

HEALTH CARE REIT INC /DE/

Form 10-Q

August 06, 2009

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-Q**

(Mark One)

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

**For the quarterly period ended June 30, 2009**

**or**

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

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

**Commission File number 1-8923  
HEALTH CARE REIT, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

**34-1096634**

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

**One SeaGate, Suite 1500, Toledo, Ohio**

**43604**

(Address of principal executive office)

(Zip Code)

**(419) 247-2800**

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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

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

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

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

(Do not check if a smaller reporting company)

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

As of July 31, 2009, the registrant had 111,887,972 shares of common stock outstanding.



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**Table of Contents****PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****CONSOLIDATED BALANCE SHEETS****HEALTH CARE REIT, INC. AND SUBSIDIARIES**

	<b>June 30, 2009 (Unaudited)</b>	<b>December 31, 2008 (Note)</b>
	<b>(In thousands)</b>	
<b>Assets</b>		
Real estate investments:		
Real property owned:		
Land and land improvements	\$ 518,213	\$ 504,907
Buildings and improvements	4,715,571	4,653,871
Acquired lease intangibles	133,480	133,324
Real property held for sale, net of accumulated depreciation	48,824	48,054
Construction in progress	730,381	639,419
 Gross real property owned	 6,146,469	 5,979,575
Less accumulated depreciation and amortization	(636,325)	(600,781)
 Net real property owned	 5,510,144	 5,378,794
Real estate loans receivable:		
Real estate loans receivable	488,856	482,885
Less allowance for losses on loans receivable	(7,640)	(7,500)
 Net real estate loans receivable	 481,216	 475,385
 Net real estate investments	 5,991,360	 5,854,179
Other assets:		
Equity investments	2,531	1,030
Deferred loan expenses	23,197	23,579
Cash and cash equivalents	79,505	23,370
Restricted cash	18,833	154,070
Receivables and other assets	132,233	136,890
 Total other assets	 256,299	 338,939
 Total assets	 \$ 6,247,659	 \$ 6,193,118
 <b>Liabilities and equity</b>		
Liabilities:		
Borrowings under unsecured lines of credit arrangements	\$ 342,000	\$ 570,000
Senior unsecured notes	1,811,590	1,831,151
Secured debt	543,842	446,525
Accrued expenses and other liabilities	89,290	107,157
 Total liabilities	 2,786,722	 2,954,833

Equity:		
Preferred stock, \$1.00 par value:	<b>288,713</b>	289,929
Authorized 50,000,000 shares		
Issued and outstanding 11,475,093 shares at June 30, 2009 and 11,516,302 shares at December 31, 2008		
Common stock, \$1.00 par value:	<b>111,733</b>	104,635
Authorized 225,000,000 shares		
Issued 111,975,546 shares at June 30, 2009 and 104,835,626 shares at December 31, 2008		
Outstanding 111,778,553 shares at June 30, 2009 and 104,703,702 shares at December 31, 2008		
Capital in excess of par value	<b>3,454,399</b>	3,204,690
Treasury stock	<b>(7,587)</b>	(5,145)
Cumulative net income	<b>1,485,798</b>	1,354,400
Cumulative dividends	<b>(1,886,583)</b>	(1,723,819)
Accumulated other comprehensive income	<b>(1,016)</b>	(1,113)
Other equity	<b>5,369</b>	4,105
 Total Health Care REIT, Inc. stockholders' equity	 <b>3,450,826</b>	 3,227,682
Noncontrolling interests	<b>10,111</b>	10,603
 Total equity	 <b>3,460,937</b>	 3,238,285
 Total liabilities and equity	 <b>\$ 6,247,659</b>	 \$ 6,193,118

NOTE: The consolidated balance sheet at December 31, 2008 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements.

See notes to unaudited consolidated financial statements

Table of Contents**CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)**  
**HEALTH CARE REIT, INC. AND SUBSIDIARIES**

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
	<b>(In thousands, except per share data)</b>			
Revenues:				
Rental income	<b>\$ 130,291</b>	\$ 118,125	<b>\$ 260,420</b>	\$ 231,203
Interest income	<b>10,158</b>	9,175	<b>20,111</b>	18,267
Other income	<b>1,237</b>	1,885	<b>2,721</b>	3,601
Total revenues	<b>141,686</b>	129,185	<b>283,252</b>	253,071
Expenses:				
Interest expense	<b>26,698</b>	33,335	<b>53,941</b>	67,844
Property operating expenses	<b>11,525</b>	10,697	<b>22,943</b>	21,409
Depreciation and amortization	<b>39,608</b>	35,437	<b>79,297</b>	70,637
General and administrative	<b>11,062</b>	10,575	<b>28,424</b>	22,904
Gain on extinguishment of debt	<b>0</b>	0	<b>(1,678)</b>	(1,326)
Provision for loan losses	<b>0</b>	0	<b>140</b>	0
Total expenses	<b>88,893</b>	90,044	<b>183,067</b>	181,468
Income from continuing operations before income taxes	<b>52,793</b>	39,141	<b>100,185</b>	71,603
Income tax (expense) benefit	<b>(21)</b>	(44)	<b>(72)</b>	(1,323)
Income from continuing operations	<b>52,772</b>	39,097	<b>100,113</b>	70,280
Discontinued operations:				
Net gain on sales of properties	<b>10,677</b>	118,168	<b>27,713</b>	118,194
Income from discontinued operations, net	<b>1,310</b>	3,994	<b>3,577</b>	8,242
Discontinued operations, net	<b>11,987</b>	122,162	<b>31,290</b>	126,436
Net income	<b>64,759</b>	161,259	<b>131,403</b>	196,716
Less: Preferred stock dividends	<b>5,516</b>	5,784	<b>11,039</b>	11,931
Net income attributable to noncontrolling interests	<b>3</b>	65	<b>5</b>	127
Net income attributable to common stockholders	<b>\$ 59,240</b>	\$ 155,410	<b>\$ 120,359</b>	\$ 184,658

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Average number of common shares outstanding:

Basic	<b>110,864</b>	89,294	<b>109,548</b>	87,698
Diluted	<b>111,272</b>	89,853	<b>109,956</b>	88,223

Earnings per share:

Basic:

Income from continuing operations attributable to common stockholders	\$ <b>0.43</b>	\$ 0.37	\$ <b>0.81</b>	\$ 0.66
Discontinued operations, net	<b>0.11</b>	1.37	<b>0.29</b>	1.44
Net income attributable to common stockholders*	\$ <b>0.53</b>	\$ 1.74	\$ <b>1.10</b>	\$ 2.11

Diluted:

Income from continuing operations attributable to common stockholders	\$ <b>0.42</b>	\$ 0.37	\$ <b>0.81</b>	\$ 0.66
Discontinued operations, net	<b>0.11</b>	1.36	<b>0.28</b>	1.43
Net income attributable to common stockholders*	\$ <b>0.53</b>	\$ 1.73	\$ <b>1.09</b>	\$ 2.09

Dividends declared and paid per common share	\$ <b>0.68</b>	\$ 0.68	\$ <b>1.36</b>	\$ 1.34
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\* Amounts may  
not sum due to  
rounding

See notes to unaudited consolidated financial statements

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**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (UNAUDITED)**  
**HEALTH CARE REIT, INC. AND SUBSIDIARIES**  
**(in thousands)**

**Six Months Ended June 30, 2009**

	Preferred Stock	Common Stock	Capital in Excess of Par Value	Treasury Stock	Cumulative Net Income	Cumulative Dividends	Accumulated Other Comprehensive Income	Other Equity	Noncontrolling Interests	Total
Balances at beginning of period	\$ 289,929	\$ 104,635	\$ 3,204,690	\$ (5,145)	\$ 1,354,400	\$ (1,723,819)	\$ (1,113)	\$ 4,105	\$ 10,603	\$ 3,238,285
Comprehensive income:										
Net income					131,398				5	131,403
Other comprehensive income:										
Unrealized gain (loss) on equity investments							178			178
Cash flow hedge activity							(81)			(81)
Total comprehensive income										131,500
Contributions by noncontrolling interests									1,349	1,349
Distributions to noncontrolling interests									(1,846)	(1,846)
Amounts related to issuance of common stock from dividend reinvestment and stock incentive plans, net of forfeitures		851	30,137	(2,442)						28,546
Net proceeds from sale of common stock		6,217	218,386							224,603
Conversion of preferred stock	(1,216)	30	1,186							0

Option compensation expense								1,264		1,264
Cash dividends paid:										
Common stock-\$1.36 per share						(151,725)				(151,725)
Preferred stock, Series D-\$0.9844 per share						(3,938)				(3,938)
Preferred stock, Series E-\$0.7500 per share						(56)				(56)
Preferred stock, Series F-\$0.9532 per share						(6,672)				(6,672)
Preferred stock, Series G-\$0.9376 per share						(373)				(373)
Balances at end of period	\$ 288,713	\$ 111,733	\$ 3,454,399	\$ (7,587)	\$ 1,485,798	\$ (1,886,583)	\$ (1,016)	\$ 5,369	\$ 10,111	\$ 3,460,937

**Six Months Ended June 30, 2008**

	Preferred Stock	Common Stock	Capital in Excess of Par Value	Treasury Stock	Cumulative Net Income	Cumulative Dividends	Accumulated Other Comprehensive Income	Other Equity	Noncontrolling Interests	Total
Balances at beginning of period	\$ 330,243	\$ 85,412	\$ 2,394,099	\$ (3,952)	\$ 1,071,101	\$ (1,446,959)	\$ (7,381)	\$ 2,701	\$ 9,687	\$ 2,434,951
Comprehensive income:										
Net income					196,589				127	196,716
Other comprehensive income:										
Unrealized gain (loss) on equity investments							(589)			(589)
Cash flow hedge activity							(576)			(576)
Total comprehensive income										195,551

Contributions by noncontrolling interests								243		243
Distributions to noncontrolling interests								(410)		(410)
Amounts related to issuance of common stock from dividend reinvestment and stock incentive plans, net of forfeitures	975	42,060	(1,158)			(87)				41,790
Proceeds from issuance of common shares	3,000	115,555								118,555
Conversion of preferred stock	(24,562)	594	23,968							0
Option compensation expense								934		934
Cash dividends paid:										
Common stock-\$1.34 per share						(118,411)				(118,411)
Preferred stock, Series D-\$0.9844 per share						(3,938)				(3,938)
Preferred stock, Series E-\$0.7500 per share						(56)				(56)
Preferred stock, Series F-\$0.9532 per share						(6,672)				(6,672)
Preferred stock, Series G-\$0.9376 per share						(1,265)				(1,265)
Balances at end of period	\$ 305,681	\$ 89,981	\$ 2,575,682	\$ (5,110)	\$ 1,267,690	\$ (1,577,301)	\$ (8,546)	\$ 3,548	\$ 9,647	\$ 2,661,272

See notes to unaudited consolidated financial statements

**Table of Contents****CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)  
HEALTH CARE REIT, INC. AND SUBSIDIARIES**

	<b>Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>
	<b>(In thousands)</b>	
<b>Operating activities</b>		
Net income	\$ 131,403	\$ 196,716
Adjustments to reconcile net income to net cash provided from (used in) operating activities:		
Depreciation and amortization	82,057	79,203
Other amortization expenses	7,254	5,890
Provision for loan losses	140	0
Stock-based compensation expense	7,659	5,254
Loss (gain) on extinguishment of debt, net	(1,678)	(1,326)
Rental income less than (in excess of) cash received	5,217	528
Amortization related to above (below) market leases, net	(724)	(462)
(Gain) loss on sales of properties	(27,713)	(118,194)
Deferred gain on sales of properties	0	3,708
Increase (decrease) in accrued expenses and other liabilities	(15,875)	6,996
Decrease (increase) in receivables and other assets	(3,407)	(1,654)
Net cash provided from (used in) operating activities	184,333	176,659
<b>Investing activities</b>		
Investment in real property	(298,359)	(533,978)
Capitalized interest	(20,891)	(10,230)
Investment in real estate loans receivable	(37,046)	(67,352)
Other investments, net of payments	10,696	(9,763)
Principal collected on real estate loans receivable	31,077	13,401
Decrease (increase) in restricted cash	135,237	(132,126)
Proceeds from sales of real property	132,285	183,081
Other	(13,252)	(5,503)
Net cash provided from (used in) investing activities	(60,253)	(562,470)
<b>Financing activities</b>		
Net increase (decrease) under unsecured lines of credit arrangements	(228,000)	437,000
Principal payments on senior unsecured notes	(19,796)	(42,330)
Net proceeds from the issuance of secured debt	133,071	0
Principal payments on secured debt	(35,791)	(40,612)
Net proceeds from the issuance of common stock	249,196	157,094
Decrease (increase) in deferred loan expenses	(3,364)	(23)
Contributions by noncontrolling interests	1,349	243
Distributions to noncontrolling interests	(1,846)	(410)
Cash distributions to stockholders	(162,764)	(130,342)
Net cash provided from (used in) financing activities	(67,945)	380,620

Increase (decrease) in cash and cash equivalents	<b>56,135</b>	(5,191)
Cash and cash equivalents at beginning of period	<b>23,370</b>	30,269
Cash and cash equivalents at end of period	<b>\$ 79,505</b>	<b>\$ 25,078</b>

See notes to unaudited consolidated financial statements

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**HEALTH CARE REIT, INC.  
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

**1. Business**

Health Care REIT, Inc., an S&P 500 company with headquarters in Toledo, Ohio, is an equity real estate investment trust ( REIT ) that invests in senior housing and health care real estate. Our full service platform also offers property management and development services to our customers. As of June 30, 2009, our broadly diversified portfolio consisted of 620 properties in 39 states. Founded in 1970, we were the first real estate investment trust to invest exclusively in health care facilities. More information is available on our website at [www.hcreit.com](http://www.hcreit.com).

**2. Accounting Policies and Related Matters**

*Basis of Presentation*

The accompanying unaudited consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ( U.S. GAAP ) for interim financial information and with instructions to Quarterly Report on Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the six months ended June 30, 2009 are not necessarily an indication of the results that may be expected for the year ending December 31, 2009. For further information, refer to the financial statements and footnotes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2008, as updated by our Current Report on Form 8-K filed May 7, 2009.

*New Accounting Standards*

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 141(R), Business Combinations ( SFAS 141(R) ) and Statement of Financial Accounting Standards No. 160, Non-controlling Interests in Consolidated Financial Statements, an amendment of ARB No. 51 ( SFAS 160 ). SFAS 141(R) changed how business acquisitions are accounted for and will impact financial statements both on the acquisition date and in subsequent periods. SFAS 160 changed the accounting and reporting for minority interests, which re-characterized them as non-controlling interests and classified them as a component of equity. The provisions of SFAS 141(R) and SFAS 160 were effective on January 1, 2009 and are to be applied prospectively; however, the disclosure provisions of SFAS 160 were applied retrospectively. In accordance with SFAS 141(R), we elected to expense all development costs for projects in progress when it was determined they would not be completed prior to the adoption of SFAS 141(R). See Note 19 for additional information regarding the application of SFAS 160.

In March 2008, the FASB issued Statement of Financial Accounting Standards No. 161, Disclosures About Derivative Instruments and Hedging Activities – an amendment of FASB Statement No. 133 ( SFAS 161 ). SFAS 161 expands quarterly disclosure requirements in SFAS 133 concerning an entity's derivative instruments and hedging activities. The provisions of SFAS 161 were effective on January 1, 2009. The adoption of SFAS 161 did not have a material impact on us as there were no derivatives instruments outstanding at June 30, 2009.

In May 2008, the FASB issued FASB Staff Position APB 14-1 ( FSP 14-1 ), which provides guidance on accounting for debt that may be settled in cash upon conversion. FSP 14-1 requires bifurcation of the convertible debt instrument into a debt component and an equity component. The value of the debt component is based upon the estimated fair value of a similar debt instrument without the conversion feature. The difference between the contractual principal on the debt and the value allocated to the debt is recorded as an equity component and represents the conversion feature of the instrument. The excess of the contractual principal amount of the debt over its estimated fair value is amortized to interest expense using the effective interest method over the period used to estimate the fair value. FSP 14-1 was effective on January 1, 2009. Retrospective application was required for all periods presented in the financial statements for instruments that were outstanding during any periods presented in the financial statements. See Note 19 for additional information.

In April 2009, the FASB issued FSP FAS 107-1 and APB 28-1, Interim Disclosures about Fair Value of Financial Instruments ( FSP 107-1 ). FSP 107-1 amends SFAS No. 107 to require disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies in addition to the annual financial statements. FSP 107-1 also amends APB No. 28 to require those disclosures in summarized financial information at interim

reporting periods. FSP 107-1 is effective for interim periods ending after June 15, 2009. Prior period presentation is not required for comparative purposes at initial adoption. The adoption of FSP 107-1 did not have a material impact on our consolidated balance sheet or consolidated statement of income although additional disclosures will be necessary. See Note 15 for additional information.

**Table of Contents****HEALTH CARE REIT, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS Continued**

In May 2009, the FASB issued Statement of Financial Accounting Standards No. 165, Subsequent Events ( SFAS 165 ). FAS No. 165 establishes the accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. It requires the disclosure of the date through which an entity has evaluated subsequent events (either the date the financial statements were issued or the date they were available to be issued) and the basis for the selection of that date. See Note 18 for the related disclosures. The adoption of SFAS No. 165 in the second quarter of 2009 did not have a material impact on our financial statements.

We adopted FSP FAS No. 157-4, Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly ( FSP FAS No. 157-4 ) in the second quarter of 2009. FSP FAS No. 157-4 clarifies the methodology to be used to determine fair value when there is no active market or where the price inputs being used represent distressed sales. FSP FAS No. 157-4 also reaffirms the objective of fair value measurement, as stated in FAS No. 157, which is to reflect how much an asset would be sold for in an orderly transaction. It also reaffirms the need to use judgment to determine if a formerly active market has become inactive, as well as to determine fair values when markets have become inactive. The adoption of FSP FAS No. 157-4 did not have a material impact on our financial statements.

