

NATIONWIDE HEALTH PROPERTIES INC  
Form 10-K  
March 11, 2003

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-K**

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

For the fiscal year ended December 31, 2002

OR

.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE  
REQUIRED]

For the transition period from to

Commission file number 1-9028

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**NATIONWIDE HEALTH PROPERTIES, INC.**

(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction of  
incorporation or organization)

95-3997619  
(I.R.S. Employer  
Identification No.)

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610 Newport Center Drive, Suite 1150

92660

Newport Beach, California

(Zip Code)

(Address of principal executive offices)

Registrant's telephone number, including area code: (949) 718-4400

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Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.10 Par Value	New York Stock Exchange
7.677% Series A Cumulative Preferred	None

Securities registered pursuant to Section 12(g) of the Act:

NONE

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Rule 12b-2). Yes  No

The aggregate market value of the voting and non-voting stock held by non-affiliates was approximately \$914,039,000 as of the last business day of the registrant's most recently completed second fiscal quarter.

49,172,216

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(Number of shares of common stock outstanding as of February 28, 2003)

Items 10, 11, 12 and 13 of Part III are incorporated by reference from the registrant's definitive proxy statement for the Annual Meeting of Stockholders to be held on May 29, 2003.

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**PART I**

**Item 1. Business.**

Nationwide Health Properties, Inc., a Maryland corporation incorporated on October 14, 1985, is a real estate investment trust (REIT) that invests primarily in healthcare related facilities and provides financing to healthcare providers. Whenever we refer herein to the Company or to us or use the terms we or our, we are referring to Nationwide Health Properties, Inc. and its subsidiaries. At December 31, 2002, we had investments in 387 facilities located in 38 states. As of December 31, 2002, we had direct ownership of:

158 skilled nursing facilities;

132 assisted and independent living facilities;

11 continuing care retirement communities;

one rehabilitation hospital;

one long-term acute care hospital; and

five buildings held for sale.

At December 31, 2002, we held 24 mortgage loans secured by:

25 skilled nursing facilities;

four assisted and independent living facilities; and

one continuing care retirement community.

We also have a 25% interest in an unconsolidated joint venture that owns 49 assisted living facilities located in twelve states.

Other than the five buildings held for sale, substantially all of our owned facilities are leased under triple-net leases, which are accounted for as operating leases, to 58 healthcare providers.

Our facilities are operated by 67 different operators, including the following publicly traded companies:

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Alterra Healthcare Corporation (Alterra);

American Retirement Corporation (ARC);

ARV Assisted Living, Inc.;

Beverly Enterprises, Inc. (Beverly);

Harborside Healthcare Corporation;

HEALTHSOUTH Corporation;

Integrated Health Services, Inc.;

Mariner Health Care, Inc.; and

Sun Healthcare Group, Inc.

Of the operators of our facilities, only Alterra and ARC accounted for 10% or more of our revenues for the twelve months ended December 31, 2002 or are expected to account for more than 10% of our revenues in 2003. In addition, our joint venture has direct ownership of 49 assisted living facilities, all of which are leased to Alterra. See Information Regarding Certain Operators in Item 7 for a discussion of Alterra's current bankruptcy proceedings.

The following table summarizes our major operators, the number of facilities each operates and the percentage of our revenues received from each operator as of the end of 2002, as adjusted for facilities acquired and disposed during 2002:

Operator	Number of Facilities Operated	Percentage of Revenue
Alterra Healthcare Corporation	59	14%
American Retirement Corporation	16	12%
ARV Assisted Living, Inc.	16	9%
Beverly Enterprises, Inc.	30	9%
Complete Care Services	33	5%

We have historically provided lease or mortgage financing for healthcare facilities to qualified operators and acquired additional senior housing and long-term care facilities, including skilled nursing facilities, assisted and independent living facilities, rehabilitation hospitals and long-term acute care hospitals. Financing for these investments was provided by borrowings under our bank line of credit, private placements or public offerings of debt or equity and the assumption of secured indebtedness.

The leases generally have initial terms ranging from five to 21 years, and generally have two or more multiple-year renewal options. We earn fixed monthly minimum rents and may earn periodic additional rents. The additional rent payments are generally computed as a percentage of facility net patient revenues in excess of base amounts or as a percentage of the increase in the Consumer Price Index. Additional rents are generally calculated and payable monthly or quarterly. While the calculations and payments of additional rents contingent upon revenue are generally made on a quarterly basis, SEC Staff Accounting Bulletin No. 101 *Revenue Recognition in Financial Statements* (SAB No. 101), which we adopted during the fourth quarter of 2000, does not allow for the recognition of this revenue until all possible contingencies have been eliminated. Most of our leases with additional rents contingent upon revenue are structured as quarterly calculations so that all contingencies for revenue recognition have been eliminated at each of our quarterly reporting dates. Also, the majority of our leases contain provisions that the total rent cannot decrease from one year to the next. Approximately 79% of our facilities are leased under master leases. In addition, the majority of our leases contain cross collateralization and cross-default provisions tied to other leases with the same tenant, as well as grouped lease renewals and, if purchase options exist, grouped purchase options. Leases covering 250 facilities are backed by security deposits consisting of irrevocable letters of credit or cash most of which cover from three to six months, of initial monthly minimum rents. Under the terms of the leases, the tenant is responsible for all maintenance, repairs, taxes and insurance on the leased properties.

During 2002, we acquired 34 skilled nursing facilities, eleven assisted and independent living facilities and one continuing care retirement community for an aggregate investment of approximately \$165,428,000. Additionally, we funded approximately \$13,870,000 in capital improvements at a number of facilities in accordance with existing lease provisions. These capital improvements generally result in an increase in the minimum rents we earn on these facilities. In addition, our unconsolidated joint venture, in which we have a 25% interest, acquired 52 assisted living facilities.

At December 31, 2002, we held 24 mortgage loans secured by 25 skilled nursing facilities, four assisted and independent living facilities and one continuing care retirement community. These loans had an aggregate outstanding principal balance of approximately \$101,232,000 and a net book value of approximately \$99,292,000 at December 31, 2002, net of an aggregate discount totaling approximately \$1,940,000. The mortgage loans have individual outstanding balances ranging from approximately \$66,000 to \$12,983,000 and have maturities ranging from 2003 to 2031.

## Taxation

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We believe we have operated in such a manner as to qualify for taxation as a REIT under Sections 856 through 860 of the Internal Revenue Code of 1986, as amended, and we intend to continue to operate in such a manner. If we qualify for taxation as a REIT, we will generally not be subject to federal corporate income taxes on our net income that is currently distributed to stockholders. This treatment substantially eliminates the

double taxation (e.g. at the corporate and stockholder levels) that usually results from investment in the stock of a corporation. Please see the heading REIT Status under the caption Risk Factors for more information.

In January 2002, President Bush proposed changes to the tax laws that, if enacted, would exclude from an individual's taxable income corporate dividends paid out of certain previously taxed corporate income. Many aspects of this proposal have yet to be described, but it is most likely that dividends paid to shareholders of REITs will not be eligible for the exclusion. We are unable to predict whether or in what form the proposal may be enacted or, if enacted, any effect it may have on us.

## Properties

Of the 387 facilities in which we have investments, we have direct ownership of:

158 skilled nursing facilities;

132 assisted living facilities;

11 continuing care retirement communities;

one rehabilitation hospital;

one long-term acute care hospital; and

five buildings held for sale.

In addition, our unconsolidated joint venture owns 49 assisted living facilities. Other than the five buildings held for sale, substantially all of the properties are leased to other parties under terms that require the tenant, in addition to paying rent, to pay all additional charges, taxes, assessments, levies and fees incurred in the operation of the leased properties.

### *Skilled Nursing Facilities*

Skilled nursing facilities provide rehabilitative, restorative, skilled nursing and medical treatment for patients and residents who do not require the high-technology, care-intensive, high-cost setting of an acute care or rehabilitative hospital. Treatment programs include physical, occupational, speech, respiratory and other therapeutic programs, including sub-acute clinical protocols such as wound care and intravenous drug treatment.

### *Assisted and Independent Living Facilities*



Assisted and independent living facilities offer studio, one bedroom and two bedroom apartments on a month-to-month basis primarily to elderly individuals with various levels of assistance requirements. Assisted and independent living residents are provided meals and eat in a central dining area; assisted living residents may also be assisted with some daily living activities with programs and services that allow residents certain conveniences and make it possible for them to live independently; staff is also available when residents need assistance and for group activities. Services provided to residents who require more assistance with daily living activities, but who do not require the constant supervision skilled nursing facilities provide, include personal supervision and assistance with eating, bathing, grooming and administering medication. Charges for room, board and services are generally paid from private sources.

#### *Continuing Care Retirement Communities*

Continuing care retirement communities provide a broad continuum of care. At the most basic level, independent living residents might receive meal service, maid service or other services as part of their monthly rent. Services which aid in everyday living are provided to other residents, much like in an assisted living facility. At the far end of the spectrum, skilled nursing, rehabilitation and medical treatment are provided to residents who need those services. This type of facility consists of independent living units, dedicated assisted living units and licensed skilled nursing beds on one campus, and considered by many to be the ultimate senior housing alternative.

#### *Rehabilitation Hospitals*

Rehabilitation hospitals provide inpatient and outpatient medical care to patients requiring high intensity physical, respiratory, neurological, orthopedic and other treatment protocols and for intermediate periods in their recovery. These programs are often the most effective in treating severe skeletal or neurological injuries and traumatic diseases such as stroke and acute arthritis.

*Long-Term Acute Care Hospitals*

Long-term acute care hospitals serve medically complex, chronically ill patients. These hospitals have the capability to treat patients who suffer from multiple systemic failures or conditions such as neurological disorders, head injuries, brain stem and spinal cord trauma, cerebral vascular accidents, chemical brain injuries, central nervous system disorders, developmental anomalies and cardiopulmonary disorders. Chronic patients are often dependent on technology for continued life support, such as mechanical ventilators, total parenteral nutrition, respiration or cardiac monitors and dialysis machines. While these patients suffer from conditions that require a high level of monitoring and specialized care, they may not necessitate the continued services of an intensive care unit. Due to their severe medical conditions, these patients generally are not clinically appropriate for admission to a skilled nursing facility or rehabilitation hospital.

