

UNIVERSAL HEALTH REALTY INCOME TRUST  
Form 10-Q  
November 07, 2011

**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 September 30, 2011

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 1-9321

**UNIVERSAL HEALTH REALTY INCOME**  
**TRUST**

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(Exact name of registrant as specified in its charter)

**MARYLAND**  
(State or other jurisdiction of  
incorporation or organization)

**23-6858580**  
(I. R. S. Employer  
Identification No.)

**UNIVERSAL CORPORATE CENTER**

**367 SOUTH GULPH ROAD**

**KING OF PRUSSIA, PENNSYLVANIA**  
(Address of principal executive offices)

**19406**  
(Zip Code)

Registrant's telephone number, including area code (610) 265-0688

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

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

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

Large accelerated filer  Accelerated Filer

Non-accelerated filer  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

Number of common shares of beneficial interest outstanding at October 31, 2011 - 12,665,326

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UNIVERSAL HEALTH REALTY INCOME TRUST

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**Part I. Financial Information****Universal Health Realty Income Trust****Condensed Consolidated Statements of Income****For the Three and Nine Months Ended September 30, 2011 and 2010**

(amounts in thousands, except per share amounts)

(unaudited)

|   | <b>Three Months</b>        |                | <b>Nine Months</b>         |                 |
|---|----------------------------|----------------|----------------------------|-----------------|
|   | <b>Ended September 30,</b> |                | <b>Ended September 30,</b> |                 |
|   | <b>2011</b>                | <b>2010</b>    | <b>2011</b>                | <b>2010</b>     |
| <b>Revenues:</b>  |                            |                |                            |                 |
| Base rental - UHS facilities  | \$3,266                    | \$3,298        | \$9,788                    | \$9,882         |
| Base rental - Non-related parties   | 2,676                      | 2,332          | 6,727                      | 7,515           |
| Bonus rental - UHS facilities   | 1,013                      | 1,024          | 3,217                      | 3,141           |
| Tenant reimbursements and other - Non-related parties   | 421                        | 492            | 1,059                      | 1,651           |
| Tenant reimbursements and other- UHS facilities   | 18                         | 25             | 45                         | 99              |
|   | 7,394                      | 7,171          | 20,836                     | 22,288          |
| <b>Expenses:</b>  |                            |                |                            |                 |
| Depreciation and amortization   | 1,799                      | 1,599          | 4,841                      | 4,778           |
| Advisory fees to UHS  | 525                        | 474            | 1,476                      | 1,377           |
| Other operating expenses  | 1,424                      | 1,488          | 3,674                      | 4,274           |
| Transaction costs   | 455                        | 0              | 590                        | 0               |
|   | 4,203                      | 3,561          | 10,581                     | 10,429          |
| Income before equity in income of unconsolidated limited liability<br>companies ("LLCs") and interest expense | 3,191                      | 3,610          | 10,255                     | 11,859          |
| Equity in income of unconsolidated LLCs   | 875                        | 335            | 2,377                      | 1,904           |
| Interest expense, net   | (718)                      | (558)          | (1,464)                    | (1,575)         |
| <b>Net income</b>   | <b>\$3,348</b>             | <b>\$3,387</b> | <b>\$11,168</b>            | <b>\$12,188</b> |
| Basic earnings per share  | \$0.26                     | \$0.27         | \$0.88                     | \$1.00          |
| Diluted earnings per share  | \$0.26                     | \$0.27         | \$0.88                     | \$1.00          |
| Weighted average number of shares outstanding - Basic   | 12,648                     | 12,323         | 12,643                     | 12,170          |
| Weighted average number of share equivalents  | 3                          | 2              | 5                          | 2               |

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|   |        |        |        |        |
|---|--------|--------|--------|--------|
| Weighted average number of shares and equivalents outstanding - Diluted | 12,651 | 12,325 | 12,648 | 12,172 |
|---|--------|--------|--------|--------|

See accompanying notes to condensed consolidated financial statements.

**Universal Health Realty Income Trust**  
**Condensed Consolidated Balance Sheets**

(dollar amounts in thousands)

(unaudited)

| <b>Assets:</b>  | <b>September 30,<br/>2011</b> | <b>December 31,<br/>2010</b> |
|---|-------------------------------|------------------------------|
| <b>Real Estate Investments:</b>   |                               |                              |
| Buildings and improvements  | \$202,257                     | \$180,750                    |
| Accumulated depreciation  | (79,162)                      | (74,683)                     |
|   | 123,095                       | 106,067                      |
| Land  | 21,200                        | 19,190                       |
| Net Real Estate Investments   | 144,295                       | 125,257                      |
| Investments in and advances to limited liability companies ("LLCs")   | 82,615                        | 80,442                       |
| <b>Other Assets:</b>  |                               |                              |
| Cash and cash equivalents   | 787                           | 987                          |
| Base and bonus rent receivable from UHS   | 2,021                         | 1,964                        |
| Rent receivable - other   | 1,226                         | 912                          |
| Deferred charges, notes receivable and intangible and other assets, net   | 11,895                        | 6,573                        |
| <b>Total Assets</b>   | <b>\$242,839</b>              | <b>\$216,135</b>             |
| <b>Liabilities:</b>   |                               |                              |
| Line of credit borrowings   | \$90,400                      | \$52,600                     |
| Mortgage notes payable, non-recourse to us  | 8,279                         | 8,399                        |
| Loans payable of consolidated LLC, non-recourse to us   | 6,470                         | 6,564                        |
| Accrued interest  | 90                            | 113                          |
| Accrued expenses and other liabilities  | 2,766                         | 2,333                        |
| Tenant reserves, escrows, deposits and prepaid rents  | 763                           | 616                          |
| <b>Total Liabilities</b>  | <b>108,768</b>                | <b>70,625</b>                |
| <b>Equity:</b>  |                               |                              |
| Preferred shares of beneficial interest, \$.01 par value; 5,000,000 shares authorized; none issued and outstanding        | 0                             | 0                            |
| Common shares, \$.01 par value; 95,000,000 shares authorized; issued and outstanding: 2011 - 12,665,269; 2010 -12,653,169 | 127                           | 127                          |
| Capital in excess of par value  | 213,597                       | 213,209                      |
| Cumulative net income   | 384,772                       | 373,604                      |
| Cumulative dividends  | (464,504)                     | (441,527)                    |

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|   |           |           |
|---|-----------|-----------|
| Total Universal Health Realty Income Trust Shareholders' Equity | 133,992   | 145,413   |
| Non-controlling equity interest                                 | 79        | 97        |
| Total Equity  | 134,071   | 145,510   |
| Total Liabilities and Equity                                    | \$242,839 | \$216,135 |

See accompanying notes to condensed consolidated financial statements.

**Universal Health Realty Income Trust**

**Condensed Consolidated Statements of Cash Flows**

(amounts in thousands)

(unaudited)

|  | <b>Nine months ended September 30,</b> |                 |
|--|--|-----------------|
|  | <b>2011</b>                            | <b>2010</b>     |
| <b>Cash flows from operating activities:</b>   |  |                 |
| Net income   | \$11,168                               | \$12,188        |
| <i>Adjustments to reconcile net income to net cash provided by operating activities:</i> |  |                 |
| Depreciation and amortization  | 4,841                                  | 4,778           |
| Restricted/stock-based compensation expense  | 210                                    | 261             |
| <i>Changes in assets and liabilities:</i>  |  |                 |
| Rent receivable  | (371)                                  | 112             |
| Accrued expenses and other liabilities   | (114)                                  | 431             |
| Tenant reserves, escrows, deposits and prepaid rents                                     | (1)                                    | 41              |
| Accrued interest   | (23)                                   | 39              |
| Other, net   | 87                                     | (209)           |
| <b>Net cash provided by operating activities</b>   | <b>15,797</b>                          | <b>17,641</b>   |
| <b>Cash flows from investing activities:</b>   |  |                 |
| Investments in LLCs  | (3,475)                                | (12,018)        |
| Repayments of advances made to LLCs  | 6,664                                  | 478             |
| Advances made to LLCs  | (11,541)                               | (9,547)         |
| Cash distributions in excess of income from LLCs   | 4,066                                  | 2,582           |
| Cash distributions of refinancing proceeds from LLCs                                     | 2,111                                  | 2,734           |
| Additions to real estate investments   | (172)                                  | (801)           |
| Deposits on real estate assets   | (834)                                  | 0               |
| Net cash paid for acquisition of medical office buildings                                | (26,505)                               | 0               |
| Decrease in cash and cash equivalents due to recording of LLC on unconsolidated basis    | 0                                      | (1,938)         |
| <b>Net cash used in investing activities</b>   | <b>(29,686)</b>                        | <b>(18,510)</b> |
| <b>Cash flows from financing activities:</b>   |  |                 |
| Net borrowings on line of credit   | 37,800                                 | 7,800           |
| Repayments of mortgage notes payable of consolidated LLCs                                | 0                                      | (191)           |
| Repayments of loans payable of consolidated LLCs   | (94)                                   | (118)           |
| Repayments of mortgage notes payable   | (120)                                  | (3,489)         |
| Proceeds from mortgage notes payable   | 0                                      | 5,250           |
| Financing costs paid   | (1,104)                                | 0               |
| Financing costs of mortgage notes payable  | 0                                      | (388)           |
| Dividends paid   | (22,977)                               | (22,215)        |
| Issuance of shares of beneficial interest, net   | 184                                    | 12,243          |
| <b>Net cash provided by/(used in) financing activities</b>                               | <b>13,689</b>                          | <b>(1,108)</b>  |
| Decrease in cash and cash equivalents  | (200)                                  | (1,977)         |
| Cash and cash equivalents, beginning of period   | 987                                    | 3,038           |



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|   |       |         |
|---|-------|---------|
| <b>Cash and cash equivalents, end of period</b> | \$787 | \$1,061 |
|---|-------|---------|

**Supplemental disclosures of cash flow information:**

|               |         |         |
|---------------|---------|---------|
| Interest paid | \$1,297 | \$1,540 |
|---------------|---------|---------|

**Supplemental disclosures of non-cash information:**

|                              |         |           |
|------------------------------|---------|-----------|
| Deconsolidation of LLC:      |         |           |
| Net real estate investments  | \$0     | \$12,169  |
| Cash and cash equivalents    | 0       | 1,938     |
| Other assets                 | 0       | 144       |
| Mortgage and note payable    | 0       | 13,465    |
| Other liabilities            | 0       | 370       |
| Third-party equity interests | 0       | 21        |
| <br>Investment in LLC        | <br>\$0 | <br>\$395 |

See accompanying notes to these consolidated financial statements.