**3. Real Property Acquisitions and Development**

The following is a summary of our real property investment activity for the periods presented (in thousands):

	Six Months Ended					
	Investment Properties	June 30, 2009 Medical Office Buildings	Totals	Investment Properties	June 30, 2008 Medical Office Buildings	Totals
Real property acquisitions:						
Independent living/CCRCs	\$ 0		\$ 0	\$ 68,300		\$ 68,300
Assisted living facilities			0	45,490		45,490
Specialty care facilities			0	142,300		142,300
Medical office buildings		\$ 0	0		\$ 47,853	47,853
Land parcels			0	10,000		10,000
Total acquisitions	0	0	0	266,090	47,853	313,943
Less: Assumed debt			0		0	0
Assumed other assets (liabilities), net			0		(967)	(967)
Cash disbursed for acquisitions	0	0	0	266,090	46,886	312,976
Construction in progress additions:						
Independent living/CCRCs	99,055		99,055	112,345		112,345
Assisted living facilities	94,021		94,021	50,290		50,290
Skilled nursing facilities	15,935		15,935	8,736		8,736
Specialty care facilities	51,855		51,855	35,726		35,726
Medical office buildings		45,749	45,749		13,628	13,628

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Total construction in progress additions	260,866	45,749	306,615	207,097	13,628	220,725
Less: Capitalized interest	(17,603)	(3,288)	(20,891)	(9,794)	(436)	(10,230)
Cash disbursed for construction in progress	243,263	42,461	285,724	197,303	13,192	210,495
Capital improvements to existing properties	7,762	4,873	12,635	7,828	2,679	10,507
Total cash invested in real property	\$ 251,025	\$ 47,334	\$ 298,359	\$ 471,221	\$ 62,757	\$ 533,978

The following is a summary of the construction projects that were placed into service and began generating revenues during the periods presented:

	Six Months Ended					
	June 30, 2009			June 30, 2008		
	Investment Properties	Medical Office Buildings	Totals	Investment Properties	Medical Office Buildings	Totals
Development projects:						
Independent living/CCRCs	\$ 102,620		\$ 102,620	\$ 91,218		\$ 91,218
Assisted living facilities	94,870		94,870	14,516		14,516
Skilled nursing facilities	14,561		14,561			0
Specialty care facilities	0		0	35,151		35,151
Medical office buildings		\$ 0	0		\$ 0	0
Total development projects	212,051	0	212,051	140,885	0	140,885
Expansion projects	3,601		3,601	23,718		23,718
Total construction in progress conversions	\$ 215,652	\$ 0	\$ 215,652	\$ 164,603	\$ 0	\$ 164,603

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The following is a summary of our real estate intangibles as of the dates indicated (dollars in thousands):

	<b>June 30, 2009</b>	<b>December 31, 2008</b>
Assets:		
In place lease intangibles	\$ 81,500	\$ 81,500
Above market tenant leases	9,658	9,658
Below market ground leases	39,806	39,806
Lease commissions	2,516	2,360
Gross historical cost	133,480	133,324
Accumulated amortization	(37,591)	(31,452)
Net book value	\$ 95,889	\$ 101,872
Weighted-average amortization period in years	29.7	28.9
Liabilities:		
Below market tenant leases	\$ 25,265	\$ 25,265
Above market ground leases	3,419	3,419
Gross historical cost	28,684	28,684
Accumulated amortization	(10,664)	(8,671)
Net book value	\$ 18,020	\$ 20,013
Weighted-average amortization period in years	8.7	8.9

**5. Dispositions, Assets Held for Sale and Discontinued Operations**

At June 30, 2009, we had six skilled nursing facilities and 14 medical office buildings that satisfied the requirements of Statement of Financial Accounting Standards No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, for held for sale treatment. We did not recognize any impairment loss on these properties in 2009 as the fair value less estimated costs to sell exceeded our carrying values. During the year ended December 31, 2008, an impairment charge of \$32,648,000 was recorded to reduce the carrying value of the 14 medical office buildings to their estimated fair value less costs to sell. In determining the fair value of the medical office buildings, we used a combination of third party appraisals based on market comparable transactions, other market listings and asset quality as well as management calculations based on projected operating income and published capitalization rates. The following is a summary of our real property disposition activity for the periods presented (in thousands):

			Six Months Ended		
June 30, 2009			June 30, 2008		
Investment	Medical		Investment	Medical	
Properties	Office		Properties	Office	
	Buildings	Totals		Buildings	Totals

Real property  
dispositions:

## Independent

living/CCRCs	\$ 24,340		\$ 24,340	\$ 15,547		\$ 15,547
Assisted living facilities	20,537		20,537	105,244		105,244
Skilled nursing facilities	18,854		18,854	3,672		3,672
Specialty care facilities	40,841		40,841	0		0
Medical office buildings		\$ 0	0	0	\$ 0	0
Land parcels			0	73		73
 Total dispositions	 104,572	 0	 104,572	 124,536	 0	 124,536
Less: Gain/(loss) on sales of real property	27,713		27,713	118,194		118,194
Seller financing on sales of real property			0	(59,649)		(59,649)
 Proceeds from real property sales	 \$ 132,285	 \$ 0	 \$ 132,285	 \$ 183,081	 \$ 0	 \$ 183,081

In accordance with Statement No. 144, we have reclassified the income and expenses attributable to all properties sold and attributable to properties held for sale at June 30, 2009 to discontinued operations. Expenses include an allocation of interest expense based on property carrying values and our weighted average cost of debt. The following illustrates the reclassification impact of Statement No. 144 as a result of classifying properties as discontinued operations for the periods presented (in thousands):

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**HEALTH CARE REIT, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**      **Continued**

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Rental income	<b>\$ 3,586</b>	\$ 11,685	<b>\$ 8,822</b>	\$ 23,773
Expenses:				
Interest expense	<b>634</b>	2,820	<b>1,402</b>	5,632
Property operating expenses	<b>519</b>	678	<b>1,083</b>	1,333
Provision for depreciation	<b>1,123</b>	4,193	<b>2,760</b>	8,566
Income from discontinued operations, net	<b>\$ 1,310</b>	\$ 3,994	<b>\$ 3,577</b>	\$ 8,242

**6. Real Estate Loans Receivable**

All real estate loans receivable are in our investment property segment. The following is a summary of our real estate loan activity for the periods presented (in thousands):

	<b>Six Months Ended June 30, 2009</b>		<b>June 30, 2008</b>
Advances on real estate loans receivable:			
Investments in new loans	<b>\$ 1,921</b>	\$	117,763
Draws on existing loans	<b>35,125</b>		9,238
Total gross investments in real estate loans	<b>37,046</b>		127,001
Less: Seller financing on sales of real property	<b>0</b>		(59,649)
Net cash advances on real estate loans receivable	<b>37,046</b>		67,352
Receipts on real estate loans receivable:			
Loan payoffs	<b>18,440</b>		8,815
Principal payments on loans	<b>12,637</b>		4,586
Total principal receipts on real estate loans	<b>31,077</b>		13,401
Net cash advances (receipts) on real estate loans receivable	<b>\$ 5,969</b>	\$	53,951

**7. Customer Concentration**

At June 30, 2009, we had 64 investment property operators and over 800 medical office building tenants. The following table summarizes certain information about our customer concentration as of June 30, 2009 (dollars in thousands):

<b>Number of Properties</b>	<b>Total Investment</b>	<b>Percent of</b>
-------------------------------------	-----------------------------	-------------------

			<b>Investment (2)</b>
Concentration by investment (1):			
Senior Living Communities, LLC	10	\$ 385,455	6%
Signature Healthcare LLC	34	310,812	5%
Brookdale Senior Living, Inc.	86	305,329	5%
Emeritus Corporation	21	242,764	4%
Life Care Centers of America, Inc.	20	207,640	4%
Remaining portfolio	449	4,547,000	76%
Totals	620	\$ 5,999,000	100%

	<b>Number of Properties</b>	<b>Total Revenue (3)</b>	<b>Percent of Revenue (4)</b>
Concentration by revenue (1):			
Signature Healthcare LLC	34	\$ 20,068	7%
Brookdale Senior Living, Inc.	86	19,507	7%
Life Care Centers of America, Inc.	20	16,418	6%
Emeritus Corporation	21	14,776	5%
Merrill Gardens LLC	13	10,802	4%
Remaining portfolio	446	207,782	70%
Other income	n/a	2,721	1%
Totals	620	\$ 292,074	100%

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**HEALTH CARE REIT, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS    Continued**

- (1) All of our top five customers are in our investment properties segment.
- (2) Investments with our top five customers comprised 25% of total investments at December 31, 2008.
- (3) Revenues include gross revenues and revenues from discontinued operations for the six months ended June 30, 2009.
- (4) Revenues from our top five customers were 31% of total revenues for the six months ended June 30, 2008.

**8. Borrowings Under Line of Credit Arrangement and Related Items**

At June 30, 2009, we had an unsecured line of credit arrangement with a consortium of sixteen banks in the amount of \$1,150,000,000, which is scheduled to expire on August 5, 2011 (with the ability to extend for one year at our discretion if we are in compliance with all covenants). Borrowings under the agreement are subject to interest payable in periods no longer than three months at either the agent bank's prime rate of interest or the applicable margin over LIBOR interest rate, at our option (0.91% at June 30, 2009). The applicable margin is based on our ratings with Moody's Investors Service and Standard & Poor's Ratings Services and was 0.6% at June 30, 2009. In addition, we pay a facility fee annually to each bank based on the bank's commitment amount. The facility fee depends on our ratings with Moody's Investors Service and Standard & Poor's Ratings Services and was 0.15% at June 30, 2009. We also pay an annual agent's fee of \$50,000. Principal is due upon expiration of the agreement.

The following information relates to aggregate borrowings under the unsecured line of credit arrangement for the periods presented (dollars in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
Balance outstanding at quarter end	\$342,000	\$744,000	\$342,000	\$744,000
Maximum amount outstanding at any month end	\$342,000	\$744,000	\$559,000	\$744,000
Average amount outstanding (total of daily principal balances divided by days in period)	\$273,242	\$542,766	\$344,724	\$474,726
Weighted average interest rate (actual interest expense divided by average borrowings outstanding)	1.77%	3.54%	1.68%	4.05%

### 9. Senior Unsecured Notes and Secured Debt

We have \$1,811,590,000 of senior unsecured notes with annual interest rates ranging from 4.75% to 8.00%. The carrying amounts of the senior unsecured notes represent the par value of \$1,823,277,000 adjusted for any unamortized premiums or discounts and other basis adjustments related to hedging the debt with derivative instruments. See Note 10 for further discussion regarding derivative instruments. During the six months ended June 30, 2009, we extinguished \$21,723,000 of senior unsecured notes principal for \$19,796,000 and recognized debt extinguishment gains of \$1,678,000.

We have secured debt totaling \$543,842,000, collateralized by owned properties, with annual interest rates ranging from 4.89% to 8.08%. The carrying amounts of the secured debt represent the par value of \$545,658,000 adjusted for any unamortized fair value adjustments. The carrying values of the properties securing the debt totaled \$858,254,000 at June 30, 2009. During the six months ended June 30, 2009, we completed a \$133,071,000 first mortgage loan secured by 12 senior housing properties with multiple levels of service. The 10-year debt has a fixed interest rate of 6.10%. During the six months ended June 30, 2009, we extinguished \$20,928,000 of secured debt prior to maturity.

Our debt agreements contain various covenants, restrictions and events of default. Certain agreements require us to maintain certain financial ratios and minimum net worth and impose certain limits on our ability to incur indebtedness, create liens and make investments or acquisitions. As of June 30, 2009, we were in compliance with all of the covenants under our debt agreements.

At June 30, 2009, the annual principal payments due on these debt obligations are as follows (in thousands):

	Senior Unsecured Notes (1)	Secured Debt (1)	Totals
2009	\$ 0	\$ 4,699	\$ 4,699
2010	0	16,662	16,662
2011	0	53,954	53,954
2012	238,277	15,431	253,708
2013	300,000	64,052	364,052
Thereafter	1,285,000	390,860	1,675,860
Totals	\$ 1,823,277	\$ 545,658	\$ 2,368,935

(1) Amounts represent principal amounts due and do not include unamortized premiums/discounts or other fair value adjustments as

reflected on the  
balance sheet.

**Table of Contents****HEALTH CARE REIT, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS Continued****10. Derivative Instruments**

We are exposed to various market risks, including the potential loss arising from adverse changes in interest rates. We may elect to use financial derivative instruments to hedge interest rate exposure. These decisions are principally based on our policy to match our variable rate investments with comparable borrowings, but are also based on the general trend in interest rates at the applicable dates and our perception of the future volatility of interest rates. Derivatives are recorded at fair market value on the balance sheet as assets or liabilities.

On May 6, 2004, we entered into two interest rate swap agreements (the 2004 Swaps ) for a total notional amount of \$100,000,000 to hedge changes in fair value attributable to changes in the LIBOR swap rate of \$100,000,000 of fixed rate debt with a maturity date of November 15, 2013. The 2004 Swaps were treated as fair-value hedges for accounting purposes and we utilized the short-cut method to assess effectiveness. The 2004 Swaps were with highly rated counterparties in which we received a fixed rate of 6.0% and paid a variable rate based on six-month LIBOR plus a spread. On September 12, 2007, we terminated the 2004 Swaps and we received a \$2,125,000 cash settlement. The unamortized amount of this settlement at June 30, 2009 was \$1,465,000 (\$1,634,000 at December 31, 2008) and is recorded as an adjustment to the hedged item. This amount will be amortized to interest expense over the life of the hedged debt using the effective interest method. For the three and six months ended June 30, 2009, \$84,000 and \$169,000 of amortization was recognized as a reduction to senior unsecured notes interest expense, respectively. For the three and six months ended June 30, 2008, \$84,000 and \$169,000 of amortization was recognized as a reduction to senior unsecured notes interest expense, respectively.

On July 2, 2007, we entered into two forward-starting interest rate swaps (the July 2007 Swaps ), with an aggregate notional amount of \$200,000,000, that were designated as cash flow hedges of the variability in forecasted interest payments attributable to changes in the LIBOR swap rate, on long-term fixed rate debt forecasted to be issued in 2007. The July 2007 Swaps had the economic effect of fixing \$200,000,000 of our debt at 4.913% for five years. The July 2007 Swaps were settled on July 17, 2007, which was the date that the forecasted debt was priced. The cash settlement value of these contracts at July 17, 2007 was \$733,000. This amount represented the effective portion of the hedges as there was no hedge ineffectiveness. Therefore, the \$733,000 settlement value was deferred in accumulated other comprehensive income ( AOCI ) and will be amortized to interest expense using the effective interest method. The unamortized amount of AOCI related to these contracts at June 30, 2009 is \$448,000 (\$521,000 at December 31, 2008). For the three and six months ended June 30, 2009, we reclassified \$37,000 and \$74,000, respectively, out of AOCI as a reduction of interest expense. For the three and six months ended June 30, 2008, we reclassified \$37,000 and \$74,000, respectively, out of AOCI as a reduction of interest expense.

On September 12, 2007, we entered into two forward-starting interest rate swaps (the September 2007 Swaps ) for a total notional amount of \$250,000,000 to hedge 10 years of interest payments associated with a long-term borrowing that was expected to occur in 2008. The September 2007 Swaps each had an effective date of September 12, 2008 and a maturity date of September 12, 2018. We expected to settle the 2007 Swaps when the debt was to be priced. The September 2007 Swaps were to have the economic effect of fixing \$250,000,000 of our future debt at 4.469% plus a credit spread for 10 years. The September 2007 Swaps had been designated as cash flow hedges and we originally expected the 2007 Swaps to be highly effective at offsetting changes in cash flows of interest payments on \$250,000,000 of our future debt due to changes in the LIBOR swap rate. Therefore, effective changes in the fair value of the September 2007 Swaps were recorded in AOCI and were to be reclassified to interest expense when the hedged forecasted transactions affected earnings (as interest payments would have been made on the expected debt issuance). The ineffective portion of the changes in fair value was to be recorded directly in earnings. However, during the year ended December 31, 2008, as a result of the severe dislocation in the credit markets, we terminated plans to issue debt and also terminated the September 2007 Swaps for \$23,393,000. Amounts previously recorded in AOCI were reclassified to realized loss on derivatives resulting in \$23,393,000 of expense as the forecasted transaction was no longer probable to occur.

The valuation of derivative instruments requires us to make estimates and judgments that affect the fair value of the instruments. Fair values for our derivatives are estimated by a third party consultant, which utilizes pricing models

that consider forward yield curves and discount rates. Such amounts and the recognition of such amounts are subject to significant estimates that may change in the future.

**11. Commitments and Contingencies**

We have an outstanding letter of credit issued for the benefit of certain insurance companies that provide workers compensation insurance to one of our tenants. Our obligation to provide the letter of credit terminates in 2009. At June 30, 2009, our obligation under the letter of credit was \$2,450,000.

**Table of Contents****HEALTH CARE REIT, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS Continued**

We have an outstanding letter of credit issued for the benefit of certain insurance companies that provide liability and property insurance to one of our tenants. Our obligation to provide the letter of credit terminates in 2013. At June 30, 2009, our obligation under the letter of credit was \$1,000,000.

We have an outstanding letter of credit issued for the benefit of a village in Illinois that secures the completion and installation of certain public improvements by one of our tenants in connection with the development of a property. Our obligation to provide the letter of credit terminates in 2010. At June 30, 2009, our obligation under the letter of credit was \$129,057.

We have an outstanding letter of credit issued for the benefit of a municipality in Pennsylvania in connection with the completion and installation of certain property improvements by one of our subsidiaries. The improvements are expected to be completed in 2009. At June 30, 2009, our obligation under the letter of credit was \$485,810.

We have an outstanding letter of credit issued for the benefit of a lender as additional credit support for a secured loan of a medical office building. Our obligation to provide the letter of credit terminates when the building's occupancy thresholds are met with qualified leases. At June 30, 2009, our obligation under the letter of credit was \$475,000.

At June 30, 2009, we had outstanding construction financings of \$730,381,000 for leased properties and were committed to providing additional financing of approximately \$458,811,000 to complete construction. At June 30, 2009, we had contingent purchase obligations totaling \$3,503,000. These contingent purchase obligations primarily relate to deferred acquisition fundings and capital improvements. Deferred acquisition fundings are contingent upon an operator satisfying certain conditions such as payment coverage and value tests. Rents due from the tenant are increased to reflect the additional investment in the property.

At June 30, 2009, we had operating lease obligations of \$161,928,000 relating to certain ground leases and company office space. We incurred rental expense relating to our company office space of \$300,000 and \$597,000 for the three and six months ended June 30, 2009, respectively, as compared to \$267,000 and \$544,000 for the same periods in 2008. Regarding the ground leases, we have sublease agreements with certain of our operators that require the operators to reimburse us for our monthly operating lease obligations. At June 30, 2009, aggregate future minimum rentals to be received under these noncancelable subleases totaled \$30,112,000.

At June 30, 2009, future minimum lease payments due under operating leases are as follows (in thousands):

2009	\$ 2,077
2010	4,129
2011	4,235
2012	3,916
2013	3,927
Thereafter	143,644
Totals	\$ 161,928

**12. Stockholders Equity**

*Preferred Stock.* During the six months ended June 30, 2009, certain holders of our Series E Cumulative Convertible Preferred Stock converted 609 shares into 466 shares of our common stock, leaving 74,380 of such shares outstanding at June 30, 2009. During the six months ended June 30, 2009, certain holders of our Series G Cumulative Convertible Preferred Stock converted 40,600 shares into 29,056 shares of our common stock, leaving 400,713 of such shares outstanding at June 30, 2009.