The following table sets forth certain information regarding our owned facilities as of December 31, 2002:

<u>Facility Location</u>	<u>Number of Facilities</u>	<u>Number of Beds/Units (1)</u>	<u>Gross Investment</u>	<u>2002 Rent (2)</u>
<b>(Dollars in Thousands)</b>				
<i>Assisted and Independent Living Facilities:</i>				
Alabama	2	166	\$ 5,953	\$ 575
Arizona	2	142	7,868	798
Arkansas	1	32	2,150	202
California	13	1,590	79,578	11,271
Colorado	7	843	76,654	6,195
Delaware	1	54	5,301	411
Florida	20	1,345	96,667	8,384
Idaho	1	158	11,826	1,299
Indiana	1	50	4,666	327
Kansas	4	231	13,557	1,242
Kentucky	1	44	2,782	301
Louisiana	1	104	7,385	616
Maryland	1	56	5,248	38
Massachusetts	1	118	11,007	1,021
Michigan	1	143	7,306	1,159
Nevada	2	154	13,616	1,292
New Jersey	2	104	7,615	422
New York	1	200	21,426	1,395
North Carolina	5	274	14,028	1,910
Ohio	11	635	39,115	3,099
Oklahoma	3	178	8,271	809
Oregon	6	559	28,874	3,108
Pennsylvania	4	286	29,965	615
Rhode Island	3	274	30,240	2,787
South Carolina	7	331	24,910	1,516
Tennessee	5	278	25,316	810
Texas	17	950	77,936	7,269
Virginia	2	153	12,974	1,262
Washington	4	341	22,834	2,443
West Virginia	1	60	6,177	44
Wisconsin	2	422	29,061	2,079

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Subtotals	132	10,275	\$ 730,306	\$ 64,699
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Facility Location	Number of Facilities	Number of Beds/Units (1)	2002 Rent	
			Gross Investment	(2)
<b>(Dollars in Thousands)</b>				
<i>Skilled Nursing Facilities:</i>				
Arizona	1	130	\$ 3,540	\$ 639
Arkansas	8	833	34,912	3,321
California	6	599	19,125	3,678
Connecticut	3	351	12,080	1,669
Florida	6	825	20,317	2,259
Georgia	1	100	4,342	325
Idaho	1	64	792	84
Illinois	2	210	5,549	600
Indiana	7	886	27,335	2,873
Kansas	9	680	13,928	1,524
Maryland	5	911	30,074	2,748
Massachusetts	14	1,511	76,372	6,403
Minnesota	3	568	19,809	1,773
Mississippi	1	120	4,467	462
Missouri	1	108	2,740	517
Nevada	1	140	4,034	616
North Carolina	1	150	2,360	333
Ohio	5	733	27,606	2,743
Oklahoma	3	253	3,939	436
Tennessee	5	508	18,509	2,015
Texas	59	6,770	135,967	12,733
Virginia	4	604	18,568	2,910
Washington	5	525	25,408	2,854
Wisconsin	7	568	12,874	2,406
Subtotals	158	18,147	\$ 524,647	\$ 55,921
<i>Continuing Care Retirement Communities:</i>				
Arizona	1	182	\$ 10,331	\$ 477
California	1	279	12,427	1,659
Colorado	1	119	3,115	378
Florida	1	405	18,617	333
Georgia	1	190	11,492	984
Kansas	1	200	13,204	1,396
Massachusetts	1	178	14,292	1,379
Tennessee	1	80	3,178	364
Texas	1	352	30,870	3,042
Wisconsin	2	942	64,638	6,077
Subtotals	11	2,927	\$ 182,164	\$ 16,089

<u>Facility Location</u>	<u>Number of Facilities</u>	<u>Number of Beds/ Units(1)</u>	<u>Gross Investment</u>	<u>2002 Rent(2)</u>
			(Dollars in Thousands)	
<i>Rehabilitation Hospitals:</i>				
Arizona	1	60	\$ 10,710	\$ 1,513
<i>Long-Term Acute Care Hospitals:</i>				
Arizona	1	56	6,361	851
<b>Total All Owned Facilities</b>	<b>303</b>	<b>31,465</b>	<b>\$ 1,454,188</b>	<b>\$ 139,073</b>

- (1) Assisted and independent living facilities are measured in units, continuing care retirement communities are measured in beds and units and all other facilities are measured by bed count.
- (2) Rental income for 2002 for each of the properties we owned at December 31, 2002, excluding assets held for sale.

### Competition

We generally compete with other REITs, including Health Care Property Investors, Inc., Senior Housing Properties Trust, Healthcare Realty Trust Incorporated and Health Care REIT, Inc., real estate partnerships, healthcare providers and other investors, including, but not limited to, banks, insurance companies and opportunity funds, in the acquisition, leasing and financing of healthcare facilities. The operators of the healthcare facilities compete on a local and regional basis with operators of facilities that provide comparable services. Operators compete for patients based on quality of care, reputation, physical appearance of facilities, price, services offered, family preferences, physicians and staff.

### Regulation

Payments for healthcare services provided by the operators of our facilities are received principally from four sources: Medicaid, a medical assistance program for the indigent, operated by individual states with the financial participation of the federal government; Medicare, a federal health insurance program for the aged and certain chronically disabled individuals; private funds; and health and other insurance plans. Government revenue sources, particularly Medicaid programs, are subject to statutory and regulatory changes, administrative rulings, and government funding restrictions, all of which may materially increase or decrease the rates of payment to skilled nursing facilities which in turn might affect the amount of additional rents payable to us under our leases. Effective for years beginning after July 1, 1998, the payment methodology for skilled nursing facilities under the Medicare program was changed. Under the revised methodology, Medicare reimburses skilled nursing facility operators for nursing care, ancillary services and capital costs at a flat per diem rate. Prior to July 1, 1998, a cost-based system of reimbursement was used. This changed reimbursement methodology was phased in over four years. Payments under the new methodology are generally lower than the payments the facilities had historically received, however there was some relief during 2000 and 2001 as a portion of the reduction in payments was reversed. On October 1, 2002, some of the relief implemented in 2000 and 2001 expired, which resulted in a reduction in Medicare payments during 2002 and will result in a reduction in 2003. Payments under reimbursement programs allocable to patients may not remain at levels comparable to the present levels or be sufficient to cover all the operating and fixed costs allocable to patients. Decreases in reimbursement levels could have an adverse impact on the revenues of the operators of our facilities, which could in turn adversely impact their ability to make their monthly lease or debt payments to us.

There exist various federal and state regulations prohibiting fraud and abuse of healthcare providers, including those governing reimbursements under Medicaid and Medicare as well as referrals and financial relationships. Federal and state governments are devoting increasing attention to anti-fraud initiatives. Our operators may not be able to comply with these current or future regulations, which could affect their ability to operate or to continue to make lease or mortgage payments.



Healthcare facilities in which we invest are also generally subject to federal, state and local licensure statutes and regulations and statutes which may require regulatory approval, in the form of a certificate of need (CON), prior to the addition or construction of new beds, the addition of services or certain capital expenditures. CON requirements generally apply to skilled nursing facilities. CON requirements are not uniform throughout the United States and are subject to change. We cannot predict the impact of regulatory changes with respect to licensure and CONs on the operations of our operators.

### Executive Officers of the Company

The table below sets forth the name, position and age of each executive officer of the Company. Each executive officer is appointed by the Board of Directors (the Board), serves at its pleasure and holds office until a successor is appointed, or until the earliest of death, resignation or removal. There is no family relationship between any of the named executive officers or with any director. All information is given as of February 28, 2003:

<u>Name</u>	<u>Position</u>	<u>Age</u>
R. Bruce Andrews	President and Chief Executive Officer	62
Donald D. Bradley	Senior Vice President and General Counsel	47
Mark L. Desmond	Senior Vice President and Chief Financial Officer	44
David M. Boitano	Vice President of Development	41
Steven J. Insoft	Vice President of Development	39
John J. Sheehan, Jr.	Vice President of Development	45

**R. Bruce Andrews** President and Chief Executive Officer since September 1989 and a director since October 1989. Mr. Andrews had previously served as a director of American Medical International, Inc., a hospital management company, and served as its Chief Financial Officer from 1970 to 1985 and its Chief Operating Officer in 1985 and 1986. From 1986 through 1989, Mr. Andrews was engaged in various private investments.

**Donald D. Bradley** Senior Vice President and General Counsel since March 2001. From January 2000 to February 2001, Mr. Bradley was engaged in various personal interests. Mr. Bradley was formerly the General Counsel of Furon Company, a NYSE-listed international, high performance polymer manufacturer from 1990 to December 1999. Previously, Mr. Bradley served as a Special Counsel of O Melveny & Myers LLP, an international law firm with which he had been associated since 1982. Mr. Bradley is a member of the Executive Board of the American Seniors Housing Association (ASHA).

**Mark L. Desmond** Senior Vice President and Chief Financial Officer since January 1996. Mr. Desmond was Vice President and Treasurer from May 1990 to December 1995 and Controller, Chief Accounting Officer and Assistant Treasurer from June 1988 to April 1990. From 1986 until joining our company, Mr. Desmond held various accounting positions with Beverly Enterprises, Inc., an operator of skilled nursing facilities, pharmacies and pharmacy related outlets. Mr. Desmond is a certified public accountant.

**David M. Boitano** Vice President of Development since February 2002. From June 2000 until November 2001, Mr. Boitano was the Chief Operating Officer for Essential Markets, Inc., an information technology company. Mr. Boitano was the Senior Vice President of Finance and Acquisitions and Treasurer of Alterra Healthcare Corporation, an operator of assisted and independent living facilities, from November 1999 until May 2000. Prior to that, Mr. Boitano was the Senior Vice President of Finance and Acquisitions from October 1998 until October 1999 and the Vice President of Finance from May 1996 until September 1998, both also of Alterra. From March 1994 until May 1996, Mr. Boitano was

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the Chief Financial Officer of Crossings International Corporation, an operator of assisted living facilities.

**Steven J. Insoft** Vice President of Development since February 1998. From 1991 to 1997, Mr. Insoft served as President of CMI Senior Housing & Healthcare, Inc., an operator of skilled nursing facilities. From 1988 to 1991, Mr. Insoft was an Associate in the Capital Markets Group of Prudential Insurance Company of America.



**John J. Sheehan, Jr.** Vice President of Development since February 1996. From April 1990 until joining our company, Mr. Sheehan was Vice President, Mortgage Finance for Life Care Centers of America, an operator and manager of skilled nursing facilities. From September 1987 through April 1990, Mr. Sheehan served as Director of Asset Management for Southmark Corporation, a real estate syndication company.

### **Employees**

As of February 28, 2003, we had 14 employees.

### **Available Information**

Our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to reports filed pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended, are available on our website at [www.nhp-reit.com](http://www.nhp-reit.com), the same day as those reports are available on the SEC's website. In addition, our Business Code of Conduct & Ethics, Governance Principles and the charters of our Audit, Corporate Governance and Compensation Committees are available on our website.

## RISK FACTORS

You should carefully consider the risks described below before making an investment decision in our company. The risks and uncertainties described below are not the only ones facing us and there may be additional risks that we do not presently know of or that we currently consider immaterial. All of these risks could adversely affect our business, financial condition, results of operations and cash flows.

### *Operator Obligations*

Our income would be adversely affected if any of our operators were unable to meet their obligations to us or if we were unable to lease our facilities or make mortgage loans on economically favorable terms. If a tenant does not exercise its option to renew its lease upon the expiration of the initial term or that if a failure to renew were to occur, we may not be able to lease the facility to another operator on favorable terms.

### *Operator Governmental Regulations*

Our operators are subject to regulation by federal, state and local governments. These laws and regulations are subject to frequent and substantial changes resulting from legislation, adoption of rules and regulations, and administrative and judicial interpretations of existing law. These changes may have a dramatic effect on our operators' costs associated with doing business and the amount of reimbursement by both government and other third-party payors. These changes may be applied retroactively. The ultimate timing or effect of these changes cannot be predicted. The failure of any of our operators to comply with these laws, requirements and regulations could adversely affect an operator's ability to meet its obligations to us.

### *Operator Reimbursement Rates*

The ability of our operators to generate revenue and profit affects the underlying value of our facilities. Revenues of our operators are generally derived from payments for patient care from the federal Medicare program, state Medicaid programs, private insurance carriers, health care service plans, health maintenance organizations, preferred provider arrangements, self-insured employers as well as the patients themselves.