**UNIVERSAL HEALTH REALTY INCOME TRUST**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**September 30, 2011**

(unaudited)

**(1) General**

This Quarterly Report on Form 10-Q is for the Quarterly Period ended September 30, 2011. In this Quarterly Report, we, us, our and the Trust refer to Universal Health Realty Income Trust.

You should carefully review all of the information contained in this Quarterly Report, and should particularly consider any risk factors that we set forth in this Quarterly Report and in other reports or documents that we file from time to time with the Securities and Exchange Commission (the SEC). In this Quarterly Report, we state our beliefs of future events and of our future financial performance. In some cases, you can identify those so-called forward-looking statements by words such as may, will, should, could, would, predicts, potential, continue, expect, future, intends, plans, believes, estimates, appears, projects and similar expressions, as well as statements in future tense. You should be aware that those statements are only our predictions. Actual events or results may differ materially. In evaluating those statements, you should specifically consider various factors, including the risks outlined herein and in our Annual Report on Form 10-K for the year ended December 31, 2010 in *Item 1A Risk Factors* and in *Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations - Forward Looking Statements*. Those factors may cause our actual results to differ materially from any of our forward-looking statements.

Our future results of operations could be unfavorably impacted by continued deterioration in general economic conditions which could result in increases in the number of people unemployed and/or uninsured. Should that occur, it may result in decreased occupancy rates at our medical office buildings as well as a reduction in the revenues earned by the operators of our hospital facilities which would unfavorably impact our future bonus rentals (on the Universal Health Services, Inc. ( UHS ) hospital facilities) and may potentially have a negative impact on the future lease renewal terms and the underlying value of the hospital properties. Additionally, the general real estate market has been unfavorably impacted by the deterioration in economic and credit market conditions which may adversely impact the underlying value of our properties. The tightening in the credit markets and the instability in certain banking and financial institutions over the past several years have not had a material impact on us. However, there can be no assurance that unfavorable credit market conditions will not materially increase our cost of borrowings and/or have a material adverse impact on our ability to finance our future growth through borrowed funds.

In this Quarterly Report on Form 10-Q, the term revenues does not include the revenues of the unconsolidated limited liability companies ( LLCs ) in which we have various non-controlling equity interests ranging from 33% to 99%. We currently account for our share of the income/loss from these investments by the equity method (see Note 5). As of September 30, 2011, we had investments or commitments in thirty-two LLCs, thirty-one of which are accounted for by the equity method and one that is currently consolidated in our financial statements.

The financial statements included herein have been prepared by us, without audit, pursuant to the rules and regulations of the SEC and reflect all normal and recurring adjustments which, in our opinion, are necessary to fairly present results for the interim periods. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although we believe that the accompanying disclosures are adequate to make the information presented not misleading. It is suggested that these financial statements be read in conjunction with the financial statements, the notes thereto and accounting policies included in our Annual Report on Form 10-K for the year ended December 31, 2010.

**(2) Relationship with Universal Health Services, Inc. ( UHS ) and Related Party Transactions**

**Leases:** We commenced operations in 1986 by purchasing the real property of certain subsidiaries from UHS and immediately leasing the properties back to the respective subsidiaries. Most of the leases were entered into at the time we commenced operations and provided for initial terms of 13 to 15 years with up to six additional 5-year renewal terms. The current base rentals and lease and rental terms for each facility are provided below. The base rents are paid monthly and each lease also provides for additional or bonus rents which are computed and paid on a quarterly basis based upon a computation that compares current quarter revenue to a corresponding quarter in the base year. The leases with subsidiaries of UHS are unconditionally guaranteed by UHS and are cross-defaulted with one another.

The combined revenues generated from the leases on the UHS hospital facilities accounted for approximately 55% and 56% of our consolidated revenue for the three months ended September 30, 2011 and 2010, respectively and 59% and 55% for the nine months ended September 30, 2011 and 2010, respectively. Including 100% of the revenues generated at the unconsolidated LLCs in which we have various non-controlling

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equity interests ranging from 33% to 99%, the leases on the UHS hospital facilities accounted for approximately 18% and 20% of the combined consolidated and unconsolidated revenue for the three month periods ended September

30, 2011 and 2010, and 19% and 20% for the nine month periods ended September 30, 2011 and 2010, respectively. In addition, twelve medical office buildings ( MOBs ), owned by an LLC in which we hold various non-controlling equity interests, include or will include tenants which are subsidiaries of UHS.

Pursuant to the Master Lease Document by and among us and certain subsidiaries of UHS, dated December 24, 1986 (the Master Lease ), which governs the leases of all hospital properties with subsidiaries of UHS, UHS has the option to renew the leases at the lease terms described below by providing notice to us at least 90 days prior to the termination of the then current term. In addition, UHS has rights of first refusal to: (i) purchase the respective leased facilities during and for 180 days after the lease terms at the same price, terms and conditions of any third-party offer, or; (ii) renew the lease on the respective leased facility at the end of, and for 180 days after, the lease term at the same terms and conditions pursuant to any third-party offer. UHS also has the right to purchase the respective leased facilities at the end of the lease terms or any renewal terms at the appraised fair market value. In addition, the Master Lease, as amended during 2006, includes a change of control provision whereby UHS has the right, upon one month's notice should a change of control of the Trust occur, to purchase any or all of the four leased hospital properties listed below at their appraised fair market value.

On May 19, 2011, certain subsidiaries of UHS provided the required notice to us exercising the 5-year renewal options on the following hospital facilities which extended the existing lease terms to December, 2016:

- McAllen Medical Center
- Wellington Regional Medical Center
- Southwest Healthcare System - Inland Valley Campus

The table below details the existing lease terms and renewal options for each of the UHS hospital facilities, giving effect to the above-mentioned renewals:

| Hospital Name                                     | Type of Facility  | Annual Minimum Rent | End of Lease Term | Renewal Term (years) |
|---|-------------------|---------------------|-------------------|----------------------|
| McAllen Medical Center                            | Acute Care        | \$ 5,485,000        | December, 2016    | 15(a)                |
| Wellington Regional Medical Center                | Acute Care        | \$ 3,030,000        | December, 2016    | 15(b)                |
| Southwest Healthcare System, Inland Valley Campus | Acute Care        | \$ 2,648,000        | December, 2016    | 15(b)                |
| The Bridgeway                                     | Behavioral Health | \$ 930,000          | December, 2014    | 10(c)                |

- (a) UHS has three 5-year renewal options at existing lease rates (through 2031).
- (b) UHS has one 5-year renewal option at existing lease rates (through 2021) and two 5-year renewal options at fair market value lease rates (2022 through 2031).
- (c) UHS has two 5-year renewal options at fair market value lease rates (2015 through 2024).

We are committed to invest up to a total of \$8.9 million in equity and debt financing, of which \$5.0 million has been funded as of September 30, 2011, in exchange for a 95% non-controlling equity interest in an LLC (Palmdale Medical Properties) that constructed, owns, and operates the Palmdale Medical Plaza, located in Palmdale, California, on the campus of a UHS hospital. This MOB has a triple net, 75% master lease commitment by UHS of Palmdale, Inc., a wholly-owned subsidiary of UHS, pursuant to the terms of which the master lease for each suite will be cancelled at such time that the suite is leased to another tenant acceptable to the LLC and UHS of Palmdale, Inc. This MOB, tenants of which will include subsidiaries of UHS, was completed and opened during the third quarter of 2008 at which time the master lease commenced. As of September 30, 2011, the master lease threshold of 75% has not been met and is not expected to be met in the near future. The LLC has a third-party term loan of \$6.5 million, which is non-recourse to us, outstanding as of September 30, 2011. This LLC, which is deemed to be a variable interest entity, is consolidated in our financial statements since we are the primary beneficiary.