Table of Contents**HEALTH CARE REIT, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS Continued**

*Common Stock.* The following is a summary of our common stock issuances during the six months ended June 30, 2009 and 2008 (dollars in thousands, except per share amounts):

	Shares Issued	Average Price	Gross Proceeds	Net Proceeds
March 2008 public issuance	3,000,000	\$ 41.44	\$ 124,320	\$ 118,555
2008 Dividend reinvestment plan issuances	812,815	43.63	35,461	35,461
2008 Option exercises	103,607	29.71	3,078	3,078
2008 Totals	3,916,422		\$ 162,859	\$ 157,094
February 2009 public issuance	5,816,870	\$ 36.85	\$ 214,352	\$ 210,880
2009 Equity shelf plan issuances	400,000	36.05	14,420	13,723
2009 Dividend reinvestment plan issuances	741,282	33.18	24,593	24,593
2009 Totals	6,958,152		\$ 253,365	\$ 249,196

On February 20, 2009, we paid a dividend of \$0.68 per share to stockholders of record on January 31, 2009. These dividends related to the period from October 1, 2008 through December 31, 2008. On May 20, 2009, we paid a dividend of \$0.68 per share to stockholders of record on May 11, 2009. These dividends related to the period from January 1, 2009 to March 31, 2009.

*Comprehensive Income*

The following is a summary of accumulated other comprehensive income as of the dates indicated (in thousands):

	June 30, 2009	December 31, 2008
Fair value of cash flow hedges	\$ 555	\$ 635
Unrecognized gains (losses) on equity investments	(861)	(1,038)
Unrecognized actuarial gains (losses)	(710)	(710)
Totals	\$ (1,016)	\$ (1,113)

The following is a summary of comprehensive income for the periods indicated (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
Cash flow hedge activity	\$ (41)	\$ 10,277	\$ (81)	\$ (576)
Unrecognized losses (gains) on equity investments	373	(349)	178	(589)
Total other comprehensive income	332	9,928	97	(1,165)
Net income attributable to controlling interests	64,756	161,194	131,398	196,589
Comprehensive income attributable to controlling interests	65,088	171,122	131,495	195,424
	3	65	5	127

Net and comprehensive income attributable to  
noncontrolling interests

Total comprehensive income	<b>\$ 65,091</b>	\$ 171,187	<b>\$ 131,500</b>	\$ 195,551
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*Other Equity*

Other equity consists of accumulated option compensation expense which represents the amount of amortized compensation costs related to stock options awarded to employees and directors subsequent to January 1, 2003. Expense, which is recognized as the options vest based on the market value at the date of the award, totaled \$182,000 and \$1,264,000 for the three and six months ended June 30, 2009, respectively, as compared to \$237,000 and \$934,000 for the same periods in 2008.

Table of Contents**HEALTH CARE REIT, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS Continued****13. Stock Incentive Plans**

Our 2005 Long-Term Incentive Plan, as amended and restated effective May 7, 2009, authorizes up to 6,200,000 shares of common stock to be issued at the discretion of the Compensation Committee of the Board of Directors. The 2005 Plan replaced the 1995 Stock Incentive Plan and the Stock Plan for Non-Employee Directors. The options granted to officers and key employees under the 1995 Plan continue to vest through 2010 and expire ten years from the date of grant. Our non-employee directors, officers and key employees are eligible to participate in the 2005 Plan. The 2005 Plan allows for the issuance of, among other things, stock options, restricted stock, deferred stock units and dividend equivalent rights. Vesting periods for options, deferred stock units and restricted shares generally range from three years for non-employee directors to five years for officers and key employees. Options expire ten years from the date of grant.

*Valuation Assumptions*

The fair value of each option grant is estimated on the date of grant using the Black-Scholes-Merton option pricing model with the following weighted-average assumptions:

	<b>Six Months Ended June 30, 2009</b>	<b>Six Months Ended June 30, 2008</b>
Dividend yield (1)	<b>7.35%</b>	6.47%
Expected volatility	<b>29.36%</b>	20.52%
Risk-free interest rate	<b>2.33%</b>	3.42%
Expected life (in years)	<b>7.0</b>	6.5
Weighted-average fair value (1)	<b>\$ 4.38</b>	\$ 6.25

(1) Certain options granted to employees in 2008 include dividend equivalent rights ( DERs ). The fair value of options with DERs also includes the net present value of projected future dividend payments over the expected life of the option discounted at the dividend yield rate.

The dividend yield represented the dividend yield of our common stock on the dates of grant. Our computation of expected volatility was based on historical volatility. The risk-free interest rates used were the 7-year U.S. Treasury Notes yield on the date of grant. The expected life was based on historical experience of similar awards, giving consideration to the contractual terms, vesting schedules and expectations regarding future employee behavior.

*Option Award Activity*

The following table summarizes information about stock option activity for the six months ended June 30, 2009:

	<b>Number of Shares (000 s)</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Remaining Contract Life (years)</b>	<b>Aggregate Intrinsic Value (\$000 s)</b>
<b>Stock Options</b>				
Options at beginning of year	817	\$ 38.29	8.2	
Options granted	366	37.00		
Options terminated	(5)	40.57		
Options at end of period	1,178	\$ 37.88	8.1	\$ 709
Options exercisable at end of period	503	\$ 36.68	6.5	\$ 709
Weighted average fair value of options granted during the period		\$ 4.38		

The aggregate intrinsic value is calculated as the difference between the exercise price of the underlying options and the quoted price of our common stock for the options that were in-the-money at June 30, 2009. There were no option exercises during the six months ended June 30, 2009. During the six months ended June 30, 2008, the aggregate intrinsic value of options exercised under our stock incentive plans was \$1,755,000 (determined as of the date of option exercise). Cash received from option exercises under our stock incentive plans for the six months ended June 30, 2008 was \$3,078,000.

Table of Contents**HEALTH CARE REIT, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS Continued**

As of June 30, 2009, there was approximately \$2,243,000 of total unrecognized compensation cost related to unvested stock options granted under our stock incentive plans. That cost is expected to be recognized over a weighted average period of four years. As of June 30, 2009, there was approximately \$8,275,000 of total unrecognized compensation cost related to unvested restricted stock granted under our stock incentive plans. That cost is expected to be recognized over a weighted average period of three years.

The following table summarizes information about non-vested stock incentive awards as of June 30, 2009 and changes for the six months ended June 30, 2009:

	<b>Stock Options</b>		<b>Restricted Stock</b>	
	<b>Number of Shares (000 s)</b>	<b>Weighted Average Grant Date Fair Value</b>	<b>Number of Shares (000 s)</b>	<b>Weighted Average Grant Date Fair Value</b>
Non-vested at December 31, 2008	534	\$ 6.98	443	\$ 41.95
Vested	(220)	7.41	(193)	41.51
Granted	366	4.38	160	37.07
Terminated	(5)	6.14	(2)	40.65
Non-vested at June 30, 2009	675	\$ 5.44	408	\$ 40.26

**14. Earnings Per Share**

The following table sets forth the computation of basic and diluted earnings per share (in thousands, except per share data):

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Numerator for basic and diluted earnings per share net income attributable to common stockholders	<b>\$ 59,240</b>	\$ 155,410	<b>\$ 120,359</b>	\$ 184,658
Denominator for basic earnings per share weighted average shares	<b>110,864</b>	89,294	<b>109,548</b>	87,698
Effect of dilutive securities:				
Employee stock options	<b>0</b>	104	<b>0</b>	70
Non-vested restricted shares	<b>408</b>	455	<b>408</b>	455
Dilutive potential common shares	<b>408</b>	559	<b>408</b>	525
Denominator for diluted earnings per share adjusted weighted average shares	<b>111,272</b>	89,853	<b>109,956</b>	88,223
Basic earnings per share	<b>\$ 0.53</b>	\$ 1.74	<b>\$ 1.10</b>	\$ 2.11
Diluted earnings per share	<b>\$ 0.53</b>	\$ 1.73	<b>\$ 1.09</b>	\$ 2.09

The diluted earnings per share calculation excludes the dilutive effect of 1,100,000 stock options for the three and six months ended June 30, 2009 because the exercise prices were greater than the average market price. The diluted earnings per share calculation excludes the dilutive effect of 0 and 121,000 stock options for the three and six months ended June 30, 2008, respectively, because the exercise prices were greater than the average market price. The Series E Cumulative Convertible and Redeemable Preferred Stock, the Series G Cumulative Convertible Preferred Stock, the \$340,000,000 senior unsecured convertible notes due December 2026 and the \$395,000,000 senior unsecured convertible notes due July 2027 were not included in these calculations as the effect of the conversions into common stock was anti-dilutive for the relevant periods presented.

We adopted FASB Staff Position No. EITF 03-6-1, Determining Whether Instruments Granted in Share-Based Payment Transactions are Participating Securities ( EITF 03-6-1 ), effective January 1, 2009, which required retrospective application. EITF 03-6-1 clarifies that instruments granted in share-based payment transactions that are considered to be participating securities prior to vesting should be included in the earnings allocation under the two-class method of calculating earnings per share. We determined that our restricted shares granted under our long-term incentive plans are participating securities because the restricted shares participate in non-forfeitable dividends prior to vesting. Applying EITF 03-6-1 did not have an impact on previously reported amounts for any period presented.

**Table of Contents****HEALTH CARE REIT, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS Continued****15. Disclosure about Fair Value of Financial Instruments**

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value.

*Mortgage Loans and Other Real Estate Loans Receivable* The fair value of mortgage loans and other real estate loans receivable is generally estimated by discounting the estimated future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities.

*Cash and Cash Equivalents* The carrying amount approximates fair value.

*Equity Investments* Equity investments are recorded at their fair market value.

*Borrowings Under Unsecured Lines of Credit Arrangements* The carrying amount of the unsecured line of credit arrangement approximates fair value because the borrowings are interest rate adjustable.

*Senior Unsecured Notes* The fair value of the senior unsecured notes payable was estimated based on publicly available trading prices.

*Secured Debt* The fair value of all secured debt is estimated by discounting the estimated future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities.

The carrying amounts and estimated fair values of our financial instruments are as follows (in thousands):

	<b>June 30, 2009</b>		<b>December 31, 2008</b>	
	<b>Carrying Amount</b>	<b>Fair Value</b>	<b>Carrying Amount</b>	<b>Fair Value</b>
Financial Assets:				
Mortgage loans receivable	\$ 124,812	\$ 127,541	\$ 137,292	\$ 143,285
Other real estate loans receivable	364,044	364,671	345,593	302,584
Equity investments	2,531	2,531	1,030	1,030
Cash and cash equivalents	79,505	79,505	23,370	23,370
Financial Liabilities:				
Borrowings under unsecured lines of credit arrangements	\$ 342,000	\$ 342,000	\$ 570,000	\$ 570,000
Senior unsecured notes	1,823,277	1,718,132	1,847,247	1,605,770
Secured debt	545,658	550,347	446,525	452,262

In September 2006, the Financial Accounting Standards Board ( FASB ) issued Statement of Financial Accounting Standards No. 157, Fair Value Measurements ( SFAS 157 ). SFAS 157 introduces a framework for measuring fair value and expands required disclosure about fair value measurements of assets and liabilities. SFAS 157 for financial assets and liabilities is effective for fiscal years beginning after November 15, 2007, and was adopted as the standard for those assets and liabilities as of January 1, 2008. The impact of adoption was not significant. SFAS 157 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. SFAS 157 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Interest rate swap agreements are valued using models that assume a hypothetical transaction to sell the asset or transfer the liability in the principal market for the asset or liability based on market data derived from interest rates and yield curves observable at commonly quoted intervals,

volatilities, prepayment timing, loss severities, credit risks and default rates.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

**Table of Contents****HEALTH CARE REIT, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS Continued**

The market approach is utilized to measure fair value for our financial assets and liabilities. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.

	<b>Fair Value Measurements as of June 30, 2009</b>			
	<b>Total</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
Equity investments (1)	\$ 739	\$ 739	\$ 0	\$ 0
Totals	\$ 739	\$ 739	\$ 0	\$ 0

(1) Unrealized gains or losses on equity investments are recorded in accumulated other comprehensive income (loss) at each measurement date.

**16. Segment Reporting**

We invest in senior housing and health care real estate. We evaluate our business and make resource allocations on our two business segments investment properties and medical office buildings. Under the investment property segment, we invest in senior housing and health care real estate through acquisition and financing of primarily single tenant properties. Properties acquired are primarily leased under triple-net leases and we are not involved in the management of the property. Our primary investment property types include skilled nursing facilities, assisted living facilities, independent living/continuing care retirement communities and specialty care facilities. Under the medical office building segment, our properties are typically leased to multiple tenants and generally require a certain level of property management. The accounting policies of the segments are the same as those described in the summary of significant accounting policies (see Note 1 to the financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2008). There are no intersegment sales or transfers. We evaluate performance based upon net operating income of the combined properties in each segment. Non-segment revenue consists mainly of interest income on non-real estate investments and other income. Non-segment assets consist of corporate assets including cash, deferred loan expenses and corporate office equipment among others. Non-property specific revenues and expenses are not allocated to individual segments in determining net operating income. Summary information for the reportable segments during the three months ended June 30, 2009 and 2008 is as follows (in thousands):

	<b>Rental</b>	<b>Interest</b>	<b>Other</b>	<b>Total</b>	<b>Property</b>	<b>Net</b>	<b>Real</b>	<b>Interest</b>	<b>Total</b>
	<b>Income</b>	<b>Income</b>	<b>Income</b>	<b>Revenues</b>	<b>Operating</b>	<b>Operating</b>	<b>Estate</b>	<b>Expense</b>	<b>Assets</b>
	<b>(1)</b>	<b>Income</b>	<b>Income</b>	<b>(1)</b>	<b>Expenses</b>	<b>Income</b>	<b>Depreciation</b>	<b>Expense</b>	
					<b>(1)</b>	<b>(2)</b>	<b>(1)</b>	<b>(1)</b>	

Three months ended  
June 30, 2009:

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Investment Properties	\$ 101,284	\$ 10,158	\$ 640	\$ 112,082		\$ 112,082	\$ 28,818	\$ 2,913	\$ 4,677,894
Medical Office									
Buildings	32,593		234	32,827	\$ 12,044	20,783	11,913	5,238	1,439,277
Non-segment/Corporate			363	363		363		19,181	130,488
	\$ 133,877	\$ 10,158	\$ 1,237	\$ 145,272	\$ 12,044	\$ 133,228	\$ 40,731	\$ 27,332	\$ 6,247,659

Three months ended

June 30, 2008:

Investment Properties	\$ 96,807	\$ 9,175	\$ 1,533	\$ 107,515		\$ 107,515	\$ 27,068	\$ 1,675	\$ 4,419,000
Medical Office									
Buildings	33,003		237	33,240	\$ 11,375	21,865	12,562	5,394	1,313,505
Non-segment/Corporate			115	115		115		29,086	72,509
	\$ 129,810	\$ 9,175	\$ 1,885	\$ 140,870	\$ 11,375	\$ 129,495	\$ 39,630	\$ 36,155	\$ 5,805,014

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**HEALTH CARE REIT, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**    **Continued**

	<b>Rental Income (1)</b>	<b>Interest Income</b>	<b>Other Income</b>	<b>Total Revenues (1)</b>	<b>Property Operating Expenses (1)</b>	<b>Net Operating Income (2)</b>	<b>Real Estate Depreciation Amortization (1)</b>	<b>Interest Expense (1)</b>	<b>Total Assets</b>
Six months ended June 30, 2009:									
Investment Properties	\$ 203,396	\$ 20,111	\$ 1,534	\$ 225,041		\$ 225,041	\$ 58,102	\$ 4,557	\$ 4,677,894
Medical Office Buildings	65,846		447	66,293	\$ 24,026	42,267	23,955	10,451	1,439,277
Non-segment/Corporate			740	740		740		40,335	130,488
	\$ 269,242	\$ 20,111	\$ 2,721	\$ 292,074	\$ 24,026	\$ 268,048	\$ 82,057	\$ 55,343	\$ 6,247,659
Six months ended June 30, 2008:									
Investment Properties	\$ 188,740	\$ 18,267	\$ 2,829	\$ 209,836		\$ 209,836	\$ 53,477	\$ 3,649	\$ 4,419,000
Medical Office Buildings	66,236		447	66,683	\$ 22,742	43,941	25,726	11,055	1,313,505
Non-segment/Corporate			325	325		325		58,772	72,509
	\$ 254,976	\$ 18,267	\$ 3,601	\$ 276,844	\$ 22,742	\$ 254,102	\$ 79,203	\$ 73,476	\$ 5,805,014

- (1) Includes amounts from discontinued operations.
- (2) Net operating income ( NOI ) is used to evaluate the operating performance of our properties. We define NOI as total revenues, including tenant reimbursements, less property level operating expenses, which exclude depreciation and amortization,

general and administrative expenses, impairments and interest expense. We believe NOI provides investors relevant and useful information because it measures the operating performance of our properties at the property level on an unleveraged basis. We use NOI to make decisions about resource allocations and to assess the property level performance of our properties.

## 17. Supplemental Cash Flow Information

	Six Months Ended June 30,	
	2009	2008
	(In thousands)	
Supplemental cash flow information:		
Interest paid	\$71,188	\$79,388
Income taxes paid	384	1,568
Supplemental schedule of non-cash activities:		
Assets and liabilities assumed from real property acquisitions:		
Secured debt	\$ 0	\$ 0
Other liabilities	0	967
Other assets	0	0

## 18. Subsequent Events

We have evaluated subsequent events for recognition or disclosure through the time we filed this Form 10-Q with the SEC on August 6, 2009 and noted only the following event requiring disclosure.

*Secured Debt.* On August 6, 2009, we entered into a commitment with KeyBank Capital Markets, Inc. ( KeyBank ) for a \$52 million first mortgage loan secured by nine senior housing properties. This loan matures in seven years and has a variable interest rate. In connection with the completion of the loan, we plan to enter into an interest rate swap for a total notional amount of \$52 million with a term of seven years. KeyBank intends to sell the loan to Freddie Mac after the closing. This debt is the second in a series of loans with KeyBank and Freddie Mac. In April 2009, we closed

on a 10-year, \$133 million first mortgage loan secured by 12 senior housing properties.