A significant portion of our skilled nursing facility operators' revenue is derived from governmentally-funded reimbursement programs, such as Medicare and Medicaid. Federal and state governments have adopted and continue to consider various health care reform proposals to control health care costs. In recent years, there have been fundamental changes in the Medicare program that have resulted in reduced levels of payment for a substantial portion of health care services. In many instances, revenues from Medicaid programs are already insufficient to cover the actual costs incurred in providing care to those patients. In addition, reimbursement from private payors has in many cases effectively been reduced to levels approaching those of government payors.

State and federal governmental concern regarding health care costs and the impact of these costs on their budgets may result in significant reductions in payment to health care facilities, and future reimbursement rates for either governmental or private payors may not be sufficient to cover cost increases in providing services to patients. Any changes in reimbursement policies that reduce reimbursement to levels that are insufficient to cover the cost of providing patient care could adversely affect revenues of our operators and thereby adversely affect their ability to meet their obligations to us.

*Operator Financial Difficulties*

Our financial position and our ability to make distributions may be adversely affected by financial difficulties experienced by any of our major operators, including bankruptcy, insolvency or general downturn in business of any of our major operators, or in the event any of our major operators do not renew or extend their relationship with us as their lease terms expire.

We are exposed to the risk that our operators may not be able to meet their obligations, which may result in their bankruptcy or insolvency. Although our leases and loans provide us the right to terminate an investment, evict an operator, demand immediate repayment and other remedies, the bankruptcy laws afford certain rights to a party that has filed for bankruptcy or reorganization. An operator in bankruptcy may be able to restrict our ability to collect unpaid rent and interest during the bankruptcy proceeding.

If one of our lessees seeks bankruptcy protection, the lessee can either assume or reject the lease. Generally, the operator is required to make rent payments to us during their bankruptcy until they reject the lease. If the lessee assumes the lease, the court cannot change the rental amount or any other lease provision that could financially impact us. However, if the lessee rejects the lease, the facility would be returned to us. If the facility is returned to us, our financial condition could be adversely affected by delays in leasing the facility to a new operator.

In the event of a default by our operators under mortgage loans, we may have to foreclose on the mortgage or protect our interest by acquiring title to a property and thereafter making substantial improvements or repairs in order to maximize the facility's investment potential. Operators may contest enforcement of foreclosure or other remedies, seek bankruptcy protection against an enforcement and/or bring claims for lender liability in response to actions to enforce mortgage obligations. If an operator seeks bankruptcy protection, the automatic stay of the federal bankruptcy law would preclude us from enforcing foreclosure or other remedies against the operator unless relief is obtained from the court. High loan to value ratios or declines in the value of the facility may prevent us from realizing an amount equal to our mortgage loan upon foreclosure.

For a discussion of current operator financial difficulties and bankruptcy proceedings, please see the caption Information Regarding Certain Operators in Item 7.

The receipt of liquidation proceeds or the replacement of an operator that has defaulted on its lease or loan could be delayed by the approval process of any federal, state or local agency necessary for the replacement of the operator licensed to manage the facility. In some instances, we may take possession of a property that may expose us to successor liabilities. If any of these events occur, our revenue and operating cash flow could be adversely affected.

#### *Concentration of Revenues*

Two of the operators of our facilities account for 10% or more of our revenues. As of the end of 2002, as adjusted for facilities acquired and disposed during 2002, Alterra accounted for 14% and ARC accounted for 12%. In January 2003, Alterra filed for protection under the United States bankruptcy laws. Alterra operates 59 of our facilities and all 49 of the facilities owned by our joint venture, in which we are a 25% equity partner. ARC operates 16 of our facilities. If Alterra decides to reject our leases in bankruptcy or if ARC experiences financial difficulties, our revenues and operating cash flow could be adversely affected.

#### *Fraud and Abuse Regulations*

There are various federal and state laws prohibiting fraud by healthcare providers, including criminal provisions that prohibit filing false claims or making false statements to receive payment or certification under Medicare and Medicaid, or failing to refund overpayments or improper payments.

There are also laws that govern referrals and financial relationships. A wide array of relationships and arrangements, including ownership interests in a company by persons who refer or who are in a position to refer patients, as well as personal services agreements, have under certain circumstances, been alleged or been found to violate these provisions. The federal and state laws and regulations regarding fraud and abuse are extremely complex, and little judicial or regulatory interpretation exists.

In addition, state and federal governments are devoting increasing attention and resources to anti-fraud initiatives against health care providers. The Health Insurance Portability and Accountability Act of 1996 and the

Balanced Budget Act of 1997 expand the penalties for health care fraud, including broader provisions for the exclusion of providers from the Medicare and Medicaid programs. Further, under Operation Restore Trust, a major anti-fraud demonstration project, the Office of Inspector General of the U.S. Department of Health and Human Services, in cooperation with other federal and state agencies, has focused on the activities of skilled nursing facilities in certain states in which we have properties.

These governmental fraud and abuse regulations affect us because findings of violations of these regulations may jeopardize an operator's ability to operate a facility or to make lease and mortgage payments, thereby potentially adversely affecting us.

#### *Licensing, Certification and Accreditation*

Our operators and facilities are subject to regulatory and licensing requirements of federal, state and local authorities. In granting and renewing licenses, regulatory agencies consider, among other things, the physical buildings and equipment, the qualifications of the administrative personnel and nursing staff, the quality of care and the continuing compliance with the laws and regulations relating to the operation of the facilities. In the ordinary course of business, the operators receive notices of deficiencies for failure to comply with various regulatory requirements and take appropriate corrective and preventive actions.

Our facilities are also subject to state licensure statutes and regulations and statutes which may require regulatory approval, in the form of a CON, prior to the addition or construction of new beds, the addition of services or certain capital expenditures. CON requirements are not uniform throughout the United States and are subject to change. Our facilities may not be able to satisfy current and future CON requirements and this could adversely affect our operators and facilities.

Failure to obtain licensure or loss of licensure would prevent a facility from operating. Failure to maintain certification in the Medicare and Medicaid programs would result in a loss of funding from those programs. Although accreditation is generally voluntary, loss of accreditation could result in a facility failing to meet eligibility requirements to participate in various reimbursement programs. These events could adversely affect the facility operator's ability to meet its obligations to us.

#### *Healthcare Operations are Subject to Litigation Risks and Increasing Insurance Costs*

In some states, advocacy groups have been created to monitor the quality of care at skilled nursing facilities, and these groups have brought litigation against operators. Also, in several instances, private litigation by skilled nursing facility patients has succeeded in winning very large damage awards for alleged abuses. The effect of this litigation and potential litigation has been to materially increase the costs of monitoring and reporting quality of care compliance incurred by our tenants. In addition, the cost of liability and medical malpractice insurance has increased and may continue to increase so long as the present litigation environment affecting the operations of skilled nursing facilities continues. Continued cost increases could adversely affect our tenants' abilities to pay their lease or mortgage payments.

#### *Competition*

The healthcare industry is highly competitive and we expect that it may become more competitive in the future. Our operators are competing with numerous other companies providing similar health care services or alternatives such as home health agencies, life care at home, community-based service programs, retirement communities and convalescent centers. In addition, overbuilding in the assisted and independent

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living market has caused a slow-down in the fill-rate of newly constructed buildings and a reduction in the monthly rate many newly built and previously existing facilities were able to obtain for their services. This resulted in lower revenues for the operators of certain of our facilities. It may also have contributed to the financial difficulties of some of our operators. While we believe that overbuilt markets should reach stabilization in the next couple of

years due to minimal new development, we cannot be certain the operators of all of our facilities will be able to achieve occupancy and rate levels that will enable them to meet all of their obligations to us. Our operators may encounter increased competition in the future that could limit their ability to attract residents or expand their businesses and therefore affect their ability to meet their obligations to us.

#### *Legislative Developments*

Each year, legislative proposals are introduced or proposed in Congress and in some state legislatures that would affect major changes in the healthcare system, either nationally or at the state level. Among the proposals under consideration are cost controls on state Medicaid reimbursements, a Patient Bill of Rights to increase the liability of insurance companies as well as the ability of patients to sue in the event of a wrongful denial of claim, a Medicare prescription drug benefit, hospital cost-containment initiatives by public and private payors, uniform electronic data transmission standards for healthcare claims and payment transactions, and higher standards to protect the security and privacy of health-related information. We cannot predict whether any proposals will be adopted or, if adopted, what effect, if any, these proposals would have on our business.

#### *External Sources of Capital*

In order to qualify as a REIT under the Internal Revenue Code, we are required, among other things, each year to distribute to our stockholders at least 90% of our REIT taxable income. Because of this distribution requirement, we may not be able to fund all future capital needs, including capital needs in connection with acquisitions, from cash retained from operations. As a result, we rely on other sources of capital, which we may not be able to obtain on favorable terms or at all. Our access to capital depends upon a number of factors, including general market conditions and the market's perception of our growth potential and our current and potential future earnings and cash distributions and the market price of the shares of our capital stock. Additional debt financing may substantially increase our leverage.

#### *Investment Level*

With the exception of 2002, difficult capital market conditions in our industry during the past several years have limited our access to capital. As a result, in recent years other than 2002, the level of our new investments decreased. We currently expect difficult market conditions to prevail during 2003, which will limit our access to capital for the coming year and we are not currently planning any significant additional investments beyond our actual commitments. If the level of our new investments does not increase our ability to increase our revenues could be impacted.

#### *Debt Obligations*

We are subject to risks normally associated with debt financing, including the risks that our cash flow will be insufficient to make distributions to our stockholders, that we will be unable to refinance existing indebtedness and that the terms of refinancing will not be as favorable as the terms of existing indebtedness.

If we are unable to refinance or extend principal payments due at maturity or pay them with proceeds from other capital transactions, our cash flow may not be sufficient in all years to pay distributions to our stockholders and to repay all maturing debt. Furthermore, if prevailing interest rates, changes in our debt ratings or other factors at the time of refinancing result in higher interest rates upon refinancing, the interest expense relating to that refinanced indebtedness would increase. This increased interest expense would adversely affect our financial condition and



results of operations.

*Leverage*

Financing for our future investments may be provided by borrowings under our bank line of credit, private or public offerings of debt, the assumption of secured indebtedness, mortgage financing on a portion of our owned portfolio or through joint ventures. Accordingly, we could become more leveraged. The degree of leverage could have important consequences to stockholders, including affecting our ability to obtain additional

financing in the future for working capital, capital expenditures, acquisitions, development or other general corporate purposes and making us more vulnerable to a downturn in business or the economy generally.

#### *Stock Price*

As with other publicly-traded equity securities, the market price of our common stock will depend upon various market conditions, which may change from time to time. Among the market conditions that may affect the market price of our stock are the following:

the extent of investor interest;

the general reputation of REITs and the attractiveness of their equity securities in comparison to other equity securities, including securities issued by other real estate-based companies;

our financial performance and that of our operators;

the contents of analyst reports about us and the REIT industry; and

general stock and bond market conditions, including changes in interest rates on fixed income securities, which may lead prospective purchasers of our common stock to demand a higher annual yield from future distributions. An increase in the required yield from distributions may adversely affect the market price of our common stock.

Other factors such as governmental regulatory action and changes in REIT tax laws could also have a significant impact on the future market price of our common stock.

Our failure to maintain or increase our dividend could reduce the market price of our common stock. The ability to maintain or raise our dividend is dependent, to a large part, on growth of funds from operations. This growth in turn depends upon increased revenues from additional investments and rental increases.