We are committed to invest up to \$5.5 million in debt or equity of which \$2.5 million has been funded as of September 30, 2011, in exchange for a 95% non-controlling equity interest in an LLC (Banbury Medical Properties) that developed, constructed, owns and operates the Summerlin Medical Office Building III, located in Las Vegas, Nevada, on the campus of a UHS hospital. This MOB, tenants of which will include subsidiaries of UHS, was completed and opened during the first quarter of 2009. Summerlin Hospital Medical Center ( Summerlin Hospital ), a majority-owned subsidiary of UHS committed to lease approximately 25% of this building pursuant to the terms of a 10-year flex lease. In addition, Summerlin Hospital committed to a 50% master lease on the remaining 75% of the building (representing 37.5% of the

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building) pursuant to the terms of which the master lease for each suite was cancelled at such time that the suite was leased to another tenant acceptable to the LLC and Summerlin Hospital. During the first quarter of 2010, the master lease threshold was met and, as a result, this MOB is accounted for as an unconsolidated LLC under the equity method beginning on January 1, 2010. The LLC has a third-party term loan of \$12.7 million, which is non-recourse to us, outstanding as of September 30, 2011.

We are committed to invest up to \$6.4 million in equity and debt financing, of which \$5.6 million has been funded as of September 30, 2011, in exchange for a 95% non-controlling equity interest in an LLC (Sparks Medical Properties) that owns and operates the Vista Medical Terrace and The Sparks Medical Building, located in Sparks, Nevada, on the campus of a UHS hospital. This LLC has a third-party term loan of \$5.4 million, which is non-recourse to us, outstanding as of September 30, 2011. As this LLC is not considered to be a variable interest entity, it is accounted for pursuant to the equity method.

We are committed to invest up to \$8.4 million in equity and debt financing, of which \$6.8 million has been funded as of September 30, 2011, in exchange for a 95% non-controlling equity interest in an LLC that owns and operates the Centennial Hills Medical Office Building I, located in Las Vegas, Nevada, on the campus of a UHS hospital. This MOB was completed and opened during the fourth quarter of 2007. This LLC has a third-party term loan of \$11.9 million, which is non-recourse to us, outstanding as of September 30, 2011. As this LLC is not considered to be a variable interest entity, it is accounted for under the equity method.

We are committed to invest up to a total of \$4.8 million in equity and debt financing, of which \$1.2 million has been funded as of September 30, 2011, in exchange for a 95% non-controlling equity interest in an LLC (Texoma Medical Properties) that developed, constructed, owns and operates the Texoma Medical Plaza located in Denison, Texas, which was completed and opened during the first quarter of 2010. This MOB is located on the campus of a newly constructed and recently opened replacement UHS acute care hospital owned and operated by Texoma Medical Center ( Texoma Hospital ), a wholly-owned subsidiary of UHS. Texoma Hospital has committed to lease 75% of this building, pursuant to which the master lease for each suite will be cancelled at such time that the suite is leased to another tenant acceptable to the LLC and Texoma Hospital. It is anticipated that the master lease threshold on this MOB will be met in the near future. This MOB will have tenants that include subsidiaries of UHS. This LLC has a third-party construction loan of \$13.2 million, which is non-recourse to us, outstanding as of September 30, 2011. As this LLC is not considered to be a variable interest entity, it is accounted for pursuant to the equity method.

We are committed to invest up to a total of \$4.7 million in equity and debt financing, of which \$3.7 million has been funded as of September 30, 2011, in exchange for a 95% non-controlling equity interest in an LLC (Auburn Medical Properties) that developed, constructed, owns and operates the Auburn Medical Office Building II, located in Auburn, Washington, on the campus of a UHS hospital. Auburn Regional Medical Center ( Auburn Hospital ), a wholly-owned subsidiary of UHS committed to lease 75% of this building, pursuant to which the master lease for each suite was cancelled at such time that the suite was leased to another tenant acceptable to the LLC and Auburn Hospital. The master lease threshold on this MOB has been met. This MOB, tenants of which include subsidiaries of UHS, was completed and opened in the third quarter of 2009. This LLC has a third-party construction loan of \$7.9 million, which is non-recourse to us, outstanding as of September 30, 2011. As this LLC is not considered to be a variable interest entity, it is accounted for pursuant to the equity method.

*Advisory Agreement:* UHS of Delaware, Inc. (the Advisor ), a wholly-owned subsidiary of UHS, serves as Advisor to us under an Advisory Agreement (the Advisory Agreement ) dated December 24, 1986. Pursuant to the Advisory Agreement, the Advisor is obligated to present an investment program to us, to use its best efforts to obtain investments suitable for such program (although it is not obligated to present any particular investment opportunity to us), to provide administrative services to us and to conduct our day-to-day affairs. All transactions between us and UHS must be approved by the Trustees who are unaffiliated with UHS (the Independent Trustees ). In performing its services under the Advisory Agreement, the Advisor may utilize independent professional services, including accounting, legal, tax and other services, for which the Advisor is reimbursed directly by us. The Advisory Agreement may be terminated for any reason upon sixty days written notice by us or the Advisor. The Advisory Agreement expires on December 31 of each year; however, it is renewable by us, subject to a determination by the Independent Trustees, that the Advisor's performance has been satisfactory. The Advisory Agreement was renewed for 2011 at the same terms and conditions as 2010.

The Advisory Agreement provides that the Advisor is entitled to receive an annual advisory fee equal to 0.65% of our average invested real estate assets, as derived from our consolidated balance sheet. The average real estate assets for advisory fee calculation purposes exclude certain items from our consolidated balance sheet such as, among other things, accumulated depreciation, cash and cash equivalents, base and bonus rent receivables, deferred charges and other assets. The advisory fee is payable quarterly, subject to adjustment at year-end based upon our audited financial statements. In addition, the Advisor is entitled to an annual incentive fee equal to 20% of the amount by which cash available for distribution to shareholders for each year, as defined in the Advisory Agreement, exceeds 15% of our equity as shown on our consolidated balance sheet, determined in accordance with generally accepted accounting principles without reduction for return of capital dividends. The Advisory Agreement defines cash available for distribution to shareholders as net cash flow from operations less deductions for, among other things, amounts required to discharge our debt and liabilities and reserves for replacement and capital improvements to our properties and investments. No incentive fees were paid during the first nine months of 2011 or 2010 since the incentive fee requirements were not achieved. Advisory fees incurred and paid (or payable) to UHS amounted to \$525,000 and \$474,000 for the three months ended September 30, 2011 and 2010, respectively, and were based upon average invested real estate assets of \$323 million and \$292 million for the three-month periods ended September 30, 2011 and 2010, respectively. Advisory fees incurred and paid (or payable) to UHS amounted to \$1.5 million and

\$1.4 million for the nine months ended September 30, 2011 and 2010, respectively, and were based upon average invested real estate assets of \$303 million and \$282 million for the nine-month periods ended September 30, 2011 and 2010, respectively.

*Officers and Employees:* Our officers are all employees of UHS and although as of September 30, 2011 we had no salaried employees, our officers do receive stock-based compensation from time-to-time.

*Share Ownership:* As of September 30, 2011 and December 31, 2010, UHS owned 6.2% of our outstanding shares of beneficial interest.

*SEC reporting requirements of UHS:* UHS is subject to the reporting requirements of the SEC and is required to file annual reports containing audited financial information and quarterly reports containing unaudited financial information. Since the leases on the hospital facilities leased to wholly-owned subsidiaries of UHS comprised approximately 55% and 56% of our consolidated revenues for the three months ended September 30, 2011 and 2010, respectively, and 59% and 55% of our consolidated revenues for the nine months ended September 30, 2011 and 2010, respectively, and since a subsidiary of UHS is our Advisor, you are encouraged to obtain the publicly available filings for Universal Health Services, Inc. from the SEC's website at [www.sec.gov](http://www.sec.gov). These filings are the sole responsibility of UHS and are not incorporated by reference herein.

*UHS Other Matters:*

*Southwest Healthcare System:* UHS has advised us that in April, 2010, Southwest Healthcare System ( SWHCS ), which operates Rancho Springs Medical Center (the real property of which is not owned by the Trust) and Inland Valley Regional Medical Center (the real property of which is owned by the Trust) located in Riverside County, California, received notifications from the Centers for Medicare and Medicaid Services ( CMS ) and the California Department of Public Health ( CDPH ) that they intended to effectuate the termination of SWHCS's Medicare provider agreement and hospital license. In May and September of 2010, SWHCS entered into agreements with CMS and CDPH which abated the termination actions. The agreements required SWHCS to engage independent experts in various disciplines to analyze and develop implementation plans for SWHCS to meet the Medicare conditions of participation. Pursuant to the agreements, CMS/CDPH would conduct a full certification survey, following the implementation of corrective measures, to determine if SWHCS had achieved substantial compliance with the Medicare conditions of participation.

The certification survey occurred during the last week of July, 2011 and as a result of that survey, CMS requested that an additional, follow-up survey be conducted to address specific items identified in the survey. The follow-up survey was conducted in early November, 2011. On November 4, 2011, SWHCS received notification from CMS that, based upon the results of the November 2, 2011 survey, it has been determined that SWHCS is in compliance with the Medicare conditions of participation for a provider of hospital services and SWHCS has been restored to the deemed status pursuant to its continued accreditation by The Joint Commission.

*Psychiatric Solutions, Inc.:* In connection with the acquisition of Psychiatric Solutions, Inc. ( PSI ) by UHS, UHS has substantially increased its level of indebtedness which could, among other things, adversely affect its ability to raise additional capital to fund

operations, limit its ability to react to changes in the economy or its industry and could potentially prevent it from meeting its obligations under the agreements related to its indebtedness. If UHS experiences financial difficulties and, as a result, operations of its existing facilities suffer, or UHS otherwise fails to make payments to us, our revenues will significantly decline.