**Table of Contents****HEALTH CARE REIT, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS Continued****19. Retrospective Application of New Accounting Standards**

We adopted FASB Statement No. 160, Noncontrolling Interests in Consolidated Financial Statements ( SFAS 160 ) and FASB Staff Position No. APB 14-1, Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement) ( FSP 14-1 ), effective January 1, 2009, each of which required retrospective application. SFAS 160 changed the accounting and reporting for minority interests, which have been re-characterized as non-controlling interests and classified as a component of equity. FSP 14-1 provides guidance on accounting for convertible debt that may be settled in cash upon conversion. It requires bifurcation of the convertible debt instrument into a debt component and an equity component. The value of the debt component is based upon the estimated fair value of a similar debt instrument without the conversion feature. The difference between the contractual principal on the debt and the value allocated to the debt is recorded as an equity component and represents the conversion feature of the instrument. The excess of the contractual principal amount of the debt over its estimated fair value is amortized to interest expense using the effective interest method over the period used to estimate the fair value. The following tables illustrate the retrospective restatement of our previously reported consolidated balance sheet amounts to reflect the application of SFAS 160 and FSP 14-1 for the periods indicated (in thousands):

	<b>As of December 31, 2008</b>			
	<b>As Previously Reported</b>	<b>FSP 14-1 Adjustment</b>	<b>SFAS 160 Adjustment</b>	<b>As Adjusted</b>
<b>Liabilities:</b>				
Borrowings under unsecured lines of credit arrangements	\$ 570,000			\$ 570,000
Senior unsecured notes	1,847,247	\$ (16,096)		1,831,151
Secured debt	446,525			446,525
Accrued expenses and other liabilities	107,157			107,157
<b>Total liabilities</b>	<b>2,970,929</b>	<b>(16,096)</b>	<b>\$ 0</b>	<b>2,954,833</b>
Minority interests	10,603		(10,603)	0
<b>Equity:</b>				
Preferred stock, \$1.00 par value	289,929			289,929
Common stock, \$1.00 par value	104,635			104,635
Capital in excess of par value	3,180,628	24,062		3,204,690
Treasury stock	(5,145)			(5,145)
Cumulative net income	1,362,366	(7,966)		1,354,400
Cumulative dividends	(1,723,819)			(1,723,819)
Accumulated other comprehensive income	(1,113)			(1,113)
Other equity	4,105			4,105
<b>Total Health Care REIT, Inc. stockholders equity</b>	<b>3,211,586</b>	<b>16,096</b>	<b>0</b>	<b>3,227,682</b>
Noncontrolling interests	0		10,603	10,603
<b>Total equity</b>	<b>3,211,586</b>	<b>16,096</b>	<b>10,603</b>	<b>3,238,285</b>
<b>Total liabilities and equity</b>	<b>\$ 6,193,118</b>	<b>\$ 0</b>	<b>\$ 0</b>	<b>\$ 6,193,118</b>



**Table of Contents****HEALTH CARE REIT, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS Continued**

The following tables illustrate the retrospective restatement of our previously reported consolidated statements of income amounts to reflect the application of SFAS 160 and FSP 14-1 as well as the SFAS 144 discontinued operation reclassifications for the periods indicated (amounts in thousands, except per share amounts):

**Three Months Ended June 30, 2008**

	As Previously Reported	FSP 14-1 Adjustment	SFAS 160 Adjustment	SFAS 144 Adjustment	As Adjusted
<b>Revenues:</b>					
Rental income	\$ 124,828	\$ 0	\$ 0	\$ (6,703)	\$ 118,125
Interest income	9,175				9,175
Other income	1,885				1,885
	135,888	0	0	(6,703)	129,185
<b>Expenses:</b>					
Interest and loan expenses	33,701	1,203		(1,569)	33,335
Property operating expenses	11,375			(678)	10,697
Depreciation and amortization	38,475			(3,038)	35,437
General and administrative	10,575				10,575
Loss (gain) on extinguishment of debt	0				0
	94,126	1,203	0	(5,285)	90,044
Income from continuing operations before income taxes and minority interests	41,762	(1,203)	0	(1,418)	39,141
Income tax (expense) benefit	(44)				(44)
Income before minority interests	41,718	(1,203)	0	(1,418)	39,097
Minority interests	(65)		65		0
Income from continuing operations	41,653	(1,203)	65	(1,418)	39,097
Discontinued operations:					
Gain (loss) on sales of properties	118,168				118,168
Income from discontinued operations, net	2,576			1,418	3,994
	120,744	0	0	1,418	122,162
Net income	162,397	(1,203)	65	0	161,259
Less: Preferred stock dividends	5,784				5,784
Net income attributable to noncontrolling interests	0		65		65
Net income attributable to common stockholders	\$ 156,613	\$ (1,203)	\$ 0	\$ 0	\$ 155,410

Average number of common shares  
outstanding:

Basic	89,294	89,294	89,294	89,294	89,294
Diluted	89,853	89,853	89,853	89,853	89,853

Earnings per share:

Basic:

Income from continuing operations attributable to common stockholders	\$ 0.40	\$ (0.01)	\$ 0.00	\$ (0.02)	\$ 0.37
Discontinued operations, net	1.35	0.00	0.00	0.02	1.37

Net income attributable to common stockholders	\$ 1.75	\$ (0.01)	\$ 0.00	\$ 0.00	\$ 1.74
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Diluted:

Income from continuing operations attributable to common stockholders	\$ 0.40	\$ (0.01)	\$ 0.00	\$ (0.02)	\$ 0.37
Discontinued operations, net	1.34	0.00	0.00	0.02	1.36

Net income attributable to common stockholders	\$ 1.74	\$ (0.01)	\$ 0.00	\$ 0.00	\$ 1.73
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**HEALTH CARE REIT, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**    **Continued**

**Six Months Ended June 30, 2008**

	As Previously Reported	FSP 14-1 Adjustment	SFAS 160 Adjustment	SFAS 144 Adjustment	As Adjusted
Revenues:					
Rental income	\$ 244,868	\$ 0	\$ 0	\$ (13,665)	\$ 231,203
Interest income	18,267				18,267
Other income	3,601				3,601
	266,736	0	0	(13,665)	253,071
Expenses:					
Interest expense	68,567	2,407		(3,130)	67,844
Property operating expenses	22,742			(1,333)	21,409
Depreciation and amortization	76,874			(6,237)	70,637
General and administrative	22,904				22,904
Loss (gain) on extinguishment of debt	(1,326)				(1,326)
	189,761	2,407	0	(10,700)	181,468
Income from continuing operations before income taxes and minority interests	76,975	(2,407)	0	(2,965)	71,603
Income tax (expense) benefit	(1,323)				(1,323)
Income before minority interests	75,652	(2,407)	0	(2,965)	70,280
Minority interests	(127)		127		0
Income from continuing operations	75,525	(2,407)	127	(2,965)	70,280
Discontinued operations:					
Gain (loss) on sales of properties	118,194				118,194
Income from discontinued operations, net	5,277			2,965	8,242
	123,471	0	0	2,965	126,436
Net income	198,996	(2,407)	127	0	196,716
Less: Preferred stock dividends	11,931				11,931
Net income attributable to noncontrolling interests	0		127		127
Net income attributable to common stockholders	\$ 187,065	\$ (2,407)	\$ 0	\$ 0	\$ 184,658

Average number of common shares  
outstanding:

Basic	87,698	87,698	87,698	87,698	87,698
Diluted	88,223	88,223	88,223	88,223	88,223

Earnings per share:

Basic:

Income from continuing operations attributable to common stockholders	\$ 0.73	\$ (0.03)	\$ 0.00	\$ (0.03)	\$ 0.66
Discontinued operations, net	1.41	0.00	0.00	0.03	1.44

Net income attributable to common stockholders	\$ 2.13	\$ (0.03)	\$ 0.00	\$ 0.00	\$ 2.11
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Diluted:

Income from continuing operations attributable to common stockholders	\$ 0.72	\$ (0.03)	\$ 0.00	\$ (0.03)	\$ 0.66
Discontinued operations, net	1.40	0.00	0.00	0.03	1.43

Net income attributable to common stockholders	\$ 2.12	\$ (0.03)	\$ 0.00	\$ 0.00	\$ 2.09
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**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion and analysis is based primarily on the consolidated financial statements of Health Care REIT, Inc. for the periods presented and should be read together with the notes thereto contained in this Quarterly Report on Form 10-Q. Other important factors are identified in our Annual Report on Form 10-K for the year ended December 31, 2008, as updated by our Current Report on Form 8-K filed May 7, 2009, including factors identified under the headings Business, Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations.

**Executive Summary*****Company Overview***

Health Care REIT, Inc. is an equity real estate investment trust ( REIT ) that invests in senior housing and health care real estate. Founded in 1970, we were the first REIT to invest exclusively in health care facilities. The following table summarizes our portfolio as of June 30, 2009:

Type of Property	Investments (in thousands)	Percentage of Investments	Number of Properties	# Beds/Units or Sq. Ft.	Investment per metric (1)	States
Independent living/CCRCs	\$ 1,157,784	19.2%	61	7,156 units	\$ 173,994 per unit	20
Assisted living facilities	1,257,232	21.0%	179	11,022 units	120,253 per unit	30
Skilled nursing facilities	1,569,326	26.2%	223	30,223 beds	52,204 per bed	26
Specialty care facilities	609,628	10.2%	28	1,629 beds	505,199 per bed	13
Medical office buildings	1,405,030	23.4%	129	5,667,620 sq. ft.	262 per sq. ft.	23
Totals	\$ 5,999,000	100.0%	620			

(1) Investment per metric was computed by using the total committed investment amount of \$6,457,811,000, which includes net real estate investments and unfunded construction commitments for which initial funding has commenced which amounted

to  
\$5,999,000,000  
and  
\$458,811,000,  
respectively.

***Health Care Industry***

The demand for health care services, and consequently health care properties, is projected to reach unprecedented levels in the near future. The Centers for Medicare and Medicaid Services projects that national health expenditures will rise to \$3.8 trillion in 2015 or 18.8% of gross domestic product ( GDP ). This is up from \$2 trillion or 15.9% of GDP in 2005. Health expenditures per capita are projected to rise 5.8% per year from 2005 to 2015. While demographics are the primary driver of demand, economic conditions and availability of services contribute to health care service utilization rates. We believe the health care property market is less susceptible to fluctuations and economic downturns relative to other property sectors. Investor interest in the market remains strong, especially in specific sectors such as medical office buildings, regardless of the current stringent lending environment. As a REIT, we believe we are situated to benefit from any turbulence in the capital markets due to our access to capital.

The total U.S. population is projected to increase by 19% through 2030. The elderly are an important component of health care utilization, especially independent living services, assisted living services, skilled nursing services, inpatient and outpatient hospital services and physician ambulatory care. The elderly population aged 65 and over is projected to increase by 81% through 2030. Most health care services are provided within a health care facility such as a hospital, a physician's office or a senior housing facility. Therefore, we believe there will be continued demand for companies such as ours with expertise in health care real estate.

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The following chart illustrates the projected increase in the elderly population aged 65 and over:

Source: U.S. Census Bureau

Health care real estate investment opportunities tend to increase as demand for health care services increases. We recognize the need for health care real estate as it correlates to health care service demand. Health care providers require real estate to house their businesses and expand their services. We believe that investment opportunities in health care real estate will continue to be present due to the:

Specialized nature of the industry which enhances the credibility and experience of our company;

Projected population growth combined with stable or increasing health care utilization rates which ensures demand; and

On-going merger and acquisition activity.

### ***Economic Outlook***

Beginning in late 2007 and throughout 2008, the U.S. and global economy entered a serious recession. The current economic environment is characterized by a severe residential housing slump, depressed commercial real estate valuations, weakened consumer confidence, rising unemployment and concerns regarding inflation, deflation and stagflation. Numerous financial systems around the globe have become illiquid and banks have become less willing to lend to other banks and borrowers. Further, capital markets have become and remain volatile as risk is repriced and investments are revalued. Uncertainty remains in terms of the depth and duration of these adverse economic conditions.

The conditions described above have created an environment of limited capital availability and increasing capital costs. This was most evident in the credit markets, where lending institutions cut back on loans, tightened credit standards and significantly increased interest rate spreads. The equity markets were characterized by sporadic accessibility until late 2008, when share prices in most sectors declined significantly. Continued volatility in the capital markets could limit our ability to access debt or equity funds which, in turn, could impact our ability to finance future investments and react to changing economic and business conditions. This difficult operating environment also may make it more difficult for some of our operators/tenants to meet their obligations to us.

During 2008, our focus gradually shifted from investment to capital preservation. To that end, our efforts in 2009 will be directed towards: liquidity, portfolio management and investment rationalization.

*Liquidity.* Liquidity has become increasingly important and we have concentrated our efforts on further strengthening our balance sheet. We raised over \$1 billion in funds during 2008 from a combination of three common stock offerings, our dividend reinvestment plan, our new equity shelf program, property sales and loan payoffs. We generated an additional \$399.9 million from these sources during the six months ended June 30, 2009. As always, we will continue to closely monitor the credit and capital markets for opportunities to raise reasonably priced capital.

*Portfolio Management.* Our investment approach has produced a portfolio that is very diverse with strong property level payment coverages. Yet, today's adverse economic conditions can negatively impact even the strongest portfolio. Our portfolio management program is designed to maintain our portfolio's strength through a combination of extensive industry research, stringent origination and underwriting protocols and a rigorous asset management process.

*Investment Strategy.* For the short-term, we expect to fund our ongoing development projects and will evaluate new investments selectively and only when funding sources are clearly identified. However, we will continue to strengthen our existing customer

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relationships and begin to cultivate new relationships. As we begin 2009, we remain focused on preserving liquidity, but we intend to take advantage of what we believe will be increasingly attractive investment opportunities over time.

### ***Business Strategy***

Our primary objectives are to protect stockholder capital and enhance stockholder value. We seek to pay consistent cash dividends to stockholders and create opportunities to increase dividend payments to stockholders as a result of annual increases in rental and interest income and portfolio growth. To meet these objectives, we invest across a broad spectrum of senior housing and health care real estate and diversify our investment portfolio by property type, operator/tenant and geographic location.

Substantially all of our revenues and sources of cash flows from operations are derived from operating lease rentals and interest earned on outstanding loans receivable. These items represent our primary source of liquidity to fund distributions and are dependent upon our obligors' continued ability to make contractual rent and interest payments to us. To the extent that our obligors experience operating difficulties and are unable to generate sufficient cash to make payments to us, there could be a material adverse impact on our consolidated results of operations, liquidity and/or financial condition. To mitigate this risk, we monitor our investments through a variety of methods determined by the type of property and operator/tenant. Our asset management process includes review of monthly financial statements, periodic review of obligor credit, periodic property inspections and review of covenant compliance relating to licensure, real estate taxes, letters of credit and other collateral. In monitoring our portfolio, our personnel use a proprietary database to collect and analyze property-specific data. Additionally, we conduct extensive research to ascertain industry trends and risks. Through these asset management and research efforts, we are typically able to intervene at an early stage to address payment risk, and in so doing, support both the collectibility of revenue and the value of our investment.

With respect to our investment properties, we also structure our investments to help mitigate payment risk. Operating leases and loans are normally credit enhanced by guaranties and/or letters of credit. In addition, operating leases are typically structured as master leases and loans are generally cross-defaulted and cross-collateralized with other loans, operating leases or agreements between us and the obligor and its affiliates.

For the six months ended June 30, 2009, rental income and interest income represented 92% and 7%, respectively, of total gross revenues (including revenues from discontinued operations). Substantially all of our operating leases are designed with either fixed or contingent escalating rent structures. Leases with fixed annual rental escalators are generally recognized on a straight-line basis over the initial lease period, subject to a collectability assessment. Rental income related to leases with contingent rental escalators is generally recorded based on the contractual cash rental payments due for the period. Our yield on loans receivable depends upon a number of factors, including the stated interest rate, the average principal amount outstanding during the term of the loan and any interest rate adjustments.

Depending upon the availability and cost of external capital, we anticipate investing in additional properties. New investments are generally funded from temporary borrowings under our unsecured line of credit arrangement, internally generated cash and the proceeds from sales of real property. Our investments generate internal cash from rent and interest receipts and principal payments on loans receivable. Permanent financing for future investments, which replaces funds drawn under the unsecured line of credit arrangement, is expected to be provided through a combination of public and private offerings of debt and equity securities and the incurrence or assumption of secured debt. We expect to raise an additional \$300,000,000 of secured debt during the third quarter of 2009. We believe our liquidity and various sources of available capital are sufficient to fund operations, meet debt service obligations (both principal and interest), make dividend distributions and finance future investments.

Depending upon market conditions, we believe that new investments will be available in the future with spreads over our cost of capital that will generate appropriate returns to our stockholders. During the six months ended June 30, 2009, we completed \$351,423,000 of gross investments and \$123,012,000 of investment payoffs, resulting in \$228,411,000 of net new investments. We expect to complete gross new investments of approximately \$600,000,000 during 2009, comprised of funded new development. We anticipate the sale of real property and the repayment of loans receivable totaling approximately \$200,000,000 to \$300,000,000 resulting in net new investments of approximately \$300,000,000 to \$400,000,000 during 2009. It is possible that additional loan repayments or sales of

real property may occur in the future. To the extent that loan repayments and real property sales exceed new investments, our revenues and cash flows from operations could be adversely affected. We expect to reinvest the proceeds from any loan repayments and real property sales in new investments. To the extent that new investment requirements exceed our available cash on hand, we expect to borrow under our unsecured line of credit arrangement. At June 30, 2009, we had \$79,505,000 of cash and cash equivalents, \$18,833,000 of restricted cash and \$808,000,000 of available borrowing capacity under our unsecured line of credit arrangement.

**Table of Contents*****Key Transactions in 2009***

We have completed the following key transactions to date in 2009:

our Board of Directors approved a quarterly cash dividend of \$0.68 per share, which is consistent with the quarterly dividend paid for 2008. The dividend declared for the quarter ended June 30, 2009 represents the 153<sup>rd</sup> consecutive quarterly dividend payment;

we completed \$351,423,000 of gross investments and had \$123,012,000 of investment payoffs during the six months ended June 30, 2009;

we were added to the S&P 500 Index in January 2009;

we completed a public offering of 5,816,870 shares of common stock with net proceeds of approximately \$210,880,000 in February 2009; and

we completed a \$133,071,000 first mortgage loan secured by 12 senior housing properties with multiple levels of service in April 2009. The 10-year debt has a fixed interest rate of 6.10%. KeyBank Capital Markets, Inc. originated the loan and sold it to Freddie Mac in May 2009.

***Key Performance Indicators, Trends and Uncertainties***

We utilize several key performance indicators to evaluate the various aspects of our business. These indicators are discussed below and relate to operating performance, concentration risk and credit strength. Management uses these key performance indicators to facilitate internal and external comparisons to our historical operating results, in making operating decisions and for budget planning purposes.