The market value of the equity securities of a REIT is generally based upon the market's perception of the REIT's growth potential and its current and potential future earnings and cash distributions. For that reason, shares of our common stock may trade at prices that are higher or lower than the net asset value per share. Our failure to meet the market's expectation with regard to future earnings and cash distributions likely would adversely affect the market price of our common stock. Another factor that may influence the price of our common stock will be the distribution yield on our common stock as a percentage of the price of our common stock relative to market interest rates. An increase in market interest rates might lead prospective purchasers of our common stock to expect a higher distribution yield, which would adversely affect the market price of our common stock.

#### *REIT Status*

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We intend to operate in a manner to qualify as a REIT under the Internal Revenue Code. We believe that we have been organized and have operated in a manner, which would allow us to qualify as a REIT under the Internal Revenue Code. However, it is possible that we have been organized or have operated in a manner that would not allow us to qualify as a REIT, or that our future operations could cause us to fail to qualify. Qualification as a REIT requires us to satisfy numerous requirements established under highly technical and complex Internal Revenue Code provisions. For example, in order to qualify as a REIT, at least 95% of our gross income in any year must be derived from qualifying sources, and we must pay dividends to stockholders aggregating at least 90% of our annual REIT taxable income. Legislation, new regulations, administrative interpretations or court decisions could significantly change the tax laws with respect to qualification as a REIT or the federal income tax consequences of qualification as a REIT. However, we are not aware of any pending tax legislation that would adversely affect our ability to operate as a REIT.

If we fail to qualify as a REIT in any taxable year, we will be subject to federal income tax on our taxable income at regular corporate rates. Unless we are entitled to relief under statutory provisions, we would be

disqualified from treatment as a REIT for the four taxable years following the year during which we lost qualification. If we lose our REIT status, our net earnings available for investment or distribution to stockholders would be significantly reduced for each of the years involved. In addition, we would no longer be required to make distributions to stockholders.

#### *Our Acquisitions May be Unsuccessful*

Our business strategy contemplates future acquisitions. The acquisitions we make may not prove to be successful. We might encounter unanticipated difficulties and expenditures relating to any acquired properties, including contingent liabilities. Further, newly acquired properties might require significant management attention that would otherwise be devoted to our ongoing business. We might never realize the anticipated benefits of any acquisition. In order to finance future acquisitions, we might issue equity securities or incur additional debt, or both, which may reduce our per share financial results.

With respect to certain acquired properties, we enter into development funding arrangements requiring us to provide the funding to enable healthcare operators to build, expand or renovate facilities on our properties. If the developer or contractor fails to complete the project under the terms of the development agreement, we could be forced to become involved in the development to ensure completion or we could lose the property.

#### *Key Personnel*

We depend on the efforts of our executive officers, particularly Mr. R. Bruce Andrews, Mr. Mark L. Desmond and Mr. Donald D. Bradley. While we believe that we could find suitable replacements for these key personnel, the loss of their services or the limitation of their availability could have an adverse impact on our operations. Although we have entered into employment and security agreements with these executive officers, these agreements may not assure their continued service.

#### *Environmental Matters*

Under various laws, owners of real estate may be required to investigate and clean up hazardous substances present at a property, and may be held liable for property damage or personal injuries that result from environmental contamination. These laws also expose us to the possibility that we become liable to reimburse the government for damages and costs it incurs in connection with the contamination. We review environmental surveys of the facilities we own prior to their purchase. Based upon those surveys we do not believe that any of our properties are subject to material environmental contamination. However, environmental liabilities may be present in our properties and we may incur costs to remediate contamination that could have a material adverse effect on our business or financial condition.

#### *Change of Control Provisions*

Our charter and bylaws contain provisions that may delay, defer or prevent a change in control or other transactions that could provide the holders of our common stock with the opportunity to realize a premium over the then-prevailing market price for our common stock.

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In order to protect us against the risk of losing our REIT status for federal income tax purposes, our charter prohibits the ownership by any single person of more than 9.9% of the issued and outstanding shares of our voting stock. We can redeem shares acquired or held in excess of the ownership limit. In addition, any acquisition of our common stock or preferred stock that would result in our disqualification as a REIT is null and void. The ownership limit may have the effect of delaying, deferring or preventing a change in control and, therefore, could adversely affect our stockholders' ability to realize a premium over the then-prevailing market price for the shares of our common stock in connection with a stock transaction. The Board of Directors has increased the ownership limit applicable to our voting stock to 20% with respect to Cohen & Steers Capital Management, Inc. As of December 31, 2002, Cohen & Steers Capital Management, Inc. owned 14% of our common stock.

Our charter authorizes us to issue additional shares of common stock and one or more series of preferred stock and to establish the preferences, rights and other terms of any series of preferred stock that we issue. Although our Board of Directors has no intention to do so at the present time, it could establish a series of preferred stock that could delay, defer or prevent a transaction or a change in control that might involve a premium price for our common stock or otherwise be in the best interests of our stockholders.

Our charter also contains other provisions that may delay, defer or prevent a transaction, including a change in control, that might involve payment of a premium price for our common stock or otherwise be in the best interests of our stockholders. Those provisions include the following:

in certain circumstances, a proposed consolidation, merger, share exchange or transfer must be approved by two-thirds of the votes of our preferred stockholders entitled to be cast on the matter;

the requirement that any business combination be approved by 90% of the outstanding shares unless the transaction receives a unanimous vote or a consent of the Board of Directors or is a combination solely with a wholly-owned subsidiary; and

the Board of Directors is classified into three groups whereby each group of Directors is elected for successive terms ending at the annual meeting of stockholders the third year after election.

These provisions may impede various actions by stockholders without approval of our Board of Directors, which in turn may delay, defer or prevent a transaction involving a change of control.

## **Item 2. Properties.**

See Item 1 for details.

## **Item 3. Legal Proceedings.**

There are various legal proceedings pending to which we are a party or to which some of our properties are subject arising in the normal course of business. We do not believe that the ultimate resolution of these proceedings will have a material adverse effect on our consolidated financial position or results of operations.

## **Item 4. Submission of Matters to a Vote of Security Holders.**

None.



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**PART II**
**Item 5. Market for the Company's Common Equity and Related Stockholder Matters.**

Our common stock is listed on the New York Stock Exchange. It has been our policy to declare quarterly dividends to holders of our common stock in order to comply with applicable sections of the Internal Revenue Code governing real estate investment trusts. Set forth below are the high and low sales prices of our common stock from January 1, 2001 to December 31, 2002 as reported by the New York Stock Exchange and the cash dividends per share paid with respect to such periods. Future dividends will be declared and paid at the discretion of our Board and will depend upon cash generated by operating activities, our financial condition, relevant financing instruments, capital requirements, annual distribution requirements under the REIT provisions of the Internal Revenue Code and such other factors as our Board deems relevant, however, we currently expect to pay comparable cash dividends in the future.

	<u>High</u>	<u>Low</u>	<u>Dividend</u>
<b>2002</b>			
First quarter	\$ 20.38	\$ 18.40	\$ 0.46
Second quarter	22.80	17.10	0.46
Third quarter	19.15	14.90	0.46
Fourth quarter	17.85	14.64	0.46
<b>2001</b>			
First quarter	\$ 16.80	\$ 12.81	\$ 0.46
Second quarter	20.20	16.08	0.46
Third quarter	20.29	16.33	0.46
Fourth quarter	20.95	18.36	0.46

As of February 28, 2003 there were approximately 900 holders of record of our common stock.

Equity compensation plan information is incorporated herein by reference to the information under the caption "Equity Compensation Plan Information" in our definitive proxy statement for the Annual Meeting of Stockholders to be held on May 29, 2003, filed or to be filed pursuant to Regulation 14A.



**Item 6. Selected Financial Data.**

The following table presents our selected financial data. Certain of this financial data has been derived from our audited financial statements included elsewhere in this Annual Report on Form 10-K and should be read in conjunction with those financial statements and accompanying notes and with Management's Discussion and Analysis of Financial Condition and Results of Operations.

	Years ended December 31,				
	2002	2001	2000	1999	1998
(In thousands, except per share data)					
<b>Operating Data:</b>					
Revenues	\$ 156,461	\$ 163,249	\$ 167,637	\$ 157,845	\$ 136,441
Income from continuing operations	44,357	60,630	68,601	67,715	62,883
Gain (loss) on sale of facilities		11,245	1,149	(335)	2,321
Discontinued operations	(7,803)	(3,537)	1,412	3,433	4,544
Net income	36,554	68,338	71,162	70,813	69,748
Preferred stock dividends	(7,677)	(7,677)	(7,677)	(7,677)	(7,677)
Income available to common stockholders	28,877	60,661	63,485	63,136	62,071
Dividends paid on common stock	90,585	87,093	85,889	83,480	75,128
<b>Per Share Data:</b>					
Basic/diluted income from continuing operations available to common stockholders	0.75	1.13	1.32	1.30	1.24
Basic/diluted income available to common stockholders	0.59	1.30	1.37	1.37	1.39
Dividends paid on common stock	1.84	1.84	1.84	1.80	1.68
<b>Balance Sheet Data:</b>					
Investments in real estate, net	\$ 1,345,195	\$ 1,228,987	\$ 1,333,026	\$ 1,372,064	\$ 1,316,685
Total assets	1,409,933	1,289,838	1,381,007	1,430,056	1,357,303
Borrowings under unsecured revolving credit facility	107,000	35,000	79,000	75,300	42,000
Senior notes due 2003-2038	614,750	564,750	627,900	657,900	545,150
Convertible debentures					57,431
Notes and bonds payable	111,303	91,590	62,857	64,048	64,623
Stockholders' equity	529,140	555,312	563,472	585,590	605,558
<b>Other Data:</b>					
Net cash provided by operating activities	\$ 85,664	\$ 83,187	\$ 99,940	\$ 94,659	\$ 106,067
Net cash provided by (used in) investing activities	(147,626)	75,721	11,258	(89,753)	(282,968)
Net cash provided by (used in) financing activities	61,287	(155,995)	(121,188)	(4,949)	182,891
Diluted weighted average shares outstanding	48,869	46,836	46,228	46,216	44,645
<b>Reconciliation of Funds from Operations (1):</b>					
Income available to common stockholders	\$ 28,877	\$ 60,661	\$ 63,485	\$ 63,136	\$ 62,071
Depreciation and amortization	36,859	33,157	35,077	33,555	26,377
Depreciation and amortization in discontinued operations	963	2,713	2,219	2,576	1,599
Depreciation and amortization in income from unconsolidated joint venture	486				
Depreciation and amortization in joint venture discontinued operations	7				
Impairment of assets	12,472	7,223			5,000
Impairment of assets in discontinued operations	10,828	3,972			
(Gain) loss on sale of facilities		(11,245)	(1,149)	335	(2,321)
Gain on sale of facilities in discontinued operations	(2,603)				
Funds from operations available to common stockholders	\$ 87,889	\$ 96,481	\$ 99,632	\$ 99,602	\$ 92,726

(1) We believe that funds from operations is an important supplemental measure of operating performance. We therefore disclose funds from operations, although it is a measurement that is not defined by accounting principles generally accepted in the United States. We generally use the National Association of Real Estate Investment Trusts (NAREIT) measure of funds from operations. We define funds from operations as income before extraordinary items

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adjusted for certain non-cash items, primarily real estate depreciation, less gains/losses on sales of facilities. Our measure may not be comparable to similarly titled measures used by other REITs. Consequently, our funds from operations may not provide a meaningful measure of our performance as compared to that of other REITs. Funds from operations does not represent cash generated from operating activities as defined by accounting principles generally accepted in the United States (funds from operations does not include changes in operating assets and liabilities) and, therefore, should not be considered as an alternative to net income as the primary indicator of operating performance or to cash flow as a measure of liquidity.