Although we have not been and do not expect to be directly impacted by UHS acquisition of PSI, UHS is substantially more leveraged and we cannot assure you that UHS will continue to satisfy its obligations to us. The failure or inability of UHS to satisfy its obligations to us could materially reduce our revenues and net income, which could in turn reduce the amount of dividends we pay and cause our stock price to decline.

### **(3) Dividends**

We declared and paid dividends of \$7.7 million, or \$.605 per share, during the third quarter of 2011 and \$7.5 million, or \$.605 per share, during the third quarter of 2010. We declared and paid dividends of \$23.0 million, or \$1.815 per share, during the nine-month period ended September 30, 2011 and \$22.2 million, or \$1.81 per share, during the nine-month period ended September 30, 2010.

### **(4) Acquisitions and Dispositions**

#### **Nine Months Ended September 30, 2011:**

In June and July, 2011, utilizing a qualified third-party intermediary in connection with planned like-kind exchange transactions pursuant to Section 1031 of the Internal Revenue Code, we purchased the:

Lake Pointe Medical Arts Building a 50,974 square foot, multi-tenant, medical office building located in Rowlett, Texas, for \$12.2 million, and;

Forney Medical Plaza a 50,946 square foot, multi-tenant medical office building located in Forney, Texas, for \$15.0 million. The aggregate purchase price for these MOB's was allocated to the assets acquired consisting of tangible property (\$23.0 million) and identified intangible assets (\$4.2 million), based on their respective fair values at acquisition, as determined by third-party appraisals. Intangible assets include the value of the in-place leases at the time of acquisition. The intangible assets at each MOB will be amortized over the remaining lease terms which average approximately six years.

For these MOB's acquired during the nine months ended September 30, 2011, we recorded aggregate revenue of \$827,000 and aggregate property net income of approximately \$200,000, not including transaction expenses.

In addition, as previously disclosed on October 12, 2011 on Form 8-K:

Ten LLCs in which we own various noncontrolling, majority ownership interests, entered into a Purchase and Sale Agreement (the Agreement ) with a third-party to sell all of the real property owned by each of the LLCs, together with the related leases, rents, personal property, intangible property and accepted service contracts. As partial consideration for the transaction, the purchaser has agreed to assume certain existing third-party mortgage debt related to these assets. The closing of the transaction is expected to occur on or before December 1, 2011 and is subject to customary closing conditions including, but not limited to, lender consents and receipt of certain tenant and ground lease estoppels. We estimate that the divestitures by the LLCs, as provided for pursuant to the terms of the Agreement, will generate approximately \$50 million of cash proceeds to us, net of closing costs and the minority members share of the proceeds.

We have entered into a Membership Interest Purchase Agreement ( MI Agreement ) pursuant to the terms of which we intend to purchase the minority ownership interests held by the third-party member in eleven LLCs in which we currently hold noncontrolling, majority ownership interests. The closing of the transaction, which is subject to certain closing and other conditions, is expected to occur on or before December 1, 2011. Should the MI Agreement be successfully completed, we will hold 100% of the ownership interest in each of the eleven LLCs. These LLCs also agreed to enter into two-year, annually renewable, management and leasing agreements related to the properties with an affiliate of the existing third-party entity that currently acts as managing member of the LLCs. We estimate that the purchase of the membership interests in the various LLCs, as provided for pursuant to the MI



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Agreement, will require an aggregate expenditure by us of approximately \$5 million, including closing costs. See Note 5 for the entity and property specific information related to the above-mentioned Agreement and MI Agreement.

We have executed purchase agreements, which are subject to certain closing and other conditions, in connection with the potential acquisition of two additional MOB's from various other parties. Although we can provide no assurance that we will complete the acquisition of these two properties, if completed, we anticipate finalizing the transactions at various times during the latter part of the fourth quarter of 2011.

It is intended that should all of the above-mentioned transactions be completed pursuant to terms and timing as currently contemplated, based upon various assumptions, our funds from operations and cash available for distribution may not be materially different from those that currently exist. However, the various transactions are complex, involve numerous third parties and are not conditioned on each other occurring at any particular date or upon the contemplated terms. We therefore cannot predict whether we will ultimately complete any or all of the tentatively agreed upon transactions as outlined above. Since all of the uncompleted transactions are subject to terms, conditions and other events that may be beyond our ability to control, we can provide no assurance that our funds from operations will not be affected on a short term or long term basis, or that any or all of the tentative transactions as mentioned above can be successfully completed. If we were to sell our ownership interests in the LLCs as mentioned above, but were not able to redeploy a substantial portion of the proceeds into the potential acquisitions as outlined above, in the time periods contemplated, our funds from operations and cash available for distribution could be materially unfavorably impacted. Should we be unable to defer substantially all of the expected taxable gains resulting from the potential divestitures of our noncontrolling, majority ownership interests in ten LLCs that own the real property of certain medical office buildings and other related real estate properties (pursuant to Section 1031 of the Internal Revenue Code) we may be required to borrow funds to make a special dividend distribution to our shareholders or be subject to federal income and/or excise tax liabilities.

Three were no divestitures during the first nine months of 2011.

### **Nine Months Ended September 30, 2010:**

During the first nine months of 2010, we invested \$5.1 million in debt financing and equity for a 95% non-controlling ownership interest in an LLC (3811 Bell Medical Properties) that purchased the North Valley Medical Plaza, a medical office building located in Phoenix, Arizona.

There were no dispositions during the first nine months of 2010.

### **(5) Summarized Financial Information of Equity Affiliates**

Our consolidated financial statements include the consolidated accounts of our controlled investments and those investments that meet the criteria of a variable interest entity where we are the primary beneficiary. In accordance with the FASB's standards and guidance relating to accounting for investments and real estate ventures, we account for our unconsolidated investments in LLCs which we do

not control using the equity method of accounting. The third-party members in these investments have equal voting rights with regards to issues such as, but not limited to: (i) divestiture of property; (ii) annual budget approval, and; (iii) financing commitments. These investments, which represent 33% to 99% non-controlling ownership interests, are recorded initially at our cost and subsequently adjusted for our net equity in the net income, cash contributions to, and distributions from, the investments. Pursuant to certain agreements, allocations of sales proceeds and profits and losses of some of the LLC investments may be allocated disproportionately as compared to ownership interests after specified preferred return rate thresholds have been satisfied.

At September 30, 2011, we have non-controlling equity investments or commitments in thirty-two LLCs which own medical office buildings (MOBs). As of September 30, 2011, we accounted for: (i) thirty-one of these LLCs on an unconsolidated basis pursuant to the equity method since they are not variable interest entities, and; (ii) one of these LLCs (Palmdale Medical Properties) on a consolidated basis, as discussed below, since it is considered to be variable interest entity where we are the primary beneficiary by virtue of its master lease with a subsidiary of Universal Health Services, Inc. (UHS), a related party to us.

The majority of these LLCs are joint-ventures between us and a non-related party that manages and holds minority ownership interests in the entities. Each LLC is generally self-sustained from a cash flow perspective and generates sufficient cash flow to meet its operating cash flow requirements and service the third-party debt (if applicable) that is non-recourse to us. Although there is typically no ongoing financial support required from us to these entities since they are cash-flow sufficient, we may, from time to time, provide funding for certain purposes such as, but not limited to, significant capital expenditures and/or leasehold improvements and reductions and repayments of third-party debt. Although we are not obligated to do so, if approved by us at our sole discretion, additional cash fundings are typically advanced as equity or short to intermediate term loans.

As a result of master lease arrangements between UHS and various LLCs in which we hold majority non-controlling ownership interests, we have consolidated or deconsolidated these LLCs as required in accordance with the FASB's standards and guidance.

Summerlin Medical Office Building II is located in Las Vegas, Nevada on the campus of Summerlin Hospital Medical Center. In connection with this MOB, which is owned by an LLC in which we hold a majority, non-controlling ownership interest, Summerlin Hospital Medical Center committed to a master lease agreement for a specified portion of the space. As a result of this master lease agreement, the LLC was considered a variable interest entity. Since we were the primary beneficiary, the financial results of this MOB were included in our financial statements on a consolidated basis prior to October 1, 2010. During the fourth quarter of 2010, the master lease arrangement expired and, as a result, this MOB is accounted for as an unconsolidated LLC under the equity method beginning on October 1, 2010. There was no material impact on our net income as a result of the deconsolidation of this LLC.

Palmdale Medical Properties has a master lease with a subsidiary of UHS. Additionally, UHS of Delaware, a wholly-owned subsidiary of UHS, serves as advisor to us under the terms of an advisory agreement and manages our day-to-day affairs. All of our officers are officers or employees of UHS. As a result of our related-party relationship with UHS and the master lease, lease assurance or lease guarantee arrangements with subsidiaries of UHS, we account for this LLC on a consolidated basis, since the fourth quarter of 2007, since it is a variable interest entity and we are deemed to be the primary beneficiary. The master lease threshold on this MOB has not yet been met and is not expected to be met in the near future.

The other LLCs in which we hold various non-controlling ownership interests are not variable interest entities and therefore are not subject to consolidation.

Rental income is recorded by our consolidated and unconsolidated MOBs relating to leases in excess of one year in length using the straight-line method under which contractual rents are recognized evenly over the lease term regardless of when payments are due. The amount of rental revenue resulting from straight-line rent adjustments is dependent on many factors, including the nature and amount of any rental concessions granted to new tenants, scheduled rent increases under existing leases, as well as the acquisition and sales of properties that have existing in-place leases with terms in excess of one year. As a result, the straight-line adjustments to rental revenue may vary from period-to-period.