*Operating Performance.* We believe that net income attributable to common stockholders ( NICS ) is the most appropriate earnings measure. Other useful supplemental measures of our operating performance include funds from operations ( FFO ) and net operating income ( NOI ); however, these supplemental measures are not defined by U.S. generally accepted accounting principles ( U.S. GAAP ). Please refer to the section entitled Non-GAAP Financial Measures for further discussion and reconciliations of FFO and NOI. These earnings measures and their relative per share amounts are widely used by investors and analysts in the valuation, comparison and investment recommendations of companies. The following table reflects the recent historical trends of our operating performance measures for the periods presented (in thousands, except per share data):

			Three Months Ended			
	March 31,	June 30,	September	December	March 31,	June 30,
	2008	2008	30,	31,	2009	2009
			2008	2008		
Net income attributable to common stockholders	\$ 29,249	\$155,410	\$ 53,589	\$ 21,850	\$ 61,119	\$ 59,240
Funds from operations	68,710	76,785	82,573	30,799	85,322	89,207
Net operating income	124,607	129,495	135,126	136,907	134,819	133,228
Per share data (fully diluted):						
Net income attributable to common stockholders	\$ 0.34	\$ 1.73	\$ 0.55	\$ 0.21	\$ 0.56	\$ 0.53

Funds from operations	0.79	0.85	0.85	0.30	0.79	0.80
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*Credit Strength.* We measure our credit strength both in terms of leverage ratios and coverage ratios. Our leverage ratios include debt to book capitalization and debt to market capitalization. The leverage ratios indicate how much of our balance sheet capitalization is related to long-term debt. The coverage ratios indicate our ability to service interest and fixed charges (interest, secured debt principal amortization and preferred dividends). We expect to maintain capitalization ratios and coverage ratios sufficient to maintain investment grade ratings with Moody's Investors Service, Standard & Poor's Ratings Services and Fitch Ratings. The coverage ratios are based on earnings before interest, taxes, depreciation and amortization (EBITDA) which is discussed in further detail, and reconciled to net income, below in Non-GAAP Financial Measures. Leverage ratios and coverage ratios are widely used by investors, analysts and rating agencies in the valuation, comparison, investment recommendations and rating of companies. The following table reflects the recent historical trends for our credit strength measures for the periods presented:

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	Three Months Ended					
	March 31,	June 30,	September	December	March 31,	June 30,
	2008	2008	30,	31,	2009	2009
			2008	2008		
Debt to book capitalization ratio	52%	53%	45%	47%	43%	44%
Debt to undepreciated book capitalization ratio	47%	49%	41%	43%	39%	40%
Debt to market capitalization ratio	39%	41%	31%	38%	41%	40%
Interest coverage ratio	2.86x	6.17x	3.50x	2.70x	3.88x	3.74x
Fixed charge coverage ratio	2.37x	5.15x	2.91x	2.24x	3.18x	3.07x

*Concentration Risk.* We evaluate our concentration risk in terms of asset mix, investment mix, customer mix and geographic mix. Concentration risk is a valuable measure in understanding what portion of our investments could be at risk if certain sectors were to experience downturns. Asset mix measures the portion of our investments that are real property. In order to qualify as an equity REIT, at least 75% of our real estate investments must be real property whereby each property, which includes the land, buildings, improvements, intangibles and related rights, is owned by us and leased to a tenant pursuant to a long-term operating lease. Investment mix measures the portion of our investments that relate to our various property types. Customer mix measures the portion of our investments that relate to our top five customers. Geographic mix measures the portion of our investments that relate to our top five states. The following table reflects our recent historical trends of concentration risk for the periods presented:

	March 31, 2008	June 30, 2008	September 30, 2008	December 31, 2008	March 31, 2009	June 30, 2009
Asset mix:						
Real property	92%	91%	91%	92%	92%	92%
Real estate loans receivable	8%	9%	9%	8%	8%	8%
Investment mix:						
Independent living/CCRCs	16%	17%	18%	19%	19%	19%
Assisted living facilities	21%	21%	20%	20%	21%	21%
Skilled nursing facilities	31%	29%	28%	27%	27%	26%
Specialty care facilities	7%	10%	10%	11%	10%	10%
Medical office buildings	25%	23%	24%	23%	23%	24%
Customer mix:						
Senior Living Communities, LLC	4%	5%	6%	6%	6%	6%
Signature Healthcare LLC	6%	6%	6%	5%	5%	5%
Brookdale Senior Living Inc.	5%	5%	5%	5%	5%	5%

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Emeritus Corporation	7%	5%	5%	4%	4%	4%
Life Care Centers of America, Inc.	5%	5%	5%	5%	5%	4%
Remaining customers	73%	74%	73%	75%	75%	76%
Geographic mix:						
Florida	15%	14%	14%	14%	14%	13%
Texas	13%	12%	12%	11%	11%	11%
California	7%	8%	8%	8%	8%	8%
Massachusetts	7%	7%	7%	7%	7%	7%
Tennessee	6%	6%	6%	6%	5%	5%
Remaining states	52%	53%	53%	54%	55%	56%

We evaluate our key performance indicators in conjunction with current expectations to determine if historical trends are indicative of future results. Our expected results may not be achieved and actual results may differ materially from our expectations. Factors that may cause actual results to differ from expected results are described in more detail in Forward-Looking Statements and Risk Factors and other sections of this Quarterly Report on Form 10-Q. Management regularly monitors economic and other factors to develop strategic and tactical plans designed to improve performance and maximize our competitive position. Our ability to achieve our financial objectives is dependent upon our ability to effectively execute these plans and to appropriately respond to emerging economic and company-specific trends. Please refer to our Annual Report on Form 10-K for the year ended December 31, 2008, as updated by our Current Report on Form 8-K filed May 7, 2009, under the headings Business, Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations for further discussion of these risk factors.

**Table of Contents****Portfolio Update**

*Net operating income.* The primary performance measure for our properties is net operating income ( NOI ) as discussed below in Non-GAAP Financial Measures. The following table summarizes our net operating income for the periods indicated (in thousands):

	March 31, 2008	June 30, 2008	Three Months Ended September 30, 2008	December 31, 2008	March 31, 2009	June 30, 2009
Net operating income:						
Investment properties	\$102,321	\$107,515	\$112,200	\$114,773	\$112,960	\$112,082
Medical office buildings	22,076	21,865	22,351	21,341	21,483	20,783
Non-segment/corporate	210	115	575	793	376	363
Net operating income	\$124,607	\$129,495	\$135,126	\$136,907	\$134,819	\$133,228

*Payment coverage.* Payment coverage of the operators in our investment property portfolio continues to remain strong. Our overall payment coverage is at 1.94 times. The table below reflects our recent historical trends of portfolio coverage. Coverage data reflects the 12 months ended for the periods presented. CBMF represents the ratio of our customers' earnings before interest, taxes, depreciation, amortization, rent and management fees to contractual rent or interest due us. CAMF represents the ratio of our customers' earnings before interest, taxes, depreciation, amortization and rent (but after imputed management fees) to contractual rent or interest due us.

	March 31, 2007		March 31, 2008		March 31, 2009	
	CBMF	CAMF	CBMF	CAMF	CBMF	CAMF
Independent living/CCRCs	1.42x	1.22x	1.39x	1.18x	1.28x	1.08x
Assisted living facilities	1.59x	1.38x	1.58x	1.35x	1.57x	1.34x
Skilled nursing facilities	2.20x	1.58x	2.28x	1.67x	2.20x	1.61x
Specialty care facilities	2.64x	2.09x	2.52x	1.96x	2.33x	2.01x
Weighted averages	1.96x	1.52x	1.98x	1.54x	1.94x	1.51x

**Corporate Governance**

Maintaining investor confidence and trust has become increasingly important in today's business environment. Our Board of Directors and management are strongly committed to policies and procedures that reflect the highest level of ethical business practices. Our corporate governance guidelines provide the framework for our business operations and emphasize our commitment to increase stockholder value while meeting all applicable legal requirements. These guidelines meet the listing standards adopted by the New York Stock Exchange and are available on our website at [www.hcreit.com](http://www.hcreit.com) and from us upon written request sent to the Senior Vice President Administration and Corporate Secretary, Health Care REIT, Inc., One SeaGate, Suite 1500, P.O. Box 1475, Toledo, Ohio 43603-1475.

**Liquidity and Capital Resources****Sources and Uses of Cash**

Our primary sources of cash include rent and interest receipts, borrowings under the unsecured line of credit arrangement, public and private offerings of debt and equity securities, proceeds from the sales of real property and principal payments on loans receivable. Our primary uses of cash include dividend distributions, debt service payments (including principal and interest), real property investments (including construction advances), loan advances and general and administrative expenses. These sources and uses of cash are reflected in our Consolidated Statements of Cash Flows and are discussed in further detail below.

The following is a summary of our sources and uses of cash flows (dollars in thousands):

	Six Months Ended		Change	
	Jun. 30, 2009	Jun. 30, 2008	\$	%
Cash and cash equivalents at beginning of period	\$ 23,370	\$ 30,269	\$ (6,899)	-23%
Cash provided from (used in) operating activities	184,333	176,659	7,674	4%
Cash provided from (used in) investing activities	(60,253)	(562,470)	502,217	-89%
Cash provided from (used in) financing activities	(67,945)	380,620	(448,565)	n/a
Cash and cash equivalents at end of period	\$ 79,505	\$ 25,078	\$ 54,427	217%

*Operating Activities.* The change in net cash provided from operating activities is primarily attributable to an increase in net income, excluding gains on sales of properties and depreciation and amortization. The increase in net income is discussed below in Results of Operations.

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The following is a summary of our straight-line rent and above/below market lease amortization (dollars in thousands):

	Six Months Ended		Change	
	Jun. 30, 2009	Jun. 30, 2008	\$	%
Gross straight-line rental income	\$ 9,927	\$ 10,370	\$ (443)	-4%
Cash receipts due to real property sales	(3,452)	(1,595)	(1,857)	116%
Prepaid rent receipts	(11,692)	(9,303)	(2,389)	26%
Amortization related to above (below) market leases, net	724	462	262	57%
	\$ (4,493)	\$ (66)	\$ (4,427)	6708%

Gross straight-line rental income represents the non-cash difference between contractual cash rent due and the average rent recognized pursuant to Statement of Financial Accounting Standards No. 13, Accounting for Leases ( SFAS 13 ), for leases with fixed rental escalators, net of collectibility reserves. This amount is positive in the first half of a lease term (but declining every year due to annual increases in cash rent due) and is negative in the second half of a lease term. The fluctuation in cash receipts due to real property sales is attributable to the lack of straight-line rent receivable balances on properties sold during the six months ended June 30, 2008. The fluctuation in prepaid rent receipts is primarily due to an increase in prepaid rent received from certain of our construction projects.

*Investing Activities.* The changes in net cash used in investing activities are primarily attributable to net changes in real property and real estate loans receivable. The following is a summary of our investment and disposition activities (dollars in thousands):

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	Six Months Ended			
	Jun. 30, 2009		Jun. 30, 2008	
	Properties	Amount	Properties	Amount
Real property acquisitions:				
Independent living/CCRCs		\$ 0	2	\$ 68,300
Assisted living facilities		0	3	45,490
Specialty care facilities		0	4	142,300
Medical office buildings		0	4	47,853
Land parcels		0	1	10,000
Total acquisitions	0	0	14	313,943
Less: Assumed debt		0		0
Assumed other assets (liabilities), net		0		(967)
Cash disbursed for acquisitions		0		312,976
Construction in progress additions		285,724		210,495
Capital improvements to existing properties		12,635		10,507
Total cash invested in real property		298,359		533,978
Real property dispositions:				
Independent living/CCRCs	1	24,340	2	15,547
Assisted living facilities	9	20,537	19	105,244
Skilled nursing facilities	3	18,854	2	3,672
Specialty care facilities	2	40,841		0
Land parcels		0		73
Total dispositions	15	104,572	23	124,536
Less: Gain/(loss) on sales of real property		27,713		118,194
Seller financing on sales of real property		0		(59,649)
Proceeds from real property sales		132,285		183,081
Net cash investments in real property	(15)	\$ 166,074	(9)	\$ 350,897
Advances on real estate loans receivable:				
Investments in new loans		\$ 1,921		\$ 117,763
Draws on existing loans		35,125		9,238
Total gross investments in real estate loans		37,046		127,001
Less: Seller financing on sales of real property		0		(59,649)
Net cash advances on real estate loans receivable		37,046		67,352
Receipts on real estate loans receivable:				
Loan payoffs		18,440		8,815
Principal payments on loans		12,637		4,586

Total principal receipts on real estate loans	31,077	13,401
Net cash advances (receipts) on real estate loans receivable	\$ 5,969	\$ 53,951

*Financing Activities.* The changes in net cash provided from or used in financing activities are primarily attributable to changes related to our long-term debt arrangements, proceeds from the issuance of common stock and dividend payments.

For the six months ended June 30, 2009, we had a net decrease of \$228,000,000 on our unsecured line of credit arrangement as compared to a net increase of \$437,000,000 for the same period in 2008. The changes in our senior unsecured notes are due to the extinguishment of \$21,723,000 of various senior unsecured notes in March 2009 and the extinguishment of \$42,330,000 of our 7.625% senior unsecured notes in March 2008. During the six months ended June 30, 2009, we extinguished four secured debt loans totaling \$20,928,000 with a weighted-average interest rate of 7.430%. During the six months ended June 30, 2008, we extinguished six secured debt loans totaling \$36,702,000 with a weighted-average interest rate of 6.697% and recognized extinguishment gains of \$1,326,000.

The following is a summary of our common stock issuances (dollars in thousands, except per share amounts):

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	Shares Issued	Average Price	Gross Proceeds	Net Proceeds
March 2008 public issuance	3,000,000	\$ 41.44	\$ 124,320	\$ 118,555
2008 Dividend reinvestment plan issuances	812,815	43.63	35,461	35,461
2008 Option exercises	103,607	29.71	3,078	3,078
2008 Totals	3,916,422		\$ 162,859	\$ 157,094
February 2009 public issuance	5,816,870	\$ 36.85	\$ 214,352	\$ 210,880
2009 Equity shelf plan issuances	400,000	36.05	14,420	13,723
2009 Dividend reinvestment plan issuances	741,282	33.18	24,593	24,593
2009 Totals	6,958,152		\$ 253,365	\$ 249,196

In order to qualify as a REIT for federal income tax purposes, we must distribute at least 90% of our taxable income (including 100% of capital gains) to our stockholders. The increase in dividends is primarily attributable to an increase in our common stock.

The following is a summary of our dividend payments (in thousands, except per share amounts):

	Six Months Ended			
	Jun. 30, 2009		Jun. 30, 2008	
	Per Share	Amount	Per Share	Amount
Common Stock	\$ 1.3600	\$ 151,725	\$ 1.3400	\$ 118,411
Series D Preferred Stock	0.9844	3,938	0.9844	3,938
Series E Preferred Stock	0.7500	56	0.7500	56
Series F Preferred Stock	0.9532	6,672	0.9532	6,672
Series G Preferred Stock	0.9376	373	0.9376	1,265
Totals		\$ 162,764		\$ 130,342

**Off-Balance Sheet Arrangements**

At June 30, 2009, we had five outstanding letter of credit obligations totaling \$4,540,000 and expiring between 2009 and 2013. Please see Note 11 to our unaudited consolidated financial statements for additional information.

We are exposed to various market risks, including the potential loss arising from adverse changes in interest rates. We may or may not elect to use financial derivative instruments to hedge interest rate exposure. These decisions are principally based on the general trend in interest rates at the applicable dates, our perception of the future volatility of interest rates and our relative levels of variable rate debt and variable rate investments. Please see Note 10 to our unaudited consolidated financial statements for additional information.

**Contractual Obligations**

The following table summarizes our payment requirements under contractual obligations as of June 30, 2009 (in thousands):

Contractual Obligations	Total	Payments Due by Period			
		2009	2010-2011	2012-2013	Thereafter
Unsecured line of credit arrangement	\$ 342,000	\$ 0	\$ 342,000	\$ 0	\$ 0
Senior unsecured notes (1)	1,823,277	0	0	538,277	1,285,000

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Secured debt (1)	545,658	4,699	70,616	79,483	390,860
Contractual interest obligations	1,201,240	71,231	277,793	244,185	608,031
Capital lease obligations	0	0	0	0	0
Operating lease obligations	161,928	2,077	8,364	7,843	143,644
Purchase obligations	462,314	104,785	354,568	2,961	0
Other long-term liabilities	4,678	187	488	4,003	0
Total contractual obligations	\$ 4,541,095	\$ 182,979	\$ 1,053,829	\$ 876,752	\$ 2,427,535

(1) Amounts represent principal amounts due and do not reflect unamortized premiums/discounts or other fair value adjustments as reflected on the balance sheet.

At June 30, 2009, we had an unsecured line of credit arrangement with a consortium of sixteen banks in the amount of \$1.15 billion, which is scheduled to expire on August 5, 2011. Borrowings under the agreement are subject to interest payable in periods no longer than three months at either the agent bank's prime rate of interest or the applicable margin over LIBOR interest rate, at our option (0.91% at June 30, 2009). The applicable margin is based on our ratings with Moody's Investors Service and Standard & Poor's Ratings

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Services and was 0.6% at June 30, 2009. In addition, we pay a facility fee annually to each bank based on the bank's commitment amount. The facility fee depends on our ratings with Moody's Investors Service and Standard & Poor's Ratings Services and was 0.15% at June 30, 2009. We also pay an annual agent's fee of \$50,000. Principal is due upon expiration of the agreement. At June 30, 2009, we had \$342,000,000 outstanding under the unsecured line of credit arrangement and estimated total contractual interest obligations of \$6,541,000. Contractual interest obligations are estimated based on the assumption that the balance of \$342,000,000 at June 30, 2009 is constant until maturity at interest rates in effect at June 30, 2009.

We have \$1,823,277,000 of senior unsecured notes principal outstanding with fixed annual interest rates ranging from 4.75% to 8%, payable semi-annually. Total contractual interest obligations on senior unsecured notes totaled \$995,779,000 at June 30, 2009. Additionally, we have secured debt with total outstanding principal of \$545,658,000, collateralized by owned properties, with fixed annual interest rates ranging from 4.89% to 8.08%, payable monthly. The carrying values of the properties securing the debt totaled \$858,254,000 at June 30, 2009. Total contractual interest obligations on secured debt totaled \$198,920,000 at June 30, 2009.

At June 30, 2009, we had operating lease obligations of \$161,928,000 relating primarily to ground leases at certain of our properties and office space leases.