**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

**Overview**

To facilitate your review and understanding of this section of our report and the financial statements that follow, we are providing this overview of what management believes are the most important considerations for understanding our company and its business – the key factors that drive our business and the principal associated risks.

*The Company*

We are a public equity REIT that invests in senior housing and long-term care properties. As such:

*Passive Investments:* Our investments are passive – i.e., we do not operate the properties;

*Investor Flexibility & Liquidity:* Investors desiring to invest in this real estate sector can do so with an investment flexibility and liquidity that is not available in most direct investments; and

*No Double Taxation:* Our income is not taxed at the corporate level as long as we continue to distribute to our shareholders at least 90% of our taxable income and meet other REIT tax requirements.

*Business Purpose*

Our long-term corporate goal is clearly defined – *to provide shareholders with an increasing dividend from a safe, secure asset base.* Our business model for achieving this goal is equally straightforward. We invest passively in geographically diversified senior housing and long-term care properties (primarily, assisted and independent living facilities and skilled nursing facilities). In making these investments, we generally give equal weighting to facility attributes and operator quality, drawing on our extensive management expertise and experience in this real estate sector. We continue to focus on this sector because we continue to believe in its growth potential, as evidenced by the favorable demographics of a rapidly growing elderly population and the corresponding recognized need for additional and improved senior housing and long-term care alternatives.

*Operations*

We primarily make our investments by acquiring an ownership interest in facilities and leasing them to unaffiliated operators under triple-net leases that pass all facility operating costs (insurance, property taxes, utilities, maintenance, capital improvements, etc.) through to the tenant operator. In addition, but intentionally to a much lesser extent because we view the risks of this activity to be greater, we from time to time extend mortgage loans to operators. Currently, about 93% of our revenues are derived from our leases, with the remaining 7% coming from our mortgage loans.

*Last Three Years*

After a decade of annual increases, our annual dividend has remained at \$1.84 per share since 2000. While that is not necessarily negative given the extensive financial difficulties experienced by operators of assisted and independent living facilities and skilled nursing facilities – our core holdings – during that period, which forced many of our competitors focused on the same market sectors to reduce or eliminate their dividend, it is still disappointing to us because it falls short of our long-term corporate goal.

Over the last two years, our funds from operations (FFO, which is defined and described in more detail below and, like most REITs, is the key measurement tool that management looks to in running our business) decreased almost 12% primarily due to the developments outlined below. Most of this reduction occurred in 2002 when the full impact of these developments was realized. This in turn has increased our FFO dividend payout (i.e., the percent of our FFO that the dividend represents) from 85% in 2000 to 102% for 2002 (although it had improved to 100% for the third and fourth quarter 2002 dividends per share).

We generally use the NAREIT measure of funds from operations. We define funds from operations as income before extraordinary items adjusted for certain non-cash items, primarily real estate depreciation, less gains/losses on sales of facilities. Our measure may not be comparable to similarly titled measures used by other REITs. Consequently, our funds from operations may not provide a meaningful measure of our performance as compared to that of other REITs. Funds from operations does not represent cash generated from operating activities as defined by accounting principles generally accepted in the United States (funds from operations does not include changes in operating assets and liabilities) and, therefore, should not be considered as an alternative to net income as the primary indicator of operating performance or to cash flow as a measure of liquidity.

**Operator Financial Problems.** The past three years have been very challenging for many of our tenants as they have had to work through, with varying degrees of success, financial problems largely caused by skilled nursing facility and assisted and independent living facility capital market excesses in the late 1990 s and government funding issues. Overly enamored with the sector s long-term favorable demographics, a wide range of debt and equity investors flooded this market with large sums of readily available capital that led to excessive levels of operator debt and overbuilding in the late 1990 s.

Skilled Nursing Facilities. We saw unprecedented debt-financed merger and acquisition activity with the large, publicly traded skilled nursing facility operators at a time when the federal government was changing the structure and amount of its reimbursement program in a way that did not support the debt incurred. This led to a number of bankruptcies of these operators (including five of the seven largest publicly traded skilled nursing facility operators) that depressed this market. This in turn adversely affected us by reducing our FFO as a result of lost revenues from (i) negotiated rent reductions, (ii) lower rentals on re-leased facilities acquired through lease terminations in and out of bankruptcy and (iii) facility closures in a few circumstances, coupled with related bankruptcy and other costs, including substantially increased general and administrative (primarily legal) expenses.

Assisted and Independent Living Facilities. In our view, investors became irrationally exuberant with the assisted and independent living facility senior housing alternative, especially since unlike skilled nursing facilities, there generally were no requirements to obtain a Certificate of Need (CON) or other significant governmental barriers for the construction of new facilities. Consequently, the enormous growth in supply rapidly exceeded market demand. This resulted in newly constructed facilities incurring substantial losses and being unable to pay their rents as they experienced prolonged low occupancy rates. We were forced either to restructure our leases of these facilities or find new operators, in many cases with rent deferrals or reductions to reflect depressed occupancy levels and market conditions. Our FFO in turn was adversely affected because there were less rental revenues to offset the additional interest expense incurred to finance construction and increased restructuring expenses.

**Beverly Enterprises Portfolio Restructuring.** In connection with the expiration of the initial term of many of our leases with Beverly Enterprises, Inc. (Beverly), effective January 1, 2000, we restructured our entire leased portfolio of skilled nursing facilities operated by them (which accounted for about 10% of our revenues for 1999). These leases were entered into with Beverly in 1985 through 1987 after we were formed to invest primarily in Beverly s facilities. The leases contained some provisions not found in our leases today, including the ability of Beverly to selectively renew the leases by cherry picking the portfolio. In other words, Beverly was able to enter into new leases with us covering the best performing properties and terminate the leases for about 18 under-performing properties. Given the generally poorer quality of these properties, we in turn were forced to close some of them and re-lease the others for less rent, in several cases to unproven or lower quality operators. Many of these arrangements failed, resulting in further closures and restructurings, and some continue to have problems that may lead to further restructurings (although to a much lesser extent). Our FFO has been adversely impacted by the cumulative effect of this Beverly restructuring.

**Capital Redeployment from Mortgage Loan Prepayments and Purchase Option Exercises.** We experienced a substantial increase in mortgage loan prepayments and purchase option exercises, especially in 2000 and 2001. The mortgage prepayments largely resulted from a program we initiated to make our asset base more safe and secure by increasing the relative mix of leased versus mortgaged properties. Unlike leases, in bankruptcy a debtor does not need to determine timely whether to assign, affirm or reject the mortgage in its entirety or to make mortgage payments timely until it makes that determination, but rather can ignore its obligations, challenge the economics of the mortgage and cram down terms including principal amount, interest rate and payment terms to those reflecting typically distressed market levels. To lower our overall exposure to this scenario, we encouraged prepayments by waiving any prepayment fees. Our FFO was adversely affected by the mortgage loan prepayments and purchase option exercises because we were unable to replace the significant lost revenues from the high yielding leases and loans. Rather, because there were not any desirable new investments available to us at that time (in fact, not until 2002), we instead were forced to re-deploy the capital to fulfill existing construction commitments for new assisted and independent living facilities that were not yet yielding revenue and otherwise pay down our lower-cost debt.

**Restricted Growth.** Because of the factors noted above, we have had no net internal growth in revenues from our existing portfolio over the past three years and have seen our FFO decrease. Similarly, we had virtually no external growth in revenues from acquisitions during 2000 and 2001. In 2002, a number of attractive investment opportunities became available largely as a result of industry-wide restructurings. To supplement our capital sources and take advantage of these opportunities, we formed a joint venture with an institutional investor. By the end of 2002, we had made a total of about \$288 million in new investments, \$165 million for our own account and \$123 million by our joint venture. It was primarily the addition of revenues from these acquisitions that enabled us to cover our \$0.46 per share dividend by the end of the third quarter, as noted above.

#### *Focus and Outlook for 2003*

Our focus for 2003 is on maintaining our current dividend and endeavoring to increase our FFO to provide greater dividend coverage. In that regard, we are cautiously optimistic about our internal growth prospects for 2003. We believe that the worst of the restructurings is behind us and, accordingly, that the annual rent increases built into our leases should overcome any reasonably foreseeable further restructurings. We expect this modest internal growth to be bolstered by rents received from restructured leases and loans that produced little or no revenue for all or most of 2002. Many of these involve the newly constructed assisted and independent living facilities referred to above that are beginning to see increased occupancies now that further development has substantially moderated. Because maintaining our investment grade rating is of paramount importance to us, we do not desire to increase our debt levels materially until we raise further equity capital. However, in our view equity capital currently is not available at a reasonable price, so we see little potential for external growth for our own account until that changes.

In management's view, there are two principal near term risks we face in maintaining and then growing our dividend. The first is more serious operator financial problems leading to more extensive restructurings or tenant disruptions than we currently expect. This could be unique to a particular operator such as if Alterra is unable to emerge from bankruptcy with our leases intact. On the other hand, it could be more industry wide, such as further federal or state governmental reimbursement reductions in the case of our skilled nursing facilities as governments work through their budget deficits, continuing reduced occupancies or slow lease-ups for our assisted and independent living facilities due to general economic and other factors, continuing increases in liability, workers compensation and other insurance premiums and other expenses. The second principal near term risk is a continued depressed stock price that inhibits our ability to grow externally by taking advantage of what we expect will be the availability of a number of attractive investments in the near term.

## Critical Accounting Policies

Our financial statements have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us 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. On an ongoing basis, we evaluate our estimates and assumptions, including those that impact our most critical accounting policies. We base our estimates and assumptions on historical experience and on various other factors that we believe are reasonable under the circumstances. Actual results may differ from these estimates. We believe the following are our most critical accounting policies.

### *Revenue Recognition*

Our rental revenue is accounted for in accordance with Statement of Financial Accounting Standards (SFAS) No. 13 *Accounting for Leases* (SFAS No. 13) and SEC Staff Accounting Bulletin No. 101 *Revenue Recognition in Financial Statements* (SAB No. 101) among other authoritative pronouncements. These pronouncements require us to account for the rental income on a straight-line basis unless a more appropriate method exists. We believe that the method most reflective of the use of a healthcare facility is the straight-line method. Straight-line accounting requires us to calculate the total fixed rent to be paid over the life of the lease and recognize that revenue evenly over that life. In a situation where a lease calls for fixed rental increases during the life of a lease or there is a period of free rent at the beginning of a lease, rental income recorded in the early years of a lease is higher than the actual cash rent received which creates an asset on the balance sheet called deferred rent receivable. At some point during the lease, depending on the rent levels and terms, this reverses and the cash rent payments received during the later years of the lease are higher than the rental income recognized, which reduces the deferred rent receivable balance to zero by the end of the lease. The majority of our leases do not contain fixed increases or provide for free or reduced rent at the beginning of the lease term. However, certain leases for facilities we have constructed have free rent for the first three to six months and certain leases we have entered into, primarily with regard to facilities returned to us by certain operators discussed below under the caption *Information Regarding Certain Operators*, have reduced or free rent in the early months of the lease or fixed increases in future years. We record the rent for these facilities on a straight-line basis in accordance with SFAS No. 13. However, we also assess the collectibility of the deferred portion of the rent that is to be collected in a future period in accordance with SAB No. 101. This assessment is based on several factors, including the financial strength of the lessee and any guarantors, the historical operations and operating trends of the facility, the historical payment pattern of the facility and whether we intend to continue to lease the facility to the current operator, among others. If our evaluation of these factors indicates we may not receive the rent payments due in the future, we provide a reserve against the current rental income as an offset to revenue, and depending on the circumstances, we may provide a reserve against the existing deferred rent balance for the portion, up to its full value, that we estimate will not be recovered. This assessment requires us to determine whether there are factors indicating the future rent payments may not be fully collectible and to estimate the amount of the rent that will not be collected. If our assumptions or estimates regarding a lease change in the future, we may have to record a reserve to reduce or further reduce the rental revenue recognized and/or deferred rent receivable balance.