The following tables represent summarized financial and other information related to the thirty-one LLCs which were accounted for under the equity method as of September 30, 2011:

| Name of LLC              | Ownership | Property Owned by LLC          |
|--------------------------|-----------|--------------------------------|
| DSMB Properties(j.)      | 76%       | Desert Samaritan Hospital MOBs |
| DVMC Properties(a.)      | 90%       | Desert Valley Medical Center   |
| Suburban Properties      | 33%       | Suburban Medical Plaza II      |
| Litchvan Investments(j.) | 89%       | Papago Medical Park            |

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|                                     |     |  |
|-------------------------------------|-----|--|
| Paseo Medical Properties II(j.)     | 75% | Thunderbird Paseo Medical Plaza I & II |
| Willetta Medical Properties(a.)(j.) | 90% | Edwards Medical Plaza                  |
| Santa Fe Scottsdale(a.)             | 90% | Santa Fe Professional Plaza            |
| 575 Hardy Investors(a.)             | 90% | Centinela Medical Building Complex     |

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| Name of LLC                                 | Ownership | Property Owned by LLC                               |
|---|-----------|---|
| Brunswick Associates                        | 74%       | Mid Coast Hospital MOB                              |
| Deerval Properties(d.)(j.)                  | 90%       | Deer Valley Medical Office II                       |
| PCH Medical Properties                      | 85%       | Rosenberg Children s Medical Plaza                  |
| Gold Shadow Properties(b.)(k.)              | 98%       | 700 Shadow Lane & Goldring MOBs                     |
| Arlington Medical Properties                | 75%       | Saint Mary s Professional Office Building           |
| ApaMed Properties(k.)                       | 85%       | Apache Junction Medical Plaza                       |
| Spring Valley Medical Properties(b.)(k.)    | 95%       | Spring Valley Medical Office Building               |
| Sierra Medical Properties(j.)               | 95%       | Sierra San Antonio Medical Plaza                    |
| Spring Valley Medical Properties II(b.)(k.) | 95%       | Spring Valley Hospital Medical Office Building II   |
| PCH Southern Properties                     | 95%       | Phoenix Children s East Valley Care Center          |
| Centennial Medical Properties(b.)(k.)       | 95%       | Centennial Hills Medical Office Building I          |
| Canyon Healthcare Properties(j.)            | 95%       | Canyon Springs Medical Plaza                        |
| 653 Town Center Investments(b.)(c.)(k.)     | 95%       | Summerlin Hospital Medical Office Building          |
| DesMed(b.)(k.)                              | 99%       | Desert Springs Medical Plaza                        |
| Deerval Properties II(d.)(j.)               | 95%       | Deer Valley Medical Office Building III             |
| Cobre Properties(j.)                        | 95%       | Cobre Valley Medical Plaza                          |
| Sparks Medical Properties(b.)               | 95%       | Vista Medical Terrace & The Sparks Medical Building |
| Auburn Medical Properties II(b.)(k.)        | 95%       | Auburn Medical Office Building II                   |
| Grayson Properties(b.)(e.)                  | 95%       | Texoma Medical Plaza                                |
| BRB/E Building One(f.)(k.)                  | 95%       | BRB Medical Office Building                         |
| Banburry Medical Properties(b.)(g.)(k.)     | 95%       | Summerlin Hospital MOB III                          |
| 3811 Bell Medical Properties(h.)            | 95%       | North Valley Medical Plaza                          |
| 653 Town Center Phase II(b.)(i.)(k.)        | 98%       | Summerlin Hospital MOB II                           |

- (a.) The membership interests of this entity are held by a master LLC in which we hold a 90% non-controlling ownership interest.
- (b.) Tenants of this medical office building include or will include subsidiaries of UHS.
- (c.) The membership interests of this entity are held by a master LLC in which we hold a 95% non-controlling ownership interest.
- (d.) Deerval Parking Company, LLC, which owns the real property of a parking garage located near Deer Valley Medical Office Buildings II and III, is 50% owned by each of Deerval Properties and Deerval Properties II.
- (e.) We have committed to invest up to \$4.8 million in equity and debt financing, of which \$1.2 million has been funded as of September 30, 2011. This building, which is on the campus of a UHS hospital and has tenants that include subsidiaries of UHS, was completed and opened during the first quarter of 2010. This LLC has a third-party construction loan of \$13.2 million, which is non-recourse to us, outstanding as of September 30, 2011.
- (f.) We have committed to invest up to \$3.0 million in equity and debt financing, \$2.7 million of which has been funded as of September 30, 2011, in an LLC that owns and operates this MOB which was completed and opened during the fourth quarter of 2010. This LLC obtained a third-party construction loan commitment of \$6.2 million, which is non-recourse to us, \$6.1 million of which has been borrowed as of September 30, 2011.
- (g.) We have committed to invest up to \$5.5 million in equity and debt financing, of which \$2.5 million has been funded as of September 30, 2011. The LLC has a third-party term loan of \$12.7 million, which is non-recourse to us, outstanding as of September 30, 2011.
- (h.) We have committed to invest up to \$6.2 million in equity and debt financing, all of which has been funded as of September 30, 2011. This MOB was acquired during the first quarter of 2010.
- (i.) This LLC has a third-party loan of \$12.6 million, which is non-recourse to us, outstanding as of September 30, 2011. This facility was accounted for on a consolidated basis prior to October 1, 2010. During the fourth quarter of 2010, the master lease at this facility expired; therefore, this LLC is no longer deemed to be a variable interest entity and is accounted for on an unconsolidated basis pursuant to the equity method beginning October 1, 2010.
- (j.) This entity/property is included in the Purchase and Sale Agreement, as discussed in Note 4.
- (k.) This entity/property is included in the Membership Interest Purchase Agreement, as discussed in Note 4.

Below are the combined statements of income (unaudited) for the LLCs accounted for under the equity method at September 30, 2011 and 2010:

| Three Months Ended     |           | Nine Months Ended |           |
|------------------------|-----------|-------------------|-----------|
| September 30,          |           | September 30,     |           |
| 2011                   | 2010 (b.) | 2011              | 2010 (b.) |
| (amounts in thousands) |           |                   |           |

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|                               |           |           |           |           |
|-------------------------------|-----------|-----------|-----------|-----------|
| Revenues                      | \$ 15,222 | \$ 13,975 | \$ 44,803 | \$ 41,040 |
| Operating expenses            | 6,882     | 6,436     | 19,986    | 18,171    |
| Depreciation and amortization | 3,284     | 3,204     | 10,009    | 9,215     |
| Interest, net                 | 4,599     | 4,445     | 13,619    | 12,807    |

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|                              | Three Months Ended<br>September 30, |           | Nine Months Ended<br>September 30, |           |
|------------------------------|-------------------------------------|-----------|------------------------------------|-----------|
|                              | 2011                                | 2010 (b.) | 2011                               | 2010 (b.) |
|                              | (amounts in thousands)              |           |                                    |           |
| Net income                   | \$ 457                              | (\$110)   | \$ 1,189                           | \$ 847    |
| Our share of net income (a.) | \$ 875                              | \$ 335    | \$ 2,377                           | \$ 1,904  |

(a.) Our share of net income includes interest income earned by us on various advances made to LLCs of approximately \$715,000 and \$615,000 for the three months ended September 30, 2011 and 2010, respectively, and \$2.0 million and \$1.7 million for the nine months ended September 30, 2011 and 2010, respectively.

(b.) Excludes Summerlin II MOB which was accounted for on a consolidated basis through September 30, 2010.

Below are the combined balance sheets (unaudited) for the LLCs accounted for under the equity method:

|   | September 30,<br>2011  | December 31,<br>2010 |
|---|------------------------|----------------------|
|   | (amounts in thousands) |                      |
| Net property, including CIP                     | \$ 330,863             | \$ 334,757           |
| Other assets                                    | 28,473                 | 27,912               |
| <b>Total assets</b>                             | <b>\$ 359,336</b>      | <b>\$ 362,669</b>    |
| Liabilities                                     | \$ 11,333              | \$ 12,852            |
| Loans payable, non-recourse to us               | 268,074                | 271,693              |
| Advances payable to us                          | 34,911                 | 29,082               |
| Equity  | 45,018                 | 49,042               |
| <b>Total liabilities and equity</b>             | <b>\$ 359,336</b>      | <b>\$ 362,669</b>    |
| <b>Our share of equity and advances to LLCs</b> | <b>\$ 82,615</b>       | <b>\$ 80,442</b>     |

As of September 30, 2011, aggregate maturities of mortgage notes payable by the LLCs which are accounted for under the equity method and are non-recourse to us, are as follows (amounts in thousands):

|              |                   |
|--------------|-------------------|
| 2011         | \$ 14,023         |
| 2012         | 40,672            |
| 2013         | 28,685            |
| 2014         | 42,471            |
| 2015         | 63,733            |
| Thereafter   | 78,490            |
| <b>Total</b> | <b>\$ 268,074</b> |

| Name of LLC                    | Mortgage<br>Balance (b.) | Maturity Date |
|--------------------------------|--------------------------|---------------|
| Banbury Medical Properties(a.) | 12,726                   | 12/31/2011    |
| ApaMed Properties              | 2,659                    | 01/01/2012    |
| 575 Hardy Investors            | 9,383                    | 02/01/2012    |
| Auburn Medical Properties      | 7,851                    | 04/02/2012    |