Purchase obligations are comprised of unfunded construction commitments and contingent purchase obligations. At June 30, 2009, we had outstanding construction financings of \$730,381,000 for leased properties and were committed to providing additional financing of approximately \$458,811,000 to complete construction. At June 30, 2009, we had contingent purchase obligations totaling \$3,503,000. These contingent purchase obligations primarily relate to deferred acquisition fundings and capital improvements. Deferred acquisition fundings are contingent upon a tenant satisfying certain conditions in the lease. Upon funding, amounts due from the tenant are increased to reflect the additional investment in the property.

Other long-term liabilities relate to our Supplemental Executive Retirement Plan (SERP) and certain non-compete agreements. We have a SERP, a non-qualified defined benefit pension plan, which provides certain executive officers with supplemental deferred retirement benefits. The SERP provides an opportunity for participants to receive retirement benefits that cannot be paid under our tax-qualified plans because of the restrictions imposed by ERISA and the Internal Revenue Code of 1986, as amended. Benefits are based on compensation and length of service and the SERP is unfunded. No contributions by the company are anticipated for the 2009 fiscal year. Benefit payments are expected to total \$4,003,000 during the next five fiscal years and no benefit payments are expected to occur during the succeeding five fiscal years. We use a December 31 measurement date for the SERP. The accrued liability on our balance sheet for the SERP was \$3,469,000 and \$3,109,000 at June 30, 2009 and December 31, 2008, respectively.

In connection with the Windrose merger, we entered into consulting agreements with Fred S. Klipsch and Frederick L. Farrar, which expired in December 2008. We entered into a new consulting agreement with Mr. Farrar in December 2008, which expires in December 2009 and may be terminated at any time by Mr. Farrar. Each consultant has agreed not to compete with us for a period of two years following termination or expiration of the agreement. In exchange for complying with the covenant not to compete, Messrs. Klipsch and Farrar will receive eight quarterly payments of \$75,000 and \$37,500, respectively, with the first payment to be made on the date of termination or expiration of the agreement. The first payment to Mr. Klipsch was made in December 2008.

### ***Capital Structure***

As of June 30, 2009, we had stockholders' equity of \$3,460,937,000 and a total outstanding debt balance of \$2,697,432,000, which represents a debt to total book capitalization ratio of 44%. Our ratio of debt to market capitalization was 40% at June 30, 2009. For the six months ended June 30, 2009, our interest coverage ratio was 3.81 to 1.00. For the six months ended June 30, 2009, our fixed charge coverage ratio was 3.13 to 1.00. Also, at June 30, 2009, we had \$79,505,000 of cash and cash equivalents, \$18,833,000 of restricted cash and \$808,000,000 of available borrowing capacity under our unsecured line of credit arrangement. During the six months ended June 30, 2009, we completed one public offering of 5,816,870 shares of common stock with net proceeds of approximately \$210,880,000.

Our debt agreements contain various covenants, restrictions and events of default. Certain agreements require us to maintain certain financial ratios and minimum net worth and impose certain limits on our ability to incur

indebtedness, create liens and make investments or acquisitions. As of June 30, 2009, we were in compliance with all of the covenants under our debt agreements. Please refer to the section entitled "Non-GAAP Financial Measures" for further discussion. None of our debt agreements contain provisions for acceleration which could be triggered by our debt ratings with Moody's Investors Service and Standard & Poor's Ratings Services. However, under our unsecured line of credit arrangement, these ratings on our senior unsecured notes are used to determine the fees and interest charged.

As of July 31, 2009, our senior unsecured notes were rated Baa2 (stable), BBB- (stable) and BBB (stable) by Moody's Investors Service, Standard & Poor's Ratings Services and Fitch Ratings, respectively. We plan to manage the company to maintain investment grade status with a capital structure consistent with our current profile. Any downgrades in terms of ratings or outlook by any or all of the

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noted rating agencies could have a material adverse impact on our cost and availability of capital, which could in turn have a material adverse impact on our consolidated results of operations, liquidity and/or financial condition.

On May 7, 2009, we filed an open-ended automatic or universal shelf registration statement with the Securities and Exchange Commission covering an indeterminate amount of future offerings of debt securities, common stock, preferred stock, depositary shares, warrants and units. As of July 31, 2009, we had an effective registration statement on file in connection with our enhanced dividend reinvestment plan under which we may issue up to 10,760,247 shares of common stock. As of July 31, 2009, 7,174,661 shares of common stock remained available for issuance under this registration statement. In November 2008, we entered into an Equity Distribution Agreement with UBS Securities LLC relating to the offer and sale from time to time of up to \$250,000,000 aggregate amount of our common stock ( Equity Shelf Program ). We issued 400,000 shares of common stock under the Equity Shelf Program during the six months ended June 30, 2009. As of July 31, 2009, we had \$204,384,000 of remaining capacity under the Equity Shelf Program. Depending upon market conditions, we anticipate issuing securities under our registration statements to invest in additional properties and to repay borrowings under our unsecured line of credit arrangement.

**Results of Operations**

Our primary sources of revenue include rent and interest. Our primary expenses include interest expense, depreciation and amortization, property operating expenses and general and administrative expenses. These revenues and expenses are reflected in our Consolidated Statements of Income and are discussed in further detail below. The following is a summary of our results of operations (dollars in thousands, except per share amounts):

	Three Months Ended		Change		Six Months Ended		Change	
	Jun. 30, 2009	Jun. 30, 2008	Amount	%	Jun. 30, 2009	Jun. 30, 2008	Amount	%
Net income available to common stockholders	\$ 59,240	\$ 155,410	\$ (96,170)	-62%	\$ 120,359	\$ 184,658	\$ (64,299)	-35%
Funds from operations	89,207	76,785	12,422	16%	174,529	145,493	29,036	20%
EBITDA	132,843	237,088	(104,245)	-44%	268,875	350,718	(81,843)	-23%
Net operating income	133,228	129,495	3,733	3%	268,048	254,102	13,946	5%
Per share data (fully diluted):								
Net income available to common stockholders	\$ 0.53	\$ 1.73	\$ (1.20)	-69%	\$ 1.09	\$ 2.09	\$ (1.00)	-48%
Funds from operations	0.80	0.85	(0.05)	-6%	1.59	1.65	(0.06)	-4%
Interest coverage ratio	3.74x	6.17x	-2.43x	-39%	3.81x	4.49x	-0.68x	-15%
Fixed charge coverage ratio	3.07x	5.15x	-2.08x	-40%	3.13x	3.73x	-0.60x	-16%

We evaluate our business and make resource allocations on our two business segments investment properties and medical office buildings. Under the investment property segment, properties are primarily leased under triple-net leases and we are not involved in the management of the property. Under the medical office building segment, our

properties are typically leased under gross leases, modified gross leases or triple-net leases, to multiple tenants, and generally require a certain level of property management. There are no intersegment sales or transfers. Non-segment revenue consists mainly of interest income on non-real estate investments and other income. Non-property specific revenues and expenses are not allocated to individual segments in determining net operating income. Please see Note 16 to our unaudited consolidated financial statements for additional information.

*Investment Properties*

The following is a summary of our results of operations for the investment properties segment (dollars in thousands):

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	Three Months Ended		Change		Six Months Ended		Change	
	Jun. 30,	Jun. 30,			Jun. 30,	Jun. 30,		
	2009	2008	\$	%	2009	2008	\$	%
Revenues:								
Rental income	\$ 98,322	\$ 86,379	\$ 11,943	14%	\$ 195,853	\$ 167,762	\$ 28,091	17%
Interest income	10,158	9,175	983	11%	20,111	18,267	1,844	10%
Other income	640	1,533	(893)	-58%	1,534	2,829	(1,295)	-46%
	109,120	97,087	12,033	12%	217,498	188,858	28,640	15%
Expenses:								
Interest expense	2,419	(719)	3,138	n/a	3,426	(1,136)	4,562	n/a
Depreciation and amortization	27,695	23,651	4,044	17%	55,342	46,623	8,719	19%
Gain on extinguishment of debt	0	0	0	n/a	0	(40)	40	-100%
Provision for loan losses	0	0	0	n/a	140	0	140	n/a
	30,114	22,932	7,182	31%	58,908	45,447	13,461	30%
Income from continuing operations before income taxes	79,006	74,155	4,851	7%	158,590	143,411	15,179	11%
Income tax expense	0	0	0	n/a	0	(1,351)	1,351	-100%
Income from continuing operations	79,006	74,155	4,851	7%	158,590	142,060	16,530	12%
Discontinued operations:								
Gain (loss) on sales of properties	10,677	118,168	(107,491)	-91%	27,713	118,194	(90,481)	-77%
Income (loss) from discontinued operations, net	1,345	4,617	(3,272)	-71%	3,652	9,339	(5,687)	-61%
Discontinued operations, net	12,022	122,785	(110,763)	-90%	31,365	127,533	(96,168)	-75%
Net income	\$ 91,028	\$ 196,940	\$ (105,912)	-54%	\$ 189,955	\$ 269,593	\$ (79,638)	-30%

The increase in rental income is primarily attributable to the acquisitions of new investment properties subsequent to June 30, 2008 from which we receive rent. Certain of our leases contain annual rental escalators that are contingent

upon changes in the Consumer Price Index and/or changes in the gross operating revenues of the tenant's properties. These escalators are not fixed, so no straight-line rent is recorded; however, rental income is recorded based on the contractual cash rental payments due for the period. If gross operating revenues at our facilities and/or the Consumer Price Index do not increase, a portion of our revenues may not continue to increase. Sales of real property would offset revenue increases and, to the extent that they exceed new acquisitions, could result in decreased revenues. Our leases could renew above or below current rent rates, resulting in an increase or decrease in rental income. Interest income increased from 2008 primarily due to an increase in the balance of outstanding loans.

Interest expense for the six months ended June 30, 2009 represents \$4,557,000 of secured debt interest expense offset by interest allocated to discontinued operations. Interest expense for the six months ended June 30, 2008 represents \$3,649,000 of secured debt interest expense offset by interest allocated to discontinued operations. The change in secured debt interest expense is due to the net effect and timing of assumptions, extinguishments and principal amortizations. During the six months ended June 30, 2008, we extinguished two investment property secured debt loans and recognized extinguishment gains of \$40,000. The following is a summary of our investment property secured debt principal activity (dollars in thousands):

	Three Months Ended June 30, 2009		Three Months Ended June 30, 2008		Six Months Ended June 30, 2009		Six Months Ended June 30, 2008	
	Amount	Weighted Avg. Interest Rate	Amount	Weighted Avg. Interest Rate	Amount	Weighted Avg. Interest Rate	Amount	Weighted Avg. Interest Rate
Beginning balance	\$ 93,557	6.996%	\$ 109,094	6.994%	\$ 94,234	6.996%	\$ 114,543	7.000%
Debt issued	133,071	6.100%			133,071	6.100%		
Debt extinguished	(20,928)	7.430%	(2,713)	7.000%	(20,928)	7.430%	(7,463)	7.080%
Principal payments	(11,188)	7.923%	(471)	6.973%	(11,865)	7.869%	(1,170)	6.974%
Ending balance	\$ 194,512	6.283%	\$ 105,910	6.994%	\$ 194,512	6.283%	\$ 105,910	6.994%
Monthly averages	\$ 226,293	6.469%	\$ 108,800	6.994%	\$ 226,635	6.470%	\$ 110,483	6.996%

Depreciation and amortization increased primarily as a result of the acquisitions of new investment properties subsequent to June 30, 2008. To the extent that we acquire or dispose of additional properties in the future, our provision for depreciation and amortization will change accordingly.

At June 30, 2009, we had six skilled nursing facilities that satisfied the requirements of Statement No. 144 for held for sale treatment. We did not recognize any impairment losses on these assets as the fair value less estimated costs to sell exceeded our carrying values. During the six months ended June 30, 2009, we sold 15 investment properties with carrying values of \$104,572,000 for net gains

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of \$27,713,000. During the six months ended June 30, 2008, we sold 23 investment properties and one parcel of land with a carrying value of \$124,536,000 for a gain of \$118,194,000 and a deferred gain of \$3,708,000. The following illustrates the reclassification impact as a result of classifying investment properties sold subsequent to January 1, 2008 or held for sale at June 30, 2009 as discontinued operations for the periods presented. Please refer to Note 5 to our unaudited consolidated financial statements for further discussion.

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Rental income	<b>\$ 2,962</b>	\$ 10,428	<b>\$ 7,543</b>	\$ 20,978
Expenses:				
Interest expense	<b>494</b>	2,394	<b>1,131</b>	4,785
Provision for depreciation	<b>1,123</b>	3,417	<b>2,760</b>	6,854
Income (loss) from discontinued operations, net	<b>\$ 1,345</b>	\$ 4,617	<b>\$ 3,652</b>	\$ 9,339

As a result of our quarterly evaluations, we recorded a \$140,000 addition to the allowance for loan losses during the six months ended June 30, 2009. The provision for loan losses is related to our critical accounting estimate for the allowance for loan losses and is discussed in Critical Accounting Policies.

During the three months ended December 31, 2007, we recognized \$3,900,000 of additional other income related to the payoff of a warrant equity investment. During the six months ended June 30, 2008, we determined that \$1,325,000 of income taxes were due in connection with that investment gain.

*Medical Office Buildings*

The following is a summary of our results of operations for the medical office buildings segment (dollars in thousands):

	<b>Three Months Ended</b>		<b>Change</b>		<b>Six Months Ended</b>		<b>Change</b>	
	<b>Jun. 30, 2009</b>	<b>Jun. 30, 2008</b>	<b>\$</b>	<b>%</b>	<b>Jun. 30, 2009</b>	<b>Jun. 30, 2008</b>	<b>\$</b>	<b>%</b>
Revenues:								
Rental income	\$ 31,969	\$ 31,746	\$ 223	1%	\$ 64,567	\$ 63,441	\$ 1,126	2%
Other income	234	237	(3)	-1%	447	447	0	0%
	32,203	31,983	220	1%	65,014	63,888	1,126	2%
Expenses:								
Interest expense	5,098	4,968	130	3%	10,180	10,208	(28)	0%
Property operating expenses	11,525	10,697	828	8%	22,943	21,409	1,534	7%
Depreciation and amortization	11,913	11,786	127	1%	23,955	24,014	(59)	0%
Gain on extinguishment of debt	0	0	0	n/a	0	(1,286)	1,286	-100%
	28,536	27,451	1,085	4%	57,078	54,345	2,733	5%
Income from continuing	3,667	4,532	(865)	-19%	7,936	9,543	(1,607)	-17%

operations before income taxes								
Income tax (expense) benefit	(113)	(13)	(100)	769%	(257)	(45)	(212)	471%
Income from continuing operations	3,554	4,519	(965)	-21%	7,679	9,498	(1,819)	-19%
Discontinued operations:								
Net gain on sales of properties	0	0	0	n/a	0	0	0	n/a
Income (loss) from discontinued operations, net	(35)	(623)	588	-94%	(75)	(1,097)	1,022	-93%
Discontinued operations, net	(35)	(623)	588	-94%	(75)	(1,097)	1,022	-93%
Net income	3,519	3,896	(377)	-10%	7,604	8,401	(797)	-9%
Less: Net income attributable to noncontrolling interests	3	65	(62)	-95%	5	127	(122)	-96%
Net income attributable to common stockholders	\$ 3,516	\$ 3,831	\$ (315)	-8%	\$ 7,599	\$ 8,274	\$ (675)	-8%

The increase in rental income is primarily attributable to the acquisitions of medical office buildings subsequent to June 30, 2008 from which we receive rent. Certain of our leases contain annual rental escalators that are contingent upon changes in the Consumer Price Index. These escalators are not fixed, so no straight-line rent is recorded; however, rental income is recorded based on the contractual cash rental payments due for the period. If the Consumer Price Index does not increase, a portion of our revenues may not continue to increase. Sales of real property would offset revenue increases and, to the extent that they exceed new acquisitions, could result in decreased revenues. Our leases could renew above or below current rent rates, resulting in an increase or decrease in rental income. Other income is attributable to third party management fee income.

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Interest expense for the six months ended June 30, 2009 represents \$10,451,000 of secured debt interest expense offset by interest allocated to discontinued operations. Interest expense for the six months ended June 30, 2008 represents \$11,055,000 of secured debt interest expense offset by interest allocated to discontinued operations. The change in secured debt interest expense is primarily due to the net effect and timing of assumptions, extinguishments and principal amortizations. During the six months ended June 30, 2008, we extinguished three medical office building secured debt loans and recognized extinguishment gains of \$1,286,000. The following is a summary of our medical office building secured debt principal activity (dollars in thousands):

	Three Months Ended June 30, 2009		Three Months Ended June 30, 2008		Six Months Ended June 30, 2009		Six Months Ended June 30, 2008	
	Amount	Weighted Avg. Interest Rate	Amount	Weighted Avg. Interest Rate	Amount	Weighted Avg. Interest Rate	Amount	Weighted Avg. Interest Rate
Beginning balance	\$ 352,616	5.799%	\$ 370,103	5.777%	\$ 354,145	5.799%	\$ 392,430	5.854%
Debt extinguished			(8,306)	5.000%			(29,239)	6.600%
Principal payments	(1,470)	5.756%	(1,346)	5.731%	(2,999)	5.758%	(2,740)	5.729%
Ending balance	\$ 351,146	5.799%	\$ 360,451	5.795%	\$ 351,146	5.799%	\$ 360,451	5.795%
Monthly averages	\$ 351,882	5.799%	\$ 363,202	5.790%	\$ 352,652	5.799%	\$ 372,542	5.808%

The increase in property operating expenses is primarily attributable to the acquisition of new medical office buildings for which we incur certain property operating expenses offset by property operating expenses associated with discontinued operations.

Income tax expense is related to third party management fee income.

Net income attributable to noncontrolling interests primarily relates to certain joint venture properties that are consolidated in our operating results. The decrease is due to our buyout of a noncontrolling interest subsequent to June 30, 2008.

At June 30, 2009, we had 14 medical office buildings that satisfied the requirements of Statement No. 144 for held for sale treatment. We did not recognize any impairment loss on these properties in 2009 as the fair value less estimated costs to sell exceeded our carrying values. During the year ended December 31, 2008, an impairment charge of \$32,648,000 was recorded to reduce the carrying value of the 14 medical office buildings to their estimated fair value less costs to sell. In determining the fair value of the medical office buildings, we used a combination of third party appraisals based on market comparable transactions, other market listings and asset quality as well as management calculations based on projected operating income and published capitalization rates. Please see Note 4 to the financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2008, as updated by our Current Report on Form 8-K filed May 7, 2009, for additional information. The following illustrates the reclassification impact as a result of classifying medical office buildings sold subsequent to January 1, 2008 or held for sale at June 30, 2009 as discontinued operations for the periods presented. Please refer to Note 5 to our unaudited consolidated financial statements for further discussion.

