distribution amount will be paid by LG Aviv L.P. ratably to each holder of such units on the distribution date in the proportion that the total number of units held by such holder bears to the total outstanding units of the same class. Any units payments will be paid, if at all, on the earlier of (i) the last day of the calendar quarter in which dividends were paid to the Company stockholders and (ii) three business days following the holder's termination of employment with the Company. For the three and six months ended June 30, 2013, \$1,238,945 was paid by LG Aviv L.P. to the holders of such units.

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

	Six Months Ended	
	June 30, 2013	June 30, 2012
Outstanding at beginning of period	1,956,833	1,417,246
Granted		594,282
Exercised		
Awards vested at IPO	3,913,425	
Cancelled/Forfeited		(161,973)
Outstanding at end of period	5,870,258	1,849,555
Options exercisable at end of period		
Weighted average fair value of options granted to date (per option)	\$ 2.20	\$ 2.15

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

	2013	2012
Range of exercise prices	\$16.56 - \$18.87	\$16.56 - \$18.87
Outstanding	5,870,258	1,849,555
Remaining contractual life (years)	8.05	8.94
Weighted average exercise price	\$17.47	\$17.38

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

	2013 Grants	2012 Grants
Weighted average dividend yield		7.61%
Weighted average risk-free interest rate		1.34%
Weighted average expected life		7.0 years
Weighted average estimated volatility		38.28%
Weighted average exercise price		\$ 18.82
Weighted average fair value of options granted (per option)		\$ 2.89

The Company recorded non-cash compensation expenses of \$0, \$9,012,270, \$371,000 and \$513,696 for the three and six months ended June 30, 2013 and 2012, respectively, related to the time and performance based stock options accounted for as equity awards.

At June 30, 2013, the total compensation cost related to outstanding, non-vested time based equity awards that are expected to be recognized as compensation cost in the future aggregates to approximately \$906,000, as follows:

Year Ended December 31,	Restricted Stock
2013	\$ 156,417
2014	316,162
2015	315,393
2016	117,942

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Total	\$	905,914
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Dividend equivalent rights associated with the MIP amounted to \$0, \$15,400,270, \$620,298, and \$1,211,318 for the three and six months ended June 30, 2013 and 2012, respectively, and are recorded as dividends to stockholders for the periods presented.

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10. Related Parties

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

Table of Contents**11. Derivatives**

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

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

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

12. Commitments and Contingencies

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

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

13. Concentration of Credit Risk

As of June 30, 2013, the Company's real estate investments included 262 healthcare facilities, located in 29 states and operated by 36 third party operators. At June 30, 2013, approximately 55.0% (measured as a percentage of total assets) were leased by five private operators: Saber Health Group (17.2%), Daybreak Healthcare (13.6%), EmpRes Healthcare (9.2%), Maplewood Senior Living (8.0%), and Sun Mar Healthcare (6.9%). No other operator represents more than 6.3% of total assets. The five states in which the Company had its highest concentration of total assets were Texas (17.0%), California (15.0%), Ohio (9.5%), Connecticut (8.0%) and Pennsylvania (6.7%) at June 30, 2013.

For the six months ended June 30, 2013, the Company's rental income from operations totaled approximately \$67.5 million of which approximately \$10.4 million was from Daybreak Healthcare (15.4%), \$9.7 million was from Saber Health Group (14.4%), \$6.2 million was from EmpRes Healthcare (9.1%), \$5.3 million was from Preferred Care (7.8%), \$4.8 million was from SunMar Healthcare (7.1%), and \$4.8 million was from Maplewood Senior Living (7.1%). No other operator generated more than 6.1% of the Company's rental income from operations for the three and six months ended June 30, 2013.

Table of Contents**14. Discontinued Operations**

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

	Three Months Ended		Six Months Ended	
	2013	June 30, 2012	2013	June 30, 2012
Total revenues	\$	\$ 6,872	\$	\$ 269,934
Expenses:				
Interest expense				(29,062)
Amortization of deferred financing costs				(34,109)
Gain on sale of assets, net		4,425,246		4,425,246
Loss on extinguishment of debt				(13,264)
Other		(15,151)		(32,052)
Total gains (expenses)		4,410,095		4,316,759
Discontinued operations		4,416,967		4,586,693
Discontinued operations allocation to noncontrolling interests		(1,659,866)		(1,816,822)
Discontinued operations allocation to controlling interests	\$	\$ 2,757,101	\$	\$ 2,769,871

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

The following table shows the amounts used in computing basic and diluted earnings per common share. As the three months ended June 30, 2012 resulted in a net loss, there is no dilution to earnings per common share.

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2013	2012	2013	2012
Numerator for earnings per share - basic:				
Income (loss) from continuing operations	\$ 13,404,534	\$ (804,369)	\$ 1,964,231	\$ 5,042,207
(Income) loss from continuing operations allocable to noncontrolling interests	(3,257,302)	302,276	(559,806)	(1,997,255)
Income from continuing operations allocable to common stockholders, net of noncontrolling interests	10,147,232	(502,093)	1,404,425	3,044,952
Discontinued operations, net of noncontrolling interests		2,757,101		2,769,871
Numerator for earnings per share - basic	\$ 10,147,232	\$ 2,255,008	\$ 1,404,425	\$ 5,814,823
Numerator for earnings per share - diluted:				
Numerator for earnings per share - basic	\$ 10,147,232	\$ (502,093)	\$ 1,404,425	\$ 3,044,952
Income (loss) from continuing operations allocable to noncontrolling interests - OP Units	3,257,302		296,914	
Subtotal	13,404,534	(502,093)	1,701,339	3,044,952
Discontinued operations, net of noncontrolling interests		2,757,101		2,769,871
Numerator for earnings per share - diluted	\$ 13,404,534	\$ 2,255,008	\$ 1,701,339	\$ 5,814,823

Denominator