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|                                  |        |            |
|----------------------------------|--------|------------|
| Gold Shadow Properties           | 6,373  | 04/10/2012 |
| BRB/E Building One(c.)           | 6,077  | 11/01/2012 |
| Sierra Medical Properties        | 3,885  | 12/31/2012 |
| Centennial Medical Properties    | 11,927 | 01/31/2013 |
| Sparks Medical Properties        | 5,355  | 02/12/2013 |
| Litchvan Investments             | 7,658  | 10/01/2013 |
| Paseo Medical Properties II      | 17,000 | 06/08/2014 |
| 653 Town Center Investments      | 9,631  | 07/01/2014 |
| Grayson Properties (c.)(d.)      | 13,197 | 07/01/2014 |
| Brunswick Associates             | 8,259  | 01/01/2015 |
| Spring Valley Medical Properties | 5,539  | 02/10/2015 |

| Name of LLC                  | Mortgage<br>Balance (b.) | Maturity Date |
|------------------------------|--------------------------|---------------|
| DSMB Properties              | 24,396                   | 09/10/2015    |
| Arlington Medical Properties | 25,634                   | 10/10/2015    |
| DVMC Properties              | 4,196                    | 11/01/2015    |
| Willetta Medical Properties  | 12,783                   | 10/10/2016    |
| Deerval Properties           | 9,565                    | 09/01/2017    |
| Deerval Properties II        | 16,426                   | 09/01/2017    |
| 653 Town Center Phase II     | 12,625                   | 10/01/2017    |
| Cobre Properties             | 2,490                    | 11/01/2017    |
| Canyon Healthcare Properties | 16,605                   | 12/01/2017    |
| PCH Southern Properties      | 6,879                    | 12/01/2017    |
| PCH Medical Properties       | 8,955                    | 05/01/2018    |

\$ 268,074

- (a.) We believe the terms of this loan are within current market underwriting criteria. At this time, we expect to refinance this loan on or before the 2011 maturity date for a three to ten year term at the then current market interest rates. In the unexpected event that we are unable to refinance this loan on reasonable terms, we will explore other financing alternatives, including, among other things, potentially increasing our equity investment in the property utilizing funds borrowed under our revolving credit facility.
- (b.) All mortgage loans, other than construction loans, require monthly principal payments through maturity and include a balloon principal payment upon maturity.
- (c.) Construction loans.
- (d.) This original construction loan automatically converted to a term loan commencing July 1, 2011 with a maturity date of July 1, 2014. During 2008, we advanced \$4.0 million to our third-party partners in a certain LLC in connection with a \$4.0 million loan agreement. Interest on this non-amortizing loan is paid to us on a quarterly basis. The interest rate on this loan is: (i) 4.25% plus LIBOR, or; (ii) if information to determine LIBOR is not available, three hundred seventy-five basis points over the then existing borrowing cost. The loan has a stated maturity date of 2012, although it may be prepaid without penalty. It is secured by various forms of collateral, including personal guarantees from each of the partners to the loan, as well as their ownership interest in the LLC. The LLC on which this loan is collateralized is included in the Purchase and Sale Agreement as discussed in Note 4. Should that transaction be completed, this loan will be repaid to us at that time. Interest on this loan agreement has been paid to us through October 31, 2011.

Pursuant to the operating agreements of the LLCs, the third-party member and the Trust, at any time, have the right to make an offer ( Offering Member ) to the other member(s) ( Non-Offering Member ) in which it either agrees to: (i) sell the entire ownership interest of the Offering Member to the Non-Offering Member ( Offer to Sell ) at a price as determined by the Offering Member ( Transfer Price ), or; (ii) purchase the entire ownership interest of the Non-Offering Member ( Offer to Purchase ) at the equivalent proportionate Transfer Price. The Non-Offering Member has 60 days to either: (i) purchase the entire ownership interest of the Offering Member at the Transfer Price, or; (ii) sell its entire ownership interest to the Offering Member at the equivalent proportionate Transfer Price. The closing of the transfer must occur within 60 days of the acceptance by the Non-Offering Member.

#### (6) Recent Accounting Pronouncements

There were no new accounting pronouncements during the first nine months of 2011 that impacted, or are expected to impact us.

#### (7) Long-term debt

Our previous unsecured \$100 million revolving credit agreement (the Agreement ) was terminated by us on July 25, 2011 and replaced with a new revolving credit facility. The Agreement provided for interest at our option, at the Eurodollar rate plus 0.75% to 1.125%, or the prime rate plus zero to 0.125%. A fee of 0.15% to 0.225% was payable on the unused portion of the commitment. The margins over the Eurodollar, prime rate and the commitment fee were based upon our debt to total capital ratio as defined by the Agreement.

On July 25, 2011, we entered into a new \$150 million revolving credit agreement ( Credit Agreement ). The Credit Agreement, which will mature in four years, replaced our previous revolving credit facility which was scheduled to mature in January, 2012 and increased our borrowing capacity from \$100 million to \$150 million. The Credit Agreement includes a \$50 million sub limit for letters of credit and a \$20 million sub limit for swingline/short-term loans. The Credit Agreement also provides an option to increase the total





facility borrowing capacity by an additional \$50 million, subject to lender agreement. Borrowings made pursuant to the Credit Agreement will bear interest, at our option, at one, two, three, or six month LIBOR plus an applicable margin ranging from 1.75% to 2.50% or at the Base Rate plus an applicable margin ranging from 0.75% to 1.50%. The Credit Agreement defines Base Rate as the greatest of: (a) the administrative agent's prime rate, (b) the federal funds effective rate plus 1/2 of 1%, and; (c) one month LIBOR plus 1%. A fee of 0.30% to 0.50% will be charged on the unused portion of the commitment. The margins over LIBOR, Base Rate and the commitment fee are based upon our ratio of debt to total capital. At September 30, 2011, the applicable margin over the LIBOR rate is 1.75%, the margin over the Base Rate is 0.75%, and the commitment fee was 0.30%.

At September 30, 2011, we had \$90.4 million of outstanding borrowings and \$14.9 million of letters of credit outstanding against our revolving credit agreement. We had \$44.7 million of available borrowing capacity, net of the outstanding borrowings and letters of credit outstanding as of September 30, 2011. There are no compensating balance requirements.

Covenants relating to the Agreement require the maintenance of a minimum tangible net worth and specified financial ratios, limit our ability to incur additional debt, limit the aggregate amount of mortgage receivables and limit our ability to increase dividends in excess of 95% of cash available for distribution, unless additional distributions are required to comply with the applicable section of the Internal Revenue Code of 1986 and related regulations governing real estate investment trusts. We are in compliance with all of the covenants at September 30, 2011. We also believe that we would remain in compliance if the full amount of our commitment was borrowed.

The following table includes a summary of the required compliance ratios, giving effect to the new covenants contained in the Credit Agreement (dollar amounts in thousands):

|                             | Covenant   | September 30, 2011 |
|-----------------------------|------------|--------------------|
| Tangible net worth          | \$ 125,000 | \$ 128,967         |
| Debt to total capital       | < 55%      | 40%                |
| Debt service coverage ratio | > 6.00 x   | 31.22x             |
| Debt to cash flow ratio     | < 3.50 x   | 2.70x              |

We have two mortgages and one term loan, all of which are non-recourse to us, included on our consolidated balance sheet as of September 30, 2011, with a combined outstanding carrying balance of \$14.7 million and fair value of \$15.5 million. Changes in market rates on our fixed rate debt impact the fair value of debt, but have no impact on interest incurred or cash flow. The mortgages are secured by the real property of the buildings as well as property leases and rents. The following table summarizes our outstanding mortgages and term loan at September 30, 2011 (amounts in thousands):

| Facility Name   | Outstanding Balance (in thousands) | Interest Rate | Maturity Date |
|---|------------------------------------|---------------|---------------|
| Medical Center of Western Connecticut fixed rate mortgage loan(a) | \$ 5,132                           | 6.0%          | 2017          |
| Kindred Hospital-Corpus Christi fixed rate mortgage loan(a)       | 3,147                              | 6.5%          | 2019          |
| Palmdale Medical Plaza term loan                                  | 6,470                              | 5.1%          | 2013          |
| Total   | \$ 14,749                          |               |               |

(a) Amortized principal payments made on a monthly basis.

**(8) Segment Reporting**

Our primary business is investing in and leasing healthcare and human service facilities through direct ownership or through joint ventures, which aggregate into a single reportable segment. We actively manage our portfolio of healthcare and human service facilities and may from time to time make decisions to sell lower performing properties not meeting our long-term investment objectives. The proceeds of sales are typically reinvested in new developments or acquisitions, which we believe will meet our planned rate of return. It is our intent that all healthcare and human service facilities will be owned or developed for investment purposes. Our revenue and net income are generated from the operation of our investment portfolio.