Three Months Ended June 30, 2009		Six Months Ended June 30, 2009	
	2008		2008

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Rental income	\$ 624	\$ 1,257	\$ 1,279	\$ 2,795
Expenses:				
Interest expense.	140	426	271	847
Property operating expenses	519	678	1,083	1,333
Provision for depreciation	0	776	0	1,712
Income (loss) from discontinued operations, net	\$ (35)	\$ (623)	\$ (75)	\$ (1,097)

*Non-Segment/Corporate*

The following is a summary of our results of operations for the non-segment/corporate activities (dollars in thousands):

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	Three Months Ended		Change		Six Months Ended		Change	
	Jun. 30,	Jun. 30,			Jun. 30,	Jun. 30,		
	2009	2008	\$	%	2009	2008	\$	%
(In thousands, except per share data)								
Revenues:								
Other income	\$ 363	\$ 115	\$ 248	216%	\$ 740	\$ 325	\$ 415	128%
Expenses:								
Interest expense	19,181	29,086	(9,905)	-34%	40,335	58,772	(18,437)	-31%
General and administrative	11,062	10,575	487	5%	28,424	22,904	5,520	24%
Gain on extinguishments of debt	0	0	0	n/a	(1,678)	0	(1,678)	n/a
	30,243	39,661	(9,418)	-24%	67,081	81,676	(14,595)	-18%
Net loss from continuing operations before income taxes	(29,880)	(39,546)	9,666	-24%	(66,341)	(81,351)	15,010	-18%
Income tax (expense) benefit	92	(31)	123	n/a	185	73	112	153%
Net loss	(29,788)	(39,577)	9,789	-25%	(66,156)	(81,278)	15,122	-19%
Preferred stock dividends	5,516	5,784	(268)	-5%	11,039	11,931	(892)	-7%
Net loss attributable to common stockholders	\$ (35,304)	\$ (45,361)	\$ 10,057	-22%	\$ (77,195)	\$ (93,209)	\$ 16,014	-17%

Other income primarily represents income from non-real estate activities such as interest earned on temporary investments of cash reserves.

The following is a summary of our non-segment/corporate interest expense (dollars in thousands):

	Three Months Ended		Change		Six Months Ended		Change	
	Jun. 30,	Jun. 30,			Jun. 30,	Jun. 30,		
	2009	2008	\$	%	2009	2008	\$	%
Senior unsecured notes	\$ 27,297	\$ 27,717	\$ (420)	-2%	\$ 55,002	\$ 56,110	\$ (1,108)	-2%
Unsecured lines of credit	1,214	4,798	(3,584)	-75%	2,898	9,624	(6,726)	-70%
Capitalized interest	(11,026)	(5,063)	(5,963)	118%	(20,891)	(10,230)	(10,661)	104%
SWAP losses (savings)	(40)	(40)	0	0%	(80)	(80)	0	0%
Loan expense	1,736	1,674	62	4%	3,406	3,348	58	2%

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Totals	\$ 19,181	\$ 29,086	\$ (9,905)	-34%	\$ 40,335	\$ 58,772	\$ (18,437)	-31%
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The change in interest expense on senior unsecured notes is due to the effect of extinguishments. The following is a summary of our senior unsecured note principal activity (dollars in thousands):

	Three Months Ended June 30, 2009		Three Months Ended June 30, 2008		Six Months Ended June 30, 2009		Six Months Ended June 30, 2008	
	Face	Weighted Avg. Interest Rate	Face	Weighted Avg. Interest Rate	Face	Weighted Avg. Interest Rate	Face	Weighted Avg. Interest Rate
Beginning balance	\$ 1,823,277	5.773%	\$ 1,845,000	5.782%	\$ 1,845,000	5.782%	\$ 1,887,330	5.823%
Principal payments					(21,723)	6.504%	(42,330)	7.625%
Ending balance	\$ 1,823,277	5.773%	\$ 1,845,000	5.782%	\$ 1,823,277	5.773%	\$ 1,845,000	5.782%

Monthly averages	\$ 1,823,277	5.773%	\$ 1,845,000	5.782%	\$ 1,832,587	5.777%	\$ 1,863,141	5.800%
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The change in interest expense on the unsecured line of credit arrangement is due primarily to the net effect and timing of draws, paydowns and variable interest rate changes. The following is a summary of our unsecured line of credit arrangement (dollars in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
Balance outstanding at quarter end	\$ 342,000	\$ 744,000	\$ 342,000	\$ 744,000
Maximum amount outstanding at any month end	\$ 342,000	\$ 744,000	\$ 559,000	\$ 744,000
Average amount outstanding (total of daily principal balances divided by days in period)	\$ 273,242	\$ 542,766	\$ 344,724	\$ 474,726
Weighted average interest rate (actual interest expense divided by average borrowings outstanding)	1.77%	3.54%	1.68%	4.05%

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We capitalize certain interest costs associated with funds used to finance the construction of properties owned directly by us. The amount capitalized is based upon the balances outstanding during the construction period using the rate of interest that approximates our cost of financing. Our interest expense is reduced by the amount capitalized.

Please see Note 10 to our unaudited consolidated financial statements for a discussion of our interest rate swap agreements and their impact on interest expense.

Loan expense represents the amortization of deferred loan costs incurred in connection with the issuance and amendments of debt. Loan expense for the six months ended June 30, 2009 is consistent with the prior year.

General and administrative expenses as a percentage of consolidated revenues (including revenues from discontinued operations) for the three and six months ended June 30, 2009 were 7.61% and 9.73%, respectively, as compared with 7.51% and 8.27% for the same periods in 2008. The increase from 2008 is primarily related to \$3,909,000 of non-recurring expenses recognized during the six months ended June 30, 2009 in connection with the departure of Raymond W. Braun who formerly served as President of the company.

The change in preferred dividends is primarily attributable to preferred stock conversions into common stock. The following is a summary of our preferred stock activity (dollars in thousands):

	Three Months Ended June 30, 2009		Three Months Ended June 30, 2008		Six Months Ended June 30, 2009		Six Months Ended June 30, 2008	
	Shares	Weighted Avg. Dividend Rate	Shares	Weighted Avg. Dividend Rate	Shares	Weighted Avg. Dividend Rate	Shares	Weighted Avg. Dividend Rate
Beginning balance	11,475,702	7.697%	12,799,889	7.677%	11,516,302	7.696%	12,879,189	7.676%
Shares converted	(609)	6.000%	(751,050)	7.500%	(41,209)	7.478%	(830,350)	7.500%
Ending balance	11,475,093	7.697%	12,048,839	7.688%	11,475,093	7.697%	12,048,839	7.688%
Monthly averages	11,475,245	7.697%	12,242,227	7.685%	11,489,670	7.697%	12,495,896	7.681%

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We believe that net income, as defined by U.S. GAAP, is the most appropriate earnings measurement. However, we consider FFO to be a useful supplemental measure of our operating performance. Historical cost accounting for real estate assets in accordance with U.S. GAAP implicitly assumes that the value of real estate assets diminishes predictably over time as evidenced by the provision for depreciation. However, since real estate values have historically risen or fallen with market conditions, many industry investors and analysts have considered presentations of operating results for real estate companies that use historical cost accounting to be insufficient. In response, the National Association of Real Estate Investment Trusts ( NAREIT ) created FFO as a supplemental measure of operating performance for REITs that excludes historical cost depreciation from net income. FFO, as defined by NAREIT, means net income, computed in accordance with U.S. GAAP, excluding gains (or losses) from sales of real estate, plus depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures.

Net operating income ( NOI ) is used to evaluate the operating performance of our properties. We define NOI as total revenues, including tenant reimbursements, less property level operating expenses, which exclude depreciation and amortization, general and administrative expenses, impairments and interest expense. We believe NOI provides investors relevant and useful information because it measures the operating performance of our properties at the property level on an unleveraged basis. We use NOI to make decisions about resource allocations and to assess the property level performance of our properties.

EBITDA stands for earnings before interest, taxes, depreciation and amortization. We believe that EBITDA, along with net income and cash flow provided from operating activities, is an important supplemental measure because it provides additional information to assess and evaluate the performance of our operations. We primarily utilize EBITDA to measure our interest coverage ratio, which represents EBITDA divided by total interest, and our fixed charge coverage ratio, which represents EBITDA divided by fixed charges. Fixed charges include total interest, secured debt principal amortization and preferred dividends.

A covenant in our line of credit arrangement contains a financial ratio based on a definition of EBITDA that is specific to that agreement. Failure to satisfy this covenant could result in an event of default that could have a material adverse impact on our cost and availability of capital, which could in turn have a material adverse impact on our consolidated results of operations, liquidity and/or financial condition. Due to the materiality of this debt agreement and the financial covenant, we have disclosed Adjusted EBITDA, which represents EBITDA as defined above and adjusted for stock-based compensation expense, provision for loan losses and gain/loss on extinguishment of debt. We use Adjusted EBITDA to measure our adjusted fixed charge coverage ratio, which represents Adjusted EBITDA divided by fixed charges on a trailing twelve months basis. Fixed charges include total interest (excluding capitalized interest and non-cash interest expenses), secured debt principal amortization and preferred dividends. Our covenant requires an adjusted fixed charge ratio of at least 1.75 times.

Other than Adjusted EBITDA, our supplemental reporting measures and similarly entitled financial measures are widely used by investors, equity and debt analysts and rating agencies in the valuation, comparison, rating and investment recommendations of companies. Management uses these financial measures to facilitate internal and external comparisons to our historical operating results and in making operating decisions. Additionally, these measures are utilized by the Board of Directors to evaluate management. Adjusted EBITDA is used solely to determine our compliance with a financial covenant of our line of credit arrangement and is not being presented for use by investors for any other purpose. None of our supplemental measures represent net income or cash flow provided from operating activities as determined in accordance with U.S. GAAP and should not be considered as alternative measures of profitability or liquidity. Finally, the supplemental measures, as defined by us, may not be comparable to similarly entitled items reported by other real estate investment trusts or other companies. Multi-period amounts may not equal the sum of the individual quarterly amounts due to rounding.

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The table below reflects the reconciliation of FFO to net income attributable to common stockholders, the most directly comparable U.S. GAAP measure, for the periods presented. The provisions for depreciation and amortization include provisions for depreciation and amortization from discontinued operations. Amounts are in thousands except for per share data.

	March 31, 2008	June 30, 2008	Three Months Ended September 30, 2008	December 31, 2008	March 31, 2009	June 30, 2009
FFO Reconciliation:						
Net income attributable to common stockholders	\$29,249	\$ 155,410	\$ 53,589	\$ 21,850	\$ 61,119	\$ 59,240
Depreciation and amortization	39,574	39,630	41,690	42,150	41,326	40,731
Loss (gain) on sales of properties	(26)	(118,168)	(12,619)	(33,120)	(17,036)	(10,677)
Noncontrolling interests	(87)	(87)	(87)	(81)	(87)	(87)
Funds from operations	\$68,710	\$ 76,785	\$ 82,573	\$ 30,799	\$ 85,322	\$ 89,207
Average common shares outstanding:						
Basic	86,100	89,294	96,040	103,329	108,214	110,864
Diluted	86,610	89,853	96,849	103,840	108,624	111,272
Per share data:						
Net income attributable to common stockholders						
Basic	\$ 0.34	\$ 1.74	\$ 0.56	\$ 0.21	\$ 0.56	\$ 0.53
Diluted	0.34	1.73	0.55	0.21	0.56	0.53
Funds from operations						
Basic	\$ 0.80	\$ 0.86	\$ 0.86	\$ 0.30	\$ 0.79	\$ 0.80
Diluted	0.79	0.85	0.85	0.30	0.79	0.80

	Six Months Ended	
	June 30, 2008	June 30, 2009
FFO Reconciliation:		
Net income available to common stockholders	\$ 184,658	\$120,359
Depreciation and amortization	79,203	82,057
Loss (gain) on sales of properties	(118,194)	(27,713)
Noncontrolling interests	(174)	(174)
Funds from operations	\$ 145,493	\$174,529
Average common shares outstanding:		
Basic	87,698	109,548

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Diluted	88,223	109,956
Per share data:		
Net income available to common stockholders		
Basic	\$ 2.11	\$ 1.10
Diluted	2.09	1.09
Funds from operations		
Basic	\$ 1.66	\$ 1.59
Diluted	1.65	1.59

The following table reflects the reconciliation of NOI for the periods presented. All amounts include amounts from discontinued operations, if applicable. Amounts are in thousands.

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	Three Months Ended					
			September	December		
	March 31,	June 30,	30,	31,	March 31,	June 30,
	2008	2008	2008	2008	2009	2009
NOI Reconciliation:						
Total revenues:						
Investment properties:						
Rental income:						
Independent living/CCRCs	\$ 13,414	\$ 14,881	\$ 18,545	\$ 19,562	\$ 19,996	\$ 20,001
Assisted living facilities	30,228	31,071	28,189	27,521	27,708	28,392
Skilled nursing facilities	40,100	40,260	40,687	40,595	41,731	41,598
Specialty care facilities	8,191	10,595	12,650	12,359	12,677	11,293
Investment property rental income	91,933	96,807	100,071	100,037	102,112	101,284
Interest income	9,092	9,175	10,910	10,886	9,953	10,158
Other income	1,296	1,533	1,219	3,850	895	640
Total investment property revenues	102,321	107,515	112,200	114,773	112,960	112,082
Medical office buildings:						
Rental income	33,233	33,003	33,958	33,138	33,253	32,593
Other income	210	237	261	222	213	234
Total medical office building revenues	33,443	33,240	34,219	33,360	33,466	32,827
Corporate other income	210	115	575	793	376	363
Total revenues	135,974	140,870	146,994	148,926	146,802	145,272
Property operating expenses:						
Investment properties	0	0	0	0	0	0
Medical office buildings	11,367	11,375	11,868	12,019	11,983	12,044
Non-segment/corporate	0	0	0	0	0	0
Total property operating expenses	11,367	11,375	11,868	12,019	11,983	12,044
Net operating income:						
Investment properties	102,321	107,515	112,200	114,773	112,960	112,082
Medical office buildings	22,076	21,865	22,351	21,341	21,483	20,783
Non-segment/corporate	210	115	575	793	376	363
Net operating income	\$ 124,607	\$ 129,495	\$ 135,126	\$ 136,907	\$ 134,819	\$ 133,228

Six Months Ended  
June 30, 2008      June 30, 2009

NOI Reconciliation:

Total revenues:

Investment properties:

Rental income:

Independent living/CCRCs	\$ 28,295	\$ 39,997
Assisted living facilities	61,299	56,100
Skilled nursing facilities	80,360	83,329
Specialty care facilities	18,786	23,970

Investment property rental income	188,740	203,396
Interest income	18,267	20,111
Other income	2,829	1,534

Total investment property revenues	209,836	225,041
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Medical office buildings:

Rental income	66,236	65,846
Other income	447	447

Total medical office building revenues	66,683	66,293
Corporate other income	325	740

Total revenues	276,844	292,074
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Property operating expenses:

Investment properties	0	0
Medical office buildings	22,742	24,026
Non-segment/corporate	0	0

Total property operating expenses	22,742	24,026
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Net operating income:

Investment properties	209,836	225,041
Medical office buildings	43,941	42,267
Non-segment/corporate	325	740

Net operating income	\$ 254,102	\$ 268,048
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The table below reflects the reconciliation of EBITDA to net income, the most directly comparable U.S. GAAP measure, for the periods presented. Interest expense and the provisions for depreciation and amortization include discontinued operations. Dollars are in thousands.

	March 31, 2008	June 30, 2008	Three Months Ended September 30, 2008	December 31, 2008	March 31, 2009	June 30, 2009
EBITDA						
Reconciliation:						
Net income	\$ 35,458	\$161,259	\$ 59,320	\$ 27,389	\$ 66,645	\$ 64,759
Interest expense	37,320	36,155	35,354	32,230	28,011	27,332
Income tax expense (benefit)	1,279	44	(153)	136	50	21
Depreciation and amortization	39,574	39,630	41,690	42,150	41,326	40,731
EBITDA	\$113,631	\$237,088	\$136,211	\$101,905	\$136,032	\$132,843
Interest Coverage Ratio:						
Interest expense	\$ 37,320	\$ 36,155	\$ 35,354	\$ 32,230	\$ 28,011	\$ 27,332
Non-cash interest expense	(2,790)	(2,769)	(2,773)	(2,899)	(2,772)	(2,844)
Capitalized interest	5,167	5,063	6,364	8,435	9,865	11,026
Total interest	39,697	38,449	38,945	37,766	35,104	35,514
EBITDA	\$113,631	\$237,088	\$136,211	\$101,905	\$136,032	\$132,843
Interest coverage ratio	2.86x	6.17x	3.50x	2.70x	3.88x	3.74x
Fixed Charge Coverage Ratio:						
Total interest	\$ 39,697	\$ 38,449	\$ 38,945	\$ 37,766	\$ 35,104	\$ 35,514
Secured debt principal payments	2,093	1,817	2,080	2,129	2,206	2,177
Preferred dividends	6,147	5,784	5,730	5,541	5,524	5,516
Total fixed charges	47,937	46,050	46,755	45,436	42,834	43,207
EBITDA	\$113,631	\$237,088	\$136,211	\$101,905	\$136,032	\$132,843
Fixed charge coverage ratio	2.37x	5.15x	2.91x	2.24x	3.18x	3.07x
					Six Months Ended June 30, 2008	June 30, 2009

## EBITDA Reconciliation:

Net income	\$196,716	\$131,403
Interest expense	73,476	55,343
Tax expense (benefit)	1,323	72
Depreciation and amortization	79,203	82,057

EBITDA	\$350,718	\$268,875
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## Interest Coverage Ratio:

Interest expense	\$ 73,476	\$ 55,343
Non-cash interest expense	(5,559)	(5,616)
Capitalized interest	10,230	20,891

Total interest	78,147	70,618
EBITDA	\$350,718	\$268,875

Interest coverage ratio	4.49x	3.81x
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## Fixed Charge Coverage Ratio:

Total interest	\$ 78,147	\$ 70,618
Secured debt principal payments	3,910	4,383
Preferred dividends	11,931	11,039

Total fixed charges	93,988	86,040
EBITDA	\$350,718	\$268,875

Fixed charge coverage ratio	3.73x	3.13x
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The table below reflects the reconciliation of Adjusted EBITDA to net income, the most directly comparable U.S. GAAP measure, for the periods presented. Interest expense and the provisions for depreciation and amortization include discontinued operations. Dollars are in thousands.