Additional rents are generally computed as a percentage of facility net patient revenues in excess of base amounts or as a percentage of the increase in the Consumer Price Index. Additional rents are generally calculated and payable monthly or quarterly, and most of our leases contain provisions such that total rent cannot decrease from one year to the next. While the calculations and payments of additional rents contingent upon revenue are generally made on a quarterly basis, SAB No. 101 does not allow for the recognition of such revenue until all possible contingencies have been eliminated. Most of our leases with additional rents contingent upon revenue are structured as quarterly calculations so that all contingencies for revenue recognition have been eliminated at each of our quarterly reporting dates.

### *Depreciation and Useful Lives of Assets*

We calculate depreciation on our buildings and improvements using the straight-line method based on estimated useful lives ranging up to 40 years, generally 30 to 40 years. A significant portion of the cost of each property is allocated to building (generally approximately 90%). The allocation of the cost between land and building, and the determination of the useful life of a property, are based on management's estimates. We calculate depreciation and amortization on equipment and lease costs using the straight-line method based on estimated useful lives of up to five years or the lease term, whichever is appropriate. We review and adjust useful lives periodically. If we do not allocate appropriately between land and building or we incorrectly estimate the useful lives of our assets, our computation of depreciation and amortization will not appropriately reflect the usage of the assets over future periods.

### *Asset Impairment*

We review our long-lived assets individually on a quarterly basis to determine if there are indicators of impairment in accordance with SFAS No. 144 *Accounting for the Impairment of Disposal of Long-Lived Assets* (SFAS No. 144). Indicators may include the tenant's inability to make rent payments, operating losses or negative operating trends at the facility level, notification by the tenant that they will not renew their lease, a decision to dispose of an asset or changes in the market value of the property, among others. For operating assets, if indicators of impairment exist, we compare the undiscounted cash flows from the expected use of the property to its net book value to determine if impairment exists. If the sum of the undiscounted cash flows is higher than the current net book value, SFAS No. 144 concludes no impairment exists. If the sum of the undiscounted cash flows is lower than the current net book value, we recognize an impairment loss for the difference between the net book value of the asset and its estimated fair market value. To the extent we decide to sell an asset, we recognize an impairment loss if the current net book value of the asset exceeds its fair value less costs to sell. The above analyses require us to make a determination about whether there are indicators of impairment for individual assets, to estimate the most likely stream of cash flows from operating assets and to determine the fair value of assets that are impaired or held for sale. If our assumptions, projections or estimates regarding an asset change in the future, we may have to record an impairment charge to reduce or further reduce the net book value of such asset.

### *Collectibility of Receivables*

We evaluate the collectibility of our mortgage and other receivables on a regular basis. We evaluate the collectibility of the receivables based on factors including payment history, the financial strength of the borrower and any guarantors, the value of the underlying collateral, the operations and operating trends of the underlying collateral, if any, and current economic conditions, among others. If our evaluation of these factors indicates we may not recover the full value of the receivable, we provide a reserve against the portion of the receivable that we estimate will not be recovered. This analysis requires us to determine whether there are factors indicating a receivable may not be fully collectible and to estimate the amount of the receivable that will not be collected. If our assumptions or estimates regarding the collectibility of a receivable change in the future, we may have to record a reserve to reduce or further reduce the carrying value of the receivable.

### **Impact of New Accounting Pronouncements**

In August 2001, SFAS No. 144 was issued. This pronouncement supersedes SFAS No. 121 *Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of* (SFAS No. 121) and a portion of Accounting Principles Board (APB) Opinion No. 30 *Reporting the Results of Operations, Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions* (APB No. 30) and became effective for us on January 1, 2002. SFAS No. 144 retains the fundamental provisions of SFAS No. 121 as it relates to assets to be held and used and assets to be sold, but adds provisions for assets to be disposed of other than by sale.



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It also changes the accounting for the disposal of a segment under APB No. 30 by requiring the operations of any assets with their own identifiable cash flows that are disposed of or held for sale to be removed from income from continuing operations and reported as discontinued operations. Treating such assets as discontinued operations also requires the reclassification of the

operations of any such assets for any prior periods presented. The adoption of SFAS No. 144 has not had a material impact on our financial condition or the results of our operations and does not impact net income; however, it has resulted in a caption for discontinued operations being included on our consolidated statements of operations to report the results of operations of assets sold or classified as held for sale during the current period. The prior period statements of operations presented have been reclassified to reflect the results of operations for these same facilities as discontinued operations in the prior periods.

## Operating Results

### *Year Ended December 31, 2002 Compared to Year Ended December 31, 2001*

Rental income decreased \$1,616,000, or 1%, in 2002 as compared to 2001. The decrease was primarily due to reserving straight-lined rent on certain facilities discussed below, the disposal of 29 facilities since January 2001 and rent reductions on certain facilities that were returned to us and leased to other operators in 2001 and 2002. The decrease was partially offset by the acquisition of 46 facilities during 2002, the conversion of eight facilities totaling \$39,288,000 from mortgage loans receivable to owned real estate properties since January 1, 2001 and rent increases at existing facilities. Interest and other income decreased by \$6,359,000, or 31%, in 2002 as compared to 2001. The decrease was primarily due to the payoff at par of mortgage loans receivable totaling approximately \$49,712,000 securing ten facilities, the conversion of eight facilities totaling approximately \$39,288,000 from mortgage loans receivable to owned real estate properties mentioned above and principal repayment of notes receivable, all since January 1, 2001. Income from unconsolidated joint venture of \$1,187,000 represents our 25% share of the income generated by the joint venture and our management fee of 2.5% of the revenues of the unconsolidated joint venture. Please see the caption Investment in Unconsolidated Joint Venture below for more information regarding the unconsolidated joint venture.

Interest and amortization of deferred financing costs increased \$141,000, or less than 1%, in 2002 as compared to 2001. The increase was primarily due to the issuance of \$115,000,000 of fixed rate medium-term notes since January 1, 2001, increases in the balance on our bank line of credit, mortgages totaling \$40,000,000 secured by existing buildings since December 2001 and the assumption of a \$14,227,000 mortgage note on one facility acquired during the second quarter of 2002. The increase was partially offset by the payoff of \$128,150,000 of fixed rate medium-term notes since January 2001 and a reduction in the average interest rates on our bank line of credit. Depreciation and amortization increased \$3,702,000, or 11%, in 2002 as compared to 2001. The increase was attributable to increased depreciation on the acquisition of 46 facilities during 2002 and the conversion of eight facilities totaling \$49,712,000 from mortgage loans receivable to owned real estate properties since January 1, 2001 offset by the disposal of 29 facilities since January 2001. General and administrative costs increased \$393,000, or 5%, in 2002 as compared to 2001 primarily due to approximately \$506,000 of expense related to the severance of an executive officer partially offset by a reduction in legal expenses related to the prior bankruptcies of certain operators discussed below under the caption Information Regarding Certain Operators and reductions in other general corporate expenses.

During 2002, we became aware of facts and circumstances indicating that certain assets may have become impaired. After analyzing the assets and the facts, we recorded an impairment of assets charge in continuing operations totaling \$12,472,000. As a result of lower than expected operating results for the first quarter at the former Balanced Care Corporation (BCC) facilities discussed below under the caption Information Regarding Certain Operators and six facilities operated by another operator, we changed our estimate of the recoverability of the deferred rent related to these facilities during 2002. We determined that the most appropriate method of recognizing revenues for these facilities, given the recent operating results, is to record revenues only to the extent cash is actually received. Accordingly, we fully reserved the deferred rent balance outstanding and all related notes receivable outstanding, totaling approximately \$8,305,000, as part of the impairment of assets charge in continuing operations. In addition, the impairment of assets charge reported in continuing operations also included a reserve of \$4,167,000 against a loan previously made to the operator of a large continuing care retirement community in Florida. The collectibility of that loan became uncertain due to developments at the facility during 2002 that we believed might necessitate a change in operators. During 2002, we entered into an agreement with a new operator to take over the facility effective September 1, 2002.

During 2002, we classified ten unoccupied buildings and eight land parcels as assets held for sale. As required by SFAS No. 144, the net book values of these assets have been transferred to assets held for sale and the operations of these assets have been included in discontinued operations for the years ended December 31, 2002, 2001 and 2000. Please see the caption Impact of New Accounting Pronouncements above for more information regarding this treatment. The impairment of assets charge in discontinued operations totals \$10,828,000 and represents the write-down of 12 of these assets to their individual estimated fair values less costs to sell.

Discontinued operations reflects a loss of \$7,803,000 in 2002 versus a loss of \$3,537,000 in 2001. The loss in 2002 is primarily due to the impairment of assets charge of \$10,828,000 discussed above, partially offset by net gains on the sale of operating assets and assets held for sale during the year of \$2,603,000. The income of \$422,000 for 2002, excluding the impairment of assets and gains on sale of facilities in discontinued operations, reflects the revenues less the depreciation and amortization and other expenses related to the facilities sold or classified as assets held for sale in 2002. The loss in 2001 is primarily due to an impairment of assets charge of \$3,972,000 related to the write down of three skilled nursing facilities to their fair values less costs to sell in 2001 that are now reflected in discontinued operations since the facilities were either sold or classified as assets held for sale during 2002. The income of \$435,000 for 2001, excluding the impairment of assets in discontinued operations, reflects the revenues less the depreciation and amortization and other expenses related to the facilities sold or classified as assets held for sale in 2002. The income in discontinued operations, excluding the impairment of assets and gains on sale of facilities, is consistent between the two years as there were no significant changes from 2001 to 2002 in the revenues and expenses related to the facilities sold or classified as assets held for sale in 2002.

We expect to receive increased rent and interest at individual facilities because our leases and mortgages generally contain provisions under which rents or interest income increase with increases in facility revenues and/or increases in the Consumer Price Index. If revenues at our facilities and/or the Consumer Price Index do not increase, our revenues may not continue to increase. Sales of facilities or repayments of mortgage loans receivable would serve to offset revenue increases, and if sales and repayments exceed additional investments this could actually reduce revenues. Our leases could renew below or above the aggregate existing rent level, so the impact of lease renewals may cause a decrease or an increase in the total rent we receive. The exercise of purchase options by tenants would also cause a decrease in the total rent we receive. Additional investments in healthcare facilities would increase rental and/or interest income, however, at this time we do not expect any significant additional investments during the coming year. As additional investments in facilities are made, depreciation and/or interest expense will also increase. We expect any such increases to be at least partially offset by rent or interest income associated with the investments.