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Our portfolio is located throughout the United States however, we do not distinguish or group our operations on a geographical basis for purposes of allocating resources or measuring performance. We review operating and financial data for each property on an individual basis; therefore, we define an operating segment as our individual properties. Individual properties have been aggregated

into one reportable segment based upon their similarities with regard to both the nature and economics of the facilities, tenants and operational processes, as well as long-term average financial performance.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

**Overview**

We are a real estate investment trust ( REIT ) that commenced operations in 1986. We invest in healthcare and human service related facilities including acute care hospitals, behavioral healthcare facilities, rehabilitation hospitals, sub-acute facilities, surgery centers, childcare centers and medical office buildings. As of September 30, 2011, we have fifty-four real estate investments or commitments located in fifteen states consisting of:

seven hospital facilities consisting of three acute care, one behavioral healthcare, one rehabilitation and two sub-acute;

forty-three medical office buildings, including thirty-two owned by various LLCs, and;

four pre-school and childcare centers.

**Forward Looking Statements and Certain Risk Factors**

This report contains forward-looking statements that reflect our current estimates, expectations and projections about our future results, performance, prospects and opportunities. Forward-looking statements include, among other things, the information concerning our possible future results of operations, business and growth strategies, financing plans, expectations that regulatory developments or other matters will not have a material adverse effect on our business or financial condition, our competitive position and the effects of competition, the projected growth of the industry in which we operate, and the benefits and synergies to be obtained from our completed and any future acquisitions, and statements of our goals and objectives, and other similar expressions concerning matters that are not historical facts. Words such as may, will, should, could, would, predicts, potential, continue, expects, anticipates, future, intends, plans, believes, estimates, and other expressions, as well as statements in future tense, identify forward-looking statements.

Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of the times at, or by which, such performance or results will be achieved. Forward-looking information is based on information available at the time and/or our good faith belief with respect to future events, and is subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the statements. Such factors include, among other things, the following:

a substantial portion of our revenues are dependent upon one operator, Universal Health Services, Inc., ( UHS );

a number of legislative initiatives have recently been passed into law that may result in major changes in the health care delivery system on a national or state level to the operators of our facilities, including UHS. No assurances can be given that the implementation of these new laws will not have a material adverse effect on the business, financial condition or results of operations of our operators;

a subsidiary of UHS is our Advisor and our officers are all employees of UHS, which may create the potential for conflicts of interest;

lost revenues from purchase option exercises and lease expirations and renewals, loan repayments and other restructuring;

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the availability and terms of capital to fund the growth of our business;

the outcome of known and unknown litigation, government investigations, and liabilities and other claims asserted against us or the operators of our facilities;

UHS's acquisition of Psychiatric Solutions, Inc. has required UHS to substantially increase its level of indebtedness which could, among other things, adversely affect its ability to raise additional capital to fund operations, limit its ability to react to changes in the economy or its industry and could potentially prevent it from meeting its obligations under the agreements related to its indebtedness. If UHS experiences financial difficulties and, as a result, operations of its existing facilities suffer, or UHS otherwise fails to make payments to us, our revenues will significantly decline;

failure of the operators of our hospital facilities to comply with governmental regulations related to the Medicare and Medicaid licensing and certification requirements could have a material adverse impact on our future revenues and the underlying value of the property;

the potential unfavorable impact on our business of deterioration in national, regional and local economic and business conditions, including a continuation or worsening of unfavorable credit and/or capital market conditions, which may

adversely affect, on acceptable terms, our access to sources of capital which may be required to fund the future growth of our business and refinance existing debt with near term maturities;

further deterioration in general economic conditions which could result in increases in the number of people unemployed and/or insured and likely increase the number of individuals without health insurance; as a result, the operators of our facilities may experience decreases in patient volumes which could result in decreased occupancy rates at our medical office buildings;

a worsening of the economic and employment conditions in the United States could materially affect the business of our operators, including UHS which may unfavorably impact our future bonus rentals (on the UHS hospital facilities) and may potentially have a negative impact on the future lease renewal terms and the underlying value of the hospital properties;

our majority ownership interests in various LLCs in which we hold non-controlling equity interests. In addition, pursuant to the operating agreements of most of the LLCs (consisting of substantially all of the LLCs that own MOBs in Arizona, Nevada and California), the third-party member and the Trust, at any time, have the right to make an offer ( Offering Member ) to the other member(s) ( Non-Offering Member ) in which it either agrees to: (i) sell the entire ownership interest of the Offering Member to the Non-Offering Member ( Offer to Sell ) at a price as determined by the Offering Member ( Transfer Price ), or; (ii) purchase the entire ownership interest of the Non-Offering Member ( Offer to Purchase ) at the equivalent proportionate Transfer Price. The Non-Offering Member has 60 days to either: (i) purchase the entire ownership interest of the Offering Member at the Transfer Price, or; (ii) sell its entire ownership interest to the Offering Member at the equivalent proportionate Transfer Price. The closing of the transfer must occur within 60 days of the acceptance by the Non-Offering Member. We have recently entered into two separate agreements with the third-party, managing member of thirty of our LLCs, and other parties, to purchase the noncontrolling minority interest of certain LLCs, divest our noncontrolling, majority interests in certain LLCs. Please see Note 4 to the Condensed Consolidated Financial Statements for additional disclosure.

real estate market factors, including without limitation, the supply and demand of office space and market rental rates, changes in interest rates as well as an increase in the development of medical office condominiums in certain markets;

government regulations, including changes in the reimbursement levels under the Medicare and Medicaid program resulting from, among other things, the various health care reform initiatives being implemented;

the issues facing the health care industry that affect the operators of our facilities, including UHS, such as: changes in, or the ability to comply with, existing laws and government regulations; unfavorable changes in the levels and terms of reimbursement by third party payors or government programs, including Medicare and Medicaid (most states have reported significant budget deficits that have resulted in the reduction of Medicaid funding for 2010 and 2011 and, although the fiscal year 2012 state budgets for certain states have not yet been finalized, Medicaid reimbursements are likely to be reduced to the operators of our facilities, including UHS), and including, but not limited to, the potential unfavorable impact of future reductions to Medicare reimbursements resulting from the recently passed Budget Control Act of 2011 (as discussed below); demographic changes; the ability to enter into managed care provider agreements on acceptable terms; an increase in uninsured and self-pay patients which unfavorably impacts the collectibility of patient accounts; decreasing in-patient admission trends; technological and pharmaceutical improvements that may increase the cost of providing, or reduce the demand for, health care, and; the ability to attract and retain qualified medical personnel, including physicians;

in August, 2011, the Budget Control Act of 2011 (the 2011 Act ) was enacted into law. Included in this law are the imposition of annual spending limits for most federal agencies and programs aimed at reducing budget deficits by \$917 billion between 2012 and 2021, according to a report released by the Congressional Budget Office. Among its other provisions, the law would establish a bipartisan Congressional committee, known as the Joint Committee, which would be responsible for developing recommendations aimed at reducing future federal budget deficits by an additional \$1.5 trillion over 10 years. If the Joint Committee is unable to reach an agreement, across-the-board cuts to discretionary, national defense and Medicare spending could be automatically implemented which could result in Medicare payment reductions of up to 2%. The operators of our facilities cannot predict if reductions to future Medicare payments to providers will be implemented as a result of the 2011 Act or what impact, if any, the 2011 Act may have on their future results of operations;

three LLCs that own properties in California, in which we have various non-controlling equity interests, could not obtain earthquake insurance at rates which are economically beneficial in relation to the risks covered;

competition for our operators from other REITs;

competition from other health care providers, including physician owned facilities and other facilities owned by UHS, including, but not limited to, McAllen, Texas, the site of our largest acute care facility (McAllen Medical Center), and Wildomar, California (Inland Valley Regional Medical Center);

changes in, or inadvertent violations of, tax laws and regulations and other factors than can affect REITs and our status as a REIT;

should we be unable to comply with the strict income distribution requirements applicable to REITs, utilizing only cash generated by operating activities, we would be required to generate cash from other sources which could adversely affect our financial condition;

fluctuations in the value of our common stock, and;

other factors referenced herein or in our other filings with the Securities and Exchange Commission.

Given these uncertainties, risks and assumptions, you are cautioned not to place undue reliance on such forward-looking statements. Our actual results and financial condition, including the operating results of our lessees and the facilities leased to subsidiaries of UHS, could differ materially from those expressed in, or implied by, the forward-looking statements.

Forward-looking statements speak only as of the date the statements are made. We assume no obligation to publicly update any forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking information, except as may be required by law. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by this cautionary statement.

### **Critical Accounting Policies and Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions that affect the amounts reported in our consolidated financial statements and accompanying notes. We consider our critical accounting policies to be those that require us to make significant judgments and estimates when we prepare our financial statements, including the following:

**Revenue Recognition:** Our revenues consist primarily of rentals received from tenants, which are comprised of minimum rent (base rentals), bonus rentals and reimbursements from tenants for their pro-rata share of expenses such as common area maintenance costs, real estate taxes and utilities.

The minimum rent for all hospital facilities is fixed over the initial term or renewal term of the respective leases. Rental income recorded by our consolidated and unconsolidated medical office buildings ( MOBs ) relating to leases in excess of one year in length is recognized using the straight-line method under which contractual rents are recognized evenly over the lease term regardless of when payments are due. The amount of rental revenue resulting from straight-line rent adjustments is dependent on many factors including the nature and amount of any rental concessions granted to new tenants, scheduled rent increases under existing leases, as well as the acquisitions and sales of properties that have existing in-place leases with terms in excess of one year. As a result, the straight-line adjustments to rental revenue may vary from period-to-period. Bonus rents are recognized when earned based upon increases in each facility's net revenue in excess of stipulated amounts. Bonus rentals are determined and paid each quarter based upon a computation that compares the respective facility's current quarter's net revenue to the corresponding quarter in the base year. Tenant reimbursements for operating expenses are accrued as revenue in the same period the related expenses are incurred.