	Twelve Months Ended				
	June 30, 2008	September 30, 2008	December 31, 2008	March 31, 2009	June 30, 2009
Adjusted EBITDA					
Reconciliation:					
Net income	\$274,047	\$303,603	\$283,425	\$314,613	\$218,112
Interest expense	150,031	147,596	141,059	131,750	122,927
Income tax expense (benefit)	1,569	1,439	1,306	77	54
Depreciation and amortization	159,422	160,975	163,045	164,797	165,898
Stock-based compensation expense	7,853	8,024	8,530	11,360	11,034
Provision for loan losses	0	0	94	234	234
Loss (gain) on extinguishment of debt	(2,407)	(3,175)	(2,094)	(2,446)	(2,446)
Adjusted EBITDA	\$590,515	\$618,462	\$595,365	\$620,385	\$515,813
Adjusted Fixed Charge Coverage Ratio:					
Interest expense	\$150,031	\$147,596	\$141,059	\$131,750	\$122,927
Capitalized interest	17,860	21,062	25,029	29,727	35,690
Non-cash interest expense	(11,047)	(11,325)	(11,231)	(11,214)	(11,289)
Secured debt principal payments	8,066	8,137	8,119	8,232	8,592
Preferred dividends	24,427	23,840	23,201	22,579	22,311
Total fixed charges	189,337	189,310	186,177	181,074	178,231
Adjusted EBITDA	\$590,515	\$618,462	\$595,365	\$620,385	\$515,813
Adjusted fixed charge coverage ratio	3.12x	3.27x	3.20x	3.43x	2.89x

**Table of Contents****Critical Accounting Policies**

Our consolidated financial statements are prepared in accordance with U.S. GAAP, which requires us to make estimates and assumptions. Management considers an accounting estimate or assumption critical if:

the nature of the estimates or assumptions is material due to the levels of subjectivity and judgment necessary to account for highly uncertain matters or the susceptibility of such matters to change; and

the impact of the estimates and assumptions on financial condition or operating performance is material.

Management has discussed the development and selection of its critical accounting policies with the Audit Committee of the Board of Directors and the Audit Committee has reviewed the disclosure presented below relating to them. Management believes the current assumptions and other considerations used to estimate amounts reflected in our consolidated financial statements are appropriate and are not reasonably likely to change in the future. However, since these estimates require assumptions to be made that were uncertain at the time the estimate was made, they bear the risk of change. If actual experience differs from the assumptions and other considerations used in estimating amounts reflected in our consolidated financial statements, the resulting changes could have a material adverse effect on our consolidated results of operations, liquidity and/or financial condition. Please refer to Note 1 to the financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2008 for further information regarding significant accounting policies that impact us. There have been no material changes to these policies in 2009. See Note 2 to our consolidated financial statements for the impact of new accounting pronouncements.

The following table presents information about our critical accounting policies, as well as the material assumptions used to develop each estimate:

<b>Nature of Critical Accounting Estimate</b>	<b>Assumptions/Approach Used</b>
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**Allowance for Loan Losses**

We maintain an allowance for loan losses in accordance with Statement of Financial Accounting Standards No. 114, Accounting by Creditors for Impairment of a Loan, as amended, and SEC Staff Accounting Bulletin No. 102, Selected Loan Loss Allowance Methodology and Documentation Issues. The allowance for loan losses is maintained at a level believed adequate to absorb potential losses in our loans receivable. The determination of the allowance is based on a quarterly evaluation of all outstanding loans. If this evaluation indicates that there is a greater risk of loan charge-offs, additional allowances or placement on non-accrual status may be required. A loan is impaired when, based on current information and events, it is probable that we will be unable to collect all amounts due as scheduled according to the contractual terms of the original loan agreement. Consistent with this definition, all loans on non-accrual are deemed impaired. To the extent circumstances improve and the risk of collectibility is diminished, we will return these loans to full accrual status.

The determination of the allowance is based on a quarterly evaluation of all outstanding loans, including general economic conditions and estimated collectibility of loan payments and principal. We evaluate the collectibility of our loans receivable based on a combination of factors, including, but not limited to, delinquency status, historical loan charge-offs, financial strength of the borrower and guarantors and value of the underlying property.

As a result of our quarterly evaluations, we recorded a \$140,000 addition to the allowance for loan losses during the six months ended June 30, 2009, resulting in an allowance for loan losses of \$7,640,000 relating to loans with outstanding balances of \$120,691,000. Also at June 30, 2009, we had loans with outstanding balances of \$72,469,000 on non-accrual status.



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**Nature of Critical  
Accounting Estimate**

**Assumptions/Approach  
Used**

**Business Combinations**

Substantially all of the properties owned by us are leased under operating leases and are recorded at cost. The cost of our real property is allocated to land, buildings, improvements and intangibles in accordance with Statement of Financial Accounting Standards No. 141(R), Business Combinations adopted for business combinations subsequent to January 1, 2009.

We compute depreciation and amortization on our properties using the straight-line method based on their estimated useful lives which range from 15 to 40 years for buildings and five to 15 years for improvements. Lives for intangibles are based on the remaining term of the underlying leases.

For the six months ended June 30, 2009, we recorded \$60,908,000, \$16,279,000 and \$4,870,000 as provisions for depreciation and amortization relating to buildings, improvements and intangibles, respectively, including amounts reclassified as discontinued operations. The average useful life of our buildings, improvements and intangibles was 35.8 years, 11.0 years and 8.6 years, respectively, for the six months ended June 30, 2009.

**Impairment of Long-Lived Assets**

We review our long-lived assets for potential impairment in accordance with Statement of Financial Accounting Standards No. 144, Accounting for the Impairment and Disposal of Long-Lived Assets. An impairment charge must be recognized when the carrying value of a long-lived asset is not recoverable. The carrying value is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. If it is determined that a permanent impairment of a long-lived asset has occurred, the carrying value of the asset is reduced to its fair value and an impairment charge is recognized for the difference between the carrying value and the fair value.

The net book value of long-lived assets is reviewed quarterly on a property by property basis to determine if there are indicators of impairment. These indicators may include anticipated operating losses at the property level, the tenant's inability to make rent payments, a decision to dispose of an asset before the end of its estimated useful life and changes in the market that may permanently reduce the value of the property. If indicators of impairment exist, then the undiscounted future cash flows from the most likely use of the property are compared to the current net book value. This analysis requires us to determine if indicators of impairment exist and to estimate the most likely stream of cash flows to be generated from the property during the period the property is expected to be held.

We did not record any impairment charges for the six months ended June 30, 2009.

**Fair Value of Derivative Instruments**

The valuation of derivative instruments is accounted for in accordance with Statement of Financial Accounting Standards No. 133, Accounting for

The valuation of derivative instruments requires us to make estimates and judgments that affect the fair value of the instruments. Fair values for our derivatives are

Derivative Instruments and Hedging Activities ( SFAS133 ), as amended by Statement of Financial Accounting Standards No. 138, Accounting for Certain Derivative Instruments and Certain Hedging Activities. SFAS133, as amended, requires companies to record derivatives at fair market value on the balance sheet as assets or liabilities.

estimated by utilizing pricing models that consider forward yield curves and discount rates. Such amounts and the recognition of such amounts are subject to significant estimates which may change in the future. We were not party to any derivative instruments at June 30, 2009.

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**Nature of Critical  
Accounting Estimate**

**Assumptions/Approach  
Used**

**Revenue Recognition**

Revenue is recorded in accordance with Statement of Financial Accounting Standards No. 13, Accounting for Leases, and SEC Staff Accounting Bulletin No. 104, Revenue Recognition in Financial Statements, as amended ( SAB104 ). SAB104 requires that revenue be recognized after four basic criteria are met. These four criteria include persuasive evidence of an arrangement, the rendering of service, fixed and determinable income and reasonably assured collectibility. If the collectibility of revenue is determined incorrectly, the amount and timing of our reported revenue could be significantly affected. Interest income on loans is recognized as earned based upon the principal amount outstanding subject to an evaluation of collectibility risk. Substantially all of our operating leases contain fixed and/or contingent escalating rent structures. Leases with fixed annual rental escalators are generally recognized on a straight-line basis over the initial lease period, subject to a collectibility assessment. Rental income related to leases with contingent rental escalators is generally recorded based on the contractual cash rental payments due for the period.

We evaluate the collectibility of our revenues and related receivables on an on-going basis. We evaluate collectibility based on assumptions and other considerations including, but not limited to, the certainty of payment, payment history, the financial strength of the investment's underlying operations as measured by cash flows and payment coverages, the value of the underlying collateral and guaranties and current economic conditions.

If our evaluation indicates that collectibility is not reasonably assured, we may place an investment on non-accrual or reserve against all or a portion of current income as an offset to revenue.

For the six months ended June 30, 2009, we recognized \$20,111,000 of interest income and \$269,242,000 of rental income, including discontinued operations. Cash receipts on leases with deferred revenue provisions were \$15,144,000 as compared to gross straight-line rental income recognized of \$9,927,000 for the six months ended June 30, 2009. At June 30, 2009, our straight-line receivable balance was \$39,746,000, net of reserves totaling \$379,000. Also at June 30, 2009, we had loans with outstanding balances of \$72,469,000 on non-accrual status.

**Forward-Looking Statements and Risk Factors**

This Quarterly Report on Form 10-Q may contain forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements concern and are based upon, among other things, the possible expansion of the company's portfolio; the sale of properties; the performance of its operators and properties; its occupancy rates; its ability to acquire or develop properties; its ability to manage properties; its ability to enter into agreements with viable new tenants for vacant space or for properties that the company takes back from financially troubled tenants, if any; its ability to make distributions; its policies and plans regarding investments, financings and other matters; its tax status as a real estate investment trust; its ability to appropriately balance the use of debt and equity; its ability to access capital markets or other sources of funds; its critical accounting policies; and its ability to meet its earnings guidance. When the company uses words such as may, will, intend, should, believe, expect, anticipate, project, estimate or similar expressions, it is making forward-looking statements. Forward-looking statements are not guarantees of future performance and involve risks and uncertainties. The company's expected results may not be achieved, and actual results may differ materially from expectations. This may be a result of various factors, including, but not limited to: the status of the economy; the status of capital markets, including availability and cost of capital; issues facing the health care industry, including compliance with, and changes to, regulations and payment policies; operators'/tenants' difficulty in cost-effectively obtaining and maintaining adequate liability and other insurance; changes in financing terms; competition within the health care and senior housing

industries; negative developments in the operating results or financial condition of operators/tenants, including, but not limited to, their ability to pay rent and repay loans; the company's ability to transition or sell facilities with profitable results; the failure to make new investments as and when anticipated; the failure of closings to occur as and when anticipated; acts of God affecting the company's properties; the company's ability to re-lease space at similar rates as vacancies occur; the company's ability to timely reinvest sale proceeds at similar rates to assets sold; operator/tenant bankruptcies or insolvencies; government regulations affecting Medicare and Medicaid reimbursement rates and operational requirements; liability or contract claims by or against operators/tenants; unanticipated difficulties and/or expenditures relating to future acquisitions; environmental laws affecting the company's properties; changes in rules or practices governing the company's financial reporting; and legal and operational matters, including real estate investment trust qualification and key management personnel recruitment and retention. Other important factors are identified in the company's Annual Report on Form 10-K for the year ended December 31, 2008, as updated by our Current Report on Form 8-K filed May 7, 2009, including factors identified under the headings Business, Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations. Finally, the company assumes no obligation to update or revise any forward-looking statements or to update the reasons why actual results could differ from those projected in any forward-looking statements.

**Table of Contents****Item 3. Quantitative and Qualitative Disclosures about Market Risk**

We are exposed to various market risks, including the potential loss arising from adverse changes in interest rates. We seek to mitigate the effects of fluctuations in interest rates by matching the terms of new investments with new long-term fixed rate borrowings to the extent possible. We may or may not elect to use financial derivative instruments to hedge interest rate exposure. These decisions are principally based on our policy to match our variable rate investments with comparable borrowings, but are also based on the general trend in interest rates at the applicable dates and our perception of the future volatility of interest rates. This section is presented to provide a discussion of the risks associated with potential fluctuations in interest rates.

We historically borrow on our unsecured line of credit arrangement to acquire, construct or make loans relating to health care and senior housing properties. Then, as market conditions dictate, we will issue equity or long-term fixed rate debt to repay the borrowings under the unsecured line of credit arrangement.

A change in interest rates will not affect the interest expense associated with our fixed rate debt. Interest rate changes, however, will affect the fair value of our fixed rate debt. Changes in the interest rate environment upon maturity of this fixed rate debt could have an effect on our future cash flows and earnings, depending on whether the debt is replaced with other fixed rate debt, variable rate debt or equity or repaid by the sale of assets. To illustrate the impact of changes in the interest rate markets, we performed a sensitivity analysis on our fixed rate debt instruments whereby we modeled the change in net present values arising from a hypothetical 1% increase in interest rates to determine the instruments' change in fair value. The following table summarizes the analysis performed as of the dates indicated (in thousands):

	June 30, 2009		December 31, 2008	
	Principal balance	Change in fair value	Principal balance	Change in fair value
Senior unsecured notes	\$ 1,823,277	\$ (116,673)	\$ 1,845,000	\$ (112,438)
Secured debt	545,658	(25,481)	448,378	(17,966)
Totals	\$ 2,368,935	\$ (142,154)	\$ 2,293,378	\$ (130,404)

On September 12, 2007, we entered into two forward-starting interest rate swaps (the September 2007 Swaps) for a total notional amount of \$250,000,000 to hedge 10 years of interest payments associated with a long-term borrowing that was expected to occur in 2008. The September 2007 Swaps each had an effective date of September 12, 2008 and a maturity date of September 12, 2018. We expected to settle the 2007 Swaps when the debt was to be priced. The September 2007 Swaps were to have the economic effect of fixing \$250,000,000 of our future debt at 4.469% plus a credit spread for 10 years. The September 2007 Swaps had been designated as cash flow hedges and we expected the 2007 Swaps to be highly effective at offsetting changes in cash flows of interest payments on \$250,000,000 of our future debt due to changes in the LIBOR swap rate. Therefore, effective changes in the fair value of the September 2007 Swaps were recorded in AOCI and were to be reclassified to interest expense when the hedged forecasted transactions affected earnings (as interest payments are made on the expected debt issuance). The ineffective portion of the changes in fair value was to be recorded directly in earnings. During the year ended December 31, 2008, as a result of the severe dislocation in the credit markets, we terminated plans to issue debt and also terminated the September 2007 Swaps for \$23,393,000. Amounts previously recorded in AOCI were reclassified to realized loss on derivatives resulting in \$23,393,000 of expense as the forecasted transaction was no longer probable to occur.

Our variable rate debt, including our unsecured line of credit arrangement, is reflected at fair value. At June 30, 2009, we had \$342,000,000 outstanding related to our variable rate debt and assuming no changes in outstanding balances, a 1% increase in interest rates would result in increased annual interest expense of \$3,420,000. At December 31, 2008, we had \$570,000,000 outstanding related to our variable rate debt and assuming no changes in

outstanding balances, a 1% increase in interest rates would have resulted in increased annual interest expense of \$5,700,000.

We are subject to risks associated with debt financing, including the risk that existing indebtedness may not be refinanced or that the terms of refinancing may not be as favorable as the terms of current indebtedness. The majority of our borrowings were completed under indentures or contractual agreements that limit the amount of indebtedness we may incur. Accordingly, in the event that we are unable to raise additional equity or borrow money because of these limitations, our ability to acquire additional properties may be limited.

**Table of Contents****Item 4. Controls and Procedures**

Our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective in providing reasonable assurance that information required to be disclosed by us in the reports we file with or submit to the Securities and Exchange Commission (SEC) under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. No changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) occurred during the fiscal quarter covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II. OTHER INFORMATION****Item 1A. Risk Factors**

Except as provided in Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations Forward Looking Statements and Risk Factors, there have been no material changes from the risk factors identified under the heading Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2008.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds****ISSUER PURCHASES OF EQUITY SECURITIES**

Period	Total Number of Shares Purchased (1)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
April 1, 2009 through April 30, 2009	166	\$ 33.72		
May 1, 2009 through May 31, 2009	117	\$ 32.08		
June 1, 2009 through June 30, 2009				
Totals	283	\$ 33.04		

(1) During the three months ended June 30, 2009, the company acquired shares of common stock held by employees who tendered owned shares to satisfy the tax withholding on the lapse of certain

restrictions on  
restricted stock.

- (2) No shares were  
purchased as  
part of publicly  
announced plans  
or programs.

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

Our annual meeting of stockholders was duly called and held on May 7, 2009 in Toledo, Ohio. Proxies for the meeting were solicited on behalf of the Board of Directors pursuant to Regulation 14A of the General Rules and Regulations of the SEC. There was no solicitation in opposition to the Board's nominees for election as directors as listed in the Proxy Statement, and all such nominees were elected.

Votes were cast at the meeting upon the proposals described in the Proxy Statement for the meeting (filed with the SEC pursuant to Regulation 14A and incorporated herein by reference) as follows:

Proposal #1 Election of four directors for a term of three years:

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>
Pier C. Borra	94,429,197	4,188,408
George L. Chapman	94,586,650	4,030,955
Sharon M. Oster	94,038,583	4,579,022
Jeffrey R. Otten	95,154,547	3,463,058

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Proposal #2 Approval of the Amended and Restated Health Care REIT, Inc. 2005 Long-Term Incentive Plan:

For	69,184,669
Against	11,458,279
Abstain	660,710

Proposal #3 Ratification of the appointment of Ernst & Young LLP as independent registered public accounting firm for the fiscal year 2009:

For	97,252,079
Against	1,153,197
Abstain	212,329

**Item 6. Exhibits**

1.1 Amendment No. 1 to Equity Distribution Agreement, dated as of May 8, 2009, by and among the company and UBS Securities LLC.

10.1 Health Care REIT, Inc. Amended and Restated 2005 Long-Term Incentive Plan (filed with the Securities and Exchange Commission as Appendix A to the company's Proxy Statement for the 2009 Annual Meeting of Stockholders filed March 25, 2009, and incorporated herein by reference thereto).

31.1 Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer.

31.2 Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer.

32.1 Certification pursuant to 18 U.S.C. Section 1350 by Chief Executive Officer.

32.2 Certification pursuant to 18 U.S.C. Section 1350 by Chief Financial Officer.

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

**HEALTH CARE REIT, INC.**

Date: August 6, 2009

By: /s/ George L. Chapman  
George L. Chapman,  
Chairman, Chief Executive Officer and President  
(Principal Executive Officer)

Date: August 6, 2009

By: /s/ Scott A. Estes  
Scott A. Estes,  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

Date: August 6, 2009

By: /s/ Paul D. Nungester, Jr.  
Paul D. Nungester, Jr.,  
Vice President and Controller  
(Principal Accounting Officer)