*Year Ended December 31, 2001 Compared to Year Ended December 31, 2000*

Rental income increased \$238,000, or less than 1%, in 2001 as compared to 2000. The increase was primarily a result of one development completed during 2001, a full year of revenues earned by investments in additional facilities in 2000, the conversion of three facilities from mortgage loans receivable to owned real estate properties and the reclassification of rental income to discontinued operations related to facilities disposed of or classified as assets held for sale in 2002. The increase was offset by the disposal of 18 facilities during the year, eleven of which were sold in the fourth quarter and a reduction of the rent at certain facilities related to the settlement with certain operators in bankruptcy proceedings as discussed below. Interest and other income decreased by \$4,626,000, or 18%, in 2001 as compared to 2000. The decrease was primarily due to the payoff at par of mortgage loans receivable totaling approximately \$32,290,000 secured by five facilities, the conversion of three facilities and four land parcels totaling approximately \$13,339,000 from mortgage loans receivable to ownership mentioned above and amortization of notes receivable.

Interest and amortization of deferred financing costs decreased \$3,545,000, or 6%, in 2001 as compared to 2000. The decrease was primarily due to a reduction in overall debt levels accomplished with the funds received from the facility sales and mortgage loan receivable payoffs discussed above, and decreases in the average interest rates on our \$100,000,000 bank line of credit. The decrease was partially offset by a reduction in interest



capitalized on construction projects. Depreciation and amortization decreased \$1,920,000, or 5%, in 2001 as compared to 2000. The decrease was primarily attributable to the disposal of 18 facilities during the year and the reclassification of depreciation and amortization to discontinued operations related to facilities disposed of or classified as assets held for sale in 2002, partially offset by three facilities converted from mortgage loans receivable to ownership during 2001 and a full year of depreciation related to facilities acquired in 2000. General and administrative costs increased \$1,825,000, or 33%, in 2001 as compared to 2000 primarily due to increases in legal fees and other costs related to five operators in bankruptcy discussed below and general cost increases.

During 2001, we recorded an impairment of assets charge of \$7,223,000 in continuing operations. This charge included the provision of a reserve against mortgage loans receivable of \$1,500,000, the write-off of \$1,449,000 of deferred rent related to the facilities returned by BCC discussed below under the caption Information Regarding Certain Operators and \$4,274,000 of receivable write-offs and reserves against other assets which we believed had become impaired.

We recorded a net gain of \$11,245,000 in 2001 related to the disposal of 18 facilities during the year.

Discontinued operations reflected a loss of \$3,537,000 in 2001 versus income of \$1,412,000 in 2000. The loss in 2001 is primarily due to an impairment of assets charge of \$3,972,000 related to the write-down of three skilled nursing facilities to their fair values less costs to sell in 2001 that are now reflected in discontinued operations because the facilities were either sold or classified as assets held for sale during 2002. The income of \$435,000 for 2001, excluding the impairment of assets in discontinued operations, reflects the revenues less the depreciation and amortization and other expenses related to the facilities sold or classified as assets held for sale in 2002. The 2000 amount reflects only the revenues less the depreciation and other expenses related to the facilities sold or classified as assets held for sale in 2002. The decrease in income in discontinued operations, excluding the impairment of assets, is due to lower revenues and higher costs related to the facilities sold or classified as assets held for sale in 2002 as some of these facilities were unoccupied in 2001.

### **Information Regarding Certain Operators**

We have now concluded our negotiations with all five of our operators that had filed for protection under the United States bankruptcy laws from 1999 to 2001. These operators included Sun Healthcare Group, Inc. (Sun), Mariner Health Care, Inc. (Mariner), Integrated Health Services, Inc. (Integrated), SV/Home Office Inc. and certain affiliates (SV) and Assisted Living Concepts, Inc. (ALC). Over-leveraging of balance sheets, increased wage and salary costs and changes in reimbursement levels during 1999 had an adverse impact on the financial performance of some of the companies that operate skilled nursing facilities we own. In addition, overbuilding in the assisted and independent living sector resulted in lower than anticipated fill rates and rental rates for some of the companies that operate assisted and independent living facilities owned by us. During 2002, Sun, Mariner and ALC emerged from bankruptcy. In March 2002, the bankruptcy court approved our final settlement with Sun that included its assumption of five leases and rejection of one lease. In April 2002, the bankruptcy court approved Mariner's Second Amended Joint Plan of Reorganization that resulted in us obtaining ownership of the facility securing our only mortgage loan with Mariner. Also in April 2002, the bankruptcy court approved our final settlement with Integrated that resulted in the assumption by Integrated of the amended leases on five facilities and the rejection of two leases. Over the course of these proceedings, (A) Sun has returned 20 facilities and agreed to a master lease of the remaining five facilities involved in the bankruptcy; (B) Mariner has returned 15 facilities, given us a deed in lieu of foreclosure for a facility that secured a mortgage loan receivable and assumed leases on six facilities; (C) Integrated has returned two facilities and agreed to a master lease of the remaining five facilities; (D) SV has agreed to assume the lease on one facility, return one facility and extend for five years its mortgage secured by one facility and we agreed to allow it to sell a second closed facility that previously secured the mortgage; and (E) ALC assumed the leases on two facilities and transferred title to us and signed leases on two facilities that had previously secured mortgage loans receivable from ALC. As of December 31, 2002, we have leased 35 of the 38 facilities returned to us to new operators, as well as the facility for which we received a deed in lieu of foreclosure, sold three facilities and expect to sell the remaining facility. Subsequent to our final settlement, Sun, in February 2003, announced that it had begun a restructuring of its lease portfolio. Sun has approached many of its landlords, including us, in hopes of obtaining rent

moratoriums, rent concessions or lease terminations for certain of its leased facilities. While we cannot predict the final outcome of Sun's restructuring process, it is possible there may be rent concessions, or, some or all of the five remaining facilities we lease to Sun may be returned to us. We believe we have identified parties interested in leasing any of these facilities that might be returned to us, however, the return of the facilities or rent concessions could result in lower rental rates.

In October 2002, one operator of five of our facilities which were previously leased by Beverly, Alpha Healthcare Foundation, Inc. (Alpha) filed for protection under the United States bankruptcy laws. Under bankruptcy statutes, the tenant must either assume our leases or reject them and return the properties to us. If the tenant assumes the leases, it is required to assume the leases under the existing terms; the court cannot change the rental amount or other lease provisions that could financially impact us. The tenant's decision whether to assume leases is usually based primarily on whether the properties it operates are providing positive cash flows. To date, Alpha has rejected the lease on one facility that the state it was located in decided to close. This facility was classified as held for sale and written down to its fair value less costs to sell as part of the impairment of assets charge in discontinued operations. Three of the four remaining facilities provide adequate cash flows to cover the rent under the lease, but there is a possibility that the tenant may decide to reject the leases on any or all of these properties. While we believe we have identified parties interested in leasing these facilities, any new leases may be at lower rental rates. All rent due after the filing date has been paid.

In January 2003, Alterra, our largest operator, filed for protection under the United States bankruptcy laws. Alterra operates 59 of our facilities, 52 of which are under a master lease with six other individual leases and one mortgage loan receivable cross-defaulted to it, and all 49 of the facilities owned by our joint venture which are under two master leases. We understand that Alterra has been restructuring out of court for over two years with a goal of going into the final bankruptcy phase with a selected portfolio of properties that for the most part is intended to be the core of its restructured business. Based on discussions we have had with Alterra, we expect that it will continue to pay the rent on and affirm all of our leases. The two master leases in the joint venture, our master lease and six of our seven leases cross-defaulted with our master lease generate sufficient cash flows to cover the rent due under the leases. Alterra has paid all monthly rent to date on a timely basis. If Alterra decides to reject the leases, we believe we could lease the facilities covered by the leases to a new operator at rates substantially consistent with what we currently receive, however, it is possible that any such new leases may be at lower rental rates.

Effective April 1, 2001, we leased ten facilities that had previously been leased by BCC to a new private operator, Senior Services of America, after BCC defaulted on its leases in December 2000. The facilities were constructed and opened during 1999 and 2000 with an aggregate investment of approximately \$68,712,000. The BCC leases were terminated effective as of January 1, 2001. During 2001, we recognized revenues on a straight-lined basis related to these buildings in excess of cash received of approximately \$5,200,000. As a result of lower than expected operating results in 2002, we fully reserved the deferred rent receivable balance outstanding as discussed above under the caption "Operating Results" and are now recognizing revenue from this lease on a cash basis.

#### **Investment in Unconsolidated Joint Venture**

During 2001, we entered into a joint venture with an institutional investor that may invest up to \$130,000,000 in health care facilities similar to those already owned by us. We are a 25% equity partner in the venture. The financial statements of the joint venture are not consolidated with our financial statements and our investment is accounted for using the equity method. No investments were made by or into this joint venture prior to 2002.

In 2002, the joint venture acquired 52 assisted living facilities in 12 states for a total cost of approximately \$123,200,000 that are leased to Alterra. The joint venture also incurred deferred financing costs of approximately

\$1,900,000 and is committed to fund an additional \$2,000,000 of capital improvements. The acquisitions were financed with secured non-recourse debt of approximately \$60,860,000, a capital contribution from our joint venture partner of approximately \$49,100,000 and a capital contribution from us of approximately \$16,400,000. In October 2002, the joint venture sold three facilities for \$2,100,000, or approximately their book value. We do not expect to make any additional contributions to the joint venture related to the facilities it acquired during 2002.

### **Liquidity and Capital Resources**

During 2002, we acquired 34 skilled nursing facilities, eleven assisted and independent living facilities and one continuing care retirement community in six separate transactions for an aggregate investment of approximately \$165,428,000, including the assumption of approximately \$14,227,000 of secured debt on one facility. Additionally, we funded approximately \$13,870,000 in capital improvements at certain facilities in accordance with certain existing lease provisions. Such capital improvements generally result in an increase in the minimum rents earned by us on these facilities. The acquisitions and capital improvements were funded by the issuance of \$100,000,000 of fixed rate medium-term notes, borrowings on our bank line of credit and cash on hand.

During 2002, we sold eleven buildings and one land parcel in twelve separate transactions for aggregate cash proceeds of approximately \$14,359,000. We also recorded receivables totaling approximately \$2,000,000 related to three of these sales. We provided a mortgage loan with a net amount of \$6,409,000 related to the sale of one of the skilled nursing facilities. Three buildings were written down to their estimated fair value less costs to sell during 2001 and two buildings and the land parcel were written down during 2002. The sale of these buildings resulted in an aggregate gain of \$2,603,000 that is included in discontinued operations on the consolidated statement of operations. The proceeds from the sales were used to repay borrowings on our bank line of credit.

During 2002, one mortgage loan receivable with an aggregate net book value of approximately \$3,815,000 secured by one skilled nursing facility and one continuing care retirement community was prepaid in full. In addition, portions of three mortgage loans receivable totaling \$13,607,000 secured by two skilled nursing facilities, one assisted and independent living facility and one continuing care retirement community were also prepaid at par. The proceeds from the repayments were used to repay borrowings on our bank line of credit.

During 2002, we repaid \$50,000,000 in aggregate principal amount of medium-term notes. The notes bore fixed interest at a weighted average interest rate of 7.35%. We funded the repayments with borrowings on our bank line of credit, cash on hand and the issuance of \$100,000,000 in aggregate principal amount of medium-term notes that bear interest at a fixed rate of 8.25% and mature on July 1, 2012. We have \$66,000,000 of medium-term notes maturing in the second and third quarters of 2003. In addition, \$40,000,000 of medium-term notes with a rate of 6.59% due in 2038 may be put back to us at their face amounts at the option of the holders on July 7, 2003 and \$41,500,000 of medium-term notes with a rate of 7.6% due in 2028 may be put back to us at their face amounts at the option of the holders on November 20, 2003. While we do not expect these notes will be put back to us because the holders' next put opportunity is in five years and we believe the current interest coupon on these notes exceeds the rate at which we believe we could currently issue 5-year notes, the holders may elect to do so. We anticipate repaying the medium-term notes maturing and any that are put back to us with a combination of additional medium-term notes under the shelf registration statements discussed below, borrowings on our bank line of credit, cash on hand, potential mortgage loans receivable payoffs and asset sales, the potential issuance of common stock or cash from operations. Our medium-term notes have been investment grade rated since 1994. Our current ratings are Baa3 from Moody's, BBB- from Standard & Poor's and BBB from Fitch.

During 2002, we issued 1,000,000 shares of common stock to Cohen & Steers Quality Income Realty Fund, Inc. and 869,565 shares of common stock to a unit investment trust sponsored by Salomon Smith Barney. The shares were sold based on the market closing price of our stock of \$19.58 on February 25, 2002 and resulted in net proceeds of approximately \$34,609,000 after underwriting, legal and other fees of approximately \$1,997,000. The proceeds received were used to repay borrowings on our bank line of credit.





During 2002, we arranged for a new \$150,000,000 unsecured revolving credit facility, maturing November 7, 2005, that replaced our previous \$100,000,000 bank line of credit. At December 31, 2002, we had \$43,000,000 available under our \$150,000,000 unsecured bank line of credit. At our option, borrowings under the bank line of credit bear interest at prime or at LIBOR plus 1.2%. We pay a facility fee of 0.3% per annum on the total commitment under the bank line of credit. Under covenants contained in the credit agreement, we are required to maintain, among other things: (i) a minimum net asset value of \$500,000,000; (ii) a ratio of total indebtedness to capitalization value of not more than 60%; (iii) an interest coverage ratio of at least 2.5 to 1.0; (iv) a fixed charge coverage ratio of at least 1.75 to 1.0; (v) a secured indebtedness ratio of not more than 15%; (vi) an unsecured interest coverage ratio of at least 2.5 to 1.0; (vii) floating rate debt of no more than 25% of total debt; (viii) an unencumbered asset value ratio of no more than 60%; and (ix) a minimum rent/mortgage interest coverage ratio of at least 1.25 to 1.0. As of December 31, 2002, we were in compliance with all of the above covenants.

During 2002, we obtained \$10,000,000 of mortgage financing for one year at a floating rate of not less than 7.25% secured by two assisted living facilities. We used the proceeds to repay borrowings on our bank line of credit.

At December 31, 2002, we have shelf registration statements on file with the SEC under which we may issue (a) up to \$316,000,000 in aggregate principal amount of medium-term notes and (b) up to \$123,640,000 of securities including debt, convertible debt, common and preferred stock.

We did not utilize any off-balance sheet financing arrangements or have any unconsolidated subsidiaries prior to the second quarter of 2002. The only off-balance sheet financing arrangement that we currently use is the unconsolidated joint venture discussed above under the caption Investment in Unconsolidated Joint Venture.

As of December 31, 2002, our contractual obligations are as follows:

	<u>2003</u>	<u>2004 - 2005</u>	<u>2006 - 2007</u>	<u>Thereafter</u>	<u>Total</u>
	(In thousands)				
<b>Contractual Obligations:</b>					
Long Term Debt	\$ 78,167	\$ 210,105	\$ 152,722	\$ 392,059	\$ 833,053
<b>Commitments:</b>					
Capital Expenditures	\$ 25,000	\$ 4,000			\$ 29,000

We do not anticipate making any significant acquisitions of healthcare related facilities or significant additional investments beyond our actual commitments during 2003 as access to equity capital is not currently available under favorable terms as discussed in more detail under the caption Overview above. The level of our new investments has been depressed during the prior four years, although we did make significant acquisitions during 2002. Financing for future investments may be provided by borrowings under our bank line of credit, private placements or public offerings of debt or equity, the assumption of secured indebtedness, obtaining mortgage financing on a portion of our owned portfolio or through joint ventures. We anticipate the potential repayment of certain mortgage loans receivable and the possible sale of certain facilities during 2003. In the event that there are mortgage loan receivable repayments or facility sales in excess of new investments, revenues may decrease. We anticipate using the proceeds from any mortgage loans receivable repayments or facility sales to reduce the outstanding balance on our bank line of credit, to repay other borrowings as they mature or to provide capital for future investments. Any such reduction in debt levels would result in reduced interest expense that we believe would partially offset any decrease in revenues. We believe we have sufficient liquidity and financing capability to finance anticipated future investments, maintain our current dividend level and repay borrowings at or prior to their maturity, for at least the next twelve months.



### Statement Regarding Forward Looking Disclosure

Certain information contained in this report includes forward-looking statements. Forward looking statements include statements regarding our expectations, beliefs, intentions, plans, objectives, goals, strategies, future events or performance and underlying assumptions and other statements which are other than statements of historical facts. These statements may be identified, without limitation, by the use of forward looking terminology such as may, will, anticipates, expects, believes, intends, should or comparable terms or the negative thereof. All forward-looking statements included in this report are based on information available to us on the date hereof. Such statements speak only as of the date hereof and we assume no obligation to update such forward-looking statements. These statements involve risks and uncertainties that could cause actual results to differ materially from those described in the statements. These risks and uncertainties include (without limitation) the following:

the effect of economic and market conditions and changes in interest rates;

the general distress of the healthcare industry;

government regulations, including changes in the reimbursement levels under the Medicare and Medicaid programs;

continued deterioration of the operating results or financial condition, including bankruptcies, of our tenants;

our ability to attract new operators for certain facilities;

occupancy levels at certain facilities;

the ability of our operators to repay deferred rent or loans in future periods;

our ability to sell certain facilities for their book value;

the amount and yield of any additional investments;

changes in tax laws and regulations affecting real estate investment trusts;

access to the capital markets and the cost of capital;

changes in the ratings of our debt securities;

and the risk factors set forth under the caption Risk Factors in Item 1.

**Item 7a. Quantitative and Qualitative Disclosures About Market Risk**

We are exposed to market risks related to fluctuations in interest rates on our mortgage loans receivable and debt. We do not utilize interest rate swaps, forward or option contracts on foreign currencies or commodities, or other types of derivative financial instruments. The purpose of the following analyses is to provide a framework to understand our sensitivity to hypothetical changes in interest rates as of December 31, 2002. Readers are cautioned that many of the statements contained in these paragraphs are forward looking and should be read in conjunction with our disclosures under the heading Statement Regarding Forward Looking Disclosure set forth above.

We provide mortgage loans to operators of healthcare facilities as part of our normal operations. The majority of the loans have fixed rates. Three of our mortgage loans have adjustable rates; however, the rates adjust only once or twice over the term of the loans and the minimum adjusted rates are equal to the then current rates. Therefore, all mortgage loans receivable are treated as fixed rate notes in the table and analysis below.

We utilize debt financing primarily for the purpose of making additional investments in healthcare facilities. Historically, we have made short-term borrowings on our variable rate bank line of credit to fund our acquisitions until market conditions were appropriate, based on management's judgment, to issue stock or fixed rate debt to provide long-term financing.

A portion of our secured debt is variable rate debt in the form of housing revenue bonds that were assumed in connection with the acquisition of certain healthcare facilities. Pursuant to the associated lease arrangements, increases or decreases in the interest rates on the housing revenue bonds would be substantially offset by increases or decreases in the rent received by us on the properties securing this debt. Therefore, there is substantially no market risk associated with this variable rate secured debt.

We have \$10,000,000 of secured debt at a floating rate with a floor of 7.25% that has been at the floor since it was issued in 2002. We do not believe there is any significant market risk related to this debt as it matures in 2003.

For fixed rate debt, changes in interest rates generally affect the fair market value, but do not impact earnings or cash flows. Conversely, for variable rate debt, changes in interest rates generally do not impact fair market value, but do affect the future earnings and cash flows. We generally cannot prepay fixed rate debt prior to maturity. Therefore, interest rate risk and changes in fair market value should not have a significant impact on the fixed rate debt until we would be required to refinance such debt. Holding the variable rate debt balance constant, and including the bank borrowings as variable rate debt due to its nature, each one percentage point increase in interest rates would result in an increase in interest expense for the coming year of approximately \$1,290,000.

The table below details the principal amounts and the average interest rates for the mortgage loans receivable and debt for each category based on the final maturity dates. Certain of the mortgage loans receivable and certain items in the various categories of debt require periodic principal payments prior to the final maturity date. The fair value estimates for the mortgage loans receivable are based on the estimates of management and on rates currently prevailing for comparable loans. The fair market value estimates for debt securities are based on discounting future cash flows utilizing current rates offered to us for debt of a similar type and remaining maturity.

	Maturity Date						Total	Fair Value
	2003	2004	2005	2006	2007	Thereafter		
	(Dollars in thousands)							
<b>Assets</b>								
Mortgage loans receivable	\$ 2,658		\$ 4,882	\$ 14,206	\$ 17,909	\$ 59,637	\$ 99,292	\$ 99,146
Average interest rate	10.88%		11.91%	10.56%	10.73%	10.02%	10.36%	
<b>Liabilities</b>								
<b>Debt</b>								
Fixed rate	\$ 66,000	\$ 67,750	\$ 32,019	\$ 63,500	\$ 85,000	\$ 389,816	\$ 704,085	\$ 700,135
Average interest rate	7.49%	9.08%	8.20%	7.42%	7.40%	7.62%	7.73%	
Variable rate	\$ 10,000					\$ 11,968	\$ 21,968	\$ 21,968
Average interest rate	7.25%					1.77%	4.26%	
Bank borrowings			\$ 107,000				\$ 107,000	\$ 107,000
Average interest rate			2.89%				2.89%	

Decreases in interest rates during 2002 resulted in a decrease in interest expense related to our bank line of credit. These interest rate decreases have made it less expensive for us to borrow on our bank line of credit. Any future interest rate increases will increase the cost of borrowings on our bank line of credit and any borrowings to refinance long-term debt as it matures or finance future acquisitions.

**Item 8. Financial Statements and Supplementary Data.**

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**REPORT OF INDEPENDENT AUDITORS**

To the Board of Directors and Stockholders of

Nationwide Health Properties, Inc.:

We have audited the accompanying consolidated balance sheets of Nationwide Health Properties, Inc. as of December 31, 2002 and 2001, and the related consolidated statements of operations, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2002. Our audits also included the financial statement schedule beginning on page 56. These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Nationwide Health Properties, Inc. as of December 31, 2002 and 2001, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2002, in conformity with accounting principles generally accepted in the United States. Also, in our opinion, the financial statement schedule referred to above, when considered in relation to the basic financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

/s/ ERNST & YOUNG LLP

Irvine, California

January 24, 2003

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**NATIONWIDE HEALTH PROPERTIES, INC.**

**CONSOLIDATED BALANCE SHEETS**

<b>December 31,</b>	
<b>2002</b>	<b>2001</b>
	&

(In thousands)