**Real Estate Investments:** On the date of acquisition, the purchase price of a property is allocated to the property's land, buildings and intangible assets based upon our estimates of their fair values. Depreciation is computed using the straight-line method over the useful lives of the buildings and capital improvements. The value of intangible assets is amortized over the remaining lease term.

**Asset Impairment:** Real estate investments and related intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the property might not be recoverable. A property to be held and used is considered impaired only if management's estimate of the aggregate future cash flows, less estimated capital expenditures, to be generated by the property, undiscounted and without interest charges, are less than the carrying value of the property. This estimate takes into consideration factors such as expected future operating income, trends and prospects, as well as the effects of demand, competition, local market conditions and other factors.



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The determination of undiscounted cash flows requires significant estimates by management, including the expected course of action at the balance sheet date that would lead to such cash flows. Subsequent changes in estimated undiscounted cash flows arising from changes in anticipated action to be taken with respect to the property could impact the determination of whether an impairment exists and whether the effects could materially impact our net income. To the extent estimated undiscounted cash flows are less than the carrying value of the property, the loss will be measured as the excess of the carrying amount of the property over the fair value of the property.

Assessment of the recoverability by us of certain lease related costs must be made when we have reason to believe that a tenant might not be able to perform under the terms of the lease as originally expected. This requires us to make estimates as to the recoverability of such costs.

An other than temporary impairment of an investment/advance in an LLC is recognized when the carrying value of the investment is not considered recoverable based on evaluation of the severity and duration of the decline in value, including projected declines in cash flow. To the extent impairment has occurred, the excess carrying value of the asset over its estimated fair value is charged to income.

**Investments in Limited Liability Companies ( LLCs ):** Our consolidated financial statements include the consolidated accounts of our controlled investments and those investments that meet the criteria of a variable interest entity where we are the primary beneficiary. In accordance with the FASB's standards and guidance relating to accounting for investments and real estate ventures, we account for our unconsolidated investments in LLCs which we do not control using the equity method of accounting. The third-party members in these investments have equal voting rights with regards to issues such as, but not limited to: (i) divestiture of property; (ii) annual budget approval, and; (iii) financing commitments. These investments, which represent 33% to 99% non-controlling ownership interests, are recorded initially at our cost and subsequently adjusted for our net equity in the net income, cash contributions to, and distributions from, the investments. Pursuant to certain agreements, allocations of sales proceeds and profits and losses of some of the LLC investments may be allocated disproportionately as compared to ownership interests after specified preferred return rate thresholds have been satisfied.

At September 30, 2011, we have non-controlling equity investments or commitments in thirty-two LLCs which own medical office buildings ( MOBs ). As of September 30, 2011, we accounted for: (i) thirty-one of these LLCs on an unconsolidated basis pursuant to the equity method since they are not variable interest entities, and; (ii) one of these LLCs (Palmdale Medical Properties) on a consolidated basis, as discussed below, since it is considered to be a variable interest entity where we are the primary beneficiary by virtue of its master lease with a subsidiary of Universal Health Services, Inc. ( UHS ), a related party to us.

The majority of these LLCs are joint-ventures between us and a non-related party that manages and holds minority ownership interests in the entities. Each LLC is generally self-sustained from a cash flow perspective and generates sufficient cash flow to meet its operating cash flow requirements and service the third-party debt (if applicable) that is non-recourse to us. Although there is typically no ongoing financial support required from us to these entities since they are cash-flow sufficient, we may, from time to time, provide funding for certain purposes such as, but not limited to, significant capital expenditures and/or leasehold improvements. Although we are not obligated to do so, if approved by us at our sole discretion, additional cash fundings are typically advanced as equity or short to intermediate term loans.

Summerlin Medical Office Building II is located in Las Vegas, Nevada on the campus of Summerlin Hospital Medical Center. In connection with this MOB, which is owned by an LLC in which we hold a majority, non-controlling ownership interest, Summerlin Hospital Medical Center committed to a master lease agreement for a specified portion of the space. As a result of this master lease agreement, the LLC was considered a variable interest entity. Since we were the primary beneficiary, the financial results of this MOB were included in our financial statements on a consolidated basis prior to October 1, 2010. During the fourth quarter of 2010, the master lease arrangement expired and, as a result, this MOB is accounted for as an unconsolidated LLC under the equity method beginning on October 1, 2010. There was no material impact on our net income as a result of the deconsolidation of this LLC.

Palmdale Medical Properties has a master lease with a subsidiary of UHS. Additionally, UHS of Delaware, a wholly-owned subsidiary of UHS, serves as advisor to us under the terms of an advisory agreement and manages our day-to-day affairs. All of our officers are officers or employees of UHS. As a result of our related-party relationship with UHS and the master lease, lease assurance or lease guarantee arrangements with subsidiaries of UHS, we account for this LLC on a consolidated basis, since the fourth quarter of 2007, since it is a variable interest entity and we are deemed to be the primary beneficiary. The master lease threshold on this MOB has not yet been met and is not expected to be met in the near future.

The other LLCs in which we hold various non-controlling ownership interests are not variable interest entities and therefore are not subject to consolidation.

**Federal Income Taxes:** No provision has been made for federal income tax purposes since we qualify as a REIT under Sections 856 to 860 of the Internal Revenue Code of 1986, and intend to continue to remain so qualified. As such, we are exempt from federal income taxes and we are required to distribute at least 90% of our real estate investment taxable income to our shareholders.

We are subject to a federal excise tax computed on a calendar year basis. The excise tax equals 4% of the amount by which 85% of our ordinary income plus 95% of any capital gain income for the calendar year exceeds cash distributions during the calendar year, as defined. No provision for excise tax has been reflected in the financial statements as no tax is expected to be due.



Earnings and profits, which determine the taxability of dividends to shareholders, will differ from net income reported for financial reporting purposes due to the differences for federal tax purposes in the cost basis of assets and in the estimated useful lives used to compute depreciation and the recording of provision for investment losses.

**Relationship with Universal Health Services, Inc. ( UHS )** UHS is our principal tenant and through UHS of Delaware, Inc., a wholly owned subsidiary of UHS, serves as our advisor (the Advisor ) under an Advisory Agreement dated December 24, 1986 between the Advisor and us (the Advisory Agreement ). Our officers are all employees of UHS and although as of September 30, 2011 we had no salaried employees, our officers do receive stock-based compensation from time-to-time.

Pursuant to the Advisory Agreement, the Advisor is obligated to present an investment program to us, to use its best efforts to obtain investments suitable for such program (although it is not obligated to present any particular investment opportunity to us), to provide administrative services to us and to conduct our day-to-day affairs. All transactions between us and UHS must be approved by the Trustees who are unaffiliated with UHS (the Independent Trustees ). In performing its services under the Advisory Agreement, the Advisor may utilize independent professional services, including accounting, legal, tax and other services, for which the Advisor is reimbursed directly by us. The Advisory Agreement may be terminated for any reason upon sixty days written notice by us or the Advisor. The Advisory Agreement expires on December 31 of each year; however, it is renewable by us, subject to a determination by the Independent Trustees, that the Advisor's performance has been satisfactory. The Advisor is entitled to certain advisory fees for its services. See Relationship with Universal Health Services, Inc. ( UHS ) and Related Party Transactions in Note 2 to the condensed consolidated financial statements for additional information on the Advisory Agreement and related fees. In December of 2010, based upon a review of our advisory fee and other general and administrative expenses, as compared to an industry peer group, the Advisory Agreement was renewed for 2011 at the same terms and conditions as 2010.

The combined revenues generated from the leases on the UHS hospital facilities accounted for approximately 55% and 56% of our consolidated revenue for the three months ended September 30, 2011 and 2010, respectively, and 59% and 55% for the nine months ended September 30, 2011 and 2010, respectively. Including 100% of the revenues generated at the unconsolidated LLCs in which we have various non-controlling equity interests ranging from 33% to 99%, the leases on the UHS hospital facilities accounted for approximately 18% and 20% of the combined consolidated and unconsolidated revenue for the three month periods ended September 30, 2011 and 2010, respectively and 19% and 20% for the nine month periods ended September 30, 2011 and 2010, respectively. In addition, twelve medical office buildings ( MOBs ), owned by an LLC in which we hold various non-controlling equity interests, include or will include tenants which are subsidiaries of UHS. The leases to the hospital facilities of UHS are guaranteed by UHS and cross-defaulted with one another. For additional disclosure related to our relationship with UHS, please refer to Note 2 to the condensed consolidated financial statements Relationship with Universal Health Services, Inc. ( UHS ) and Related Party Transactions.

### **Results of Operations**

Our Consolidated Statement of Income for the three and nine month periods ended September 30, 2010 includes the revenue and expenses associated with the Summerlin II MOB which was deconsolidated on October 1, 2010. The tables below provide the Statements of Income for this LLC for the three and nine month periods ended September 30, 2010. The As Adjusted column is used for comparison discussions in the Results of Operations. There was no material impact on our net income as a result of the deconsolidation of this LLC.

(amounts in thousands)

| <b>Three Months Ended September 30, 2010</b> | <b>As reported<br/>in<br/>Consolidated<br/>Statements<br/>of<br/>Income</b> | <b>July<br/>September,<br/>2010<br/>Statements<br/>of Income<br/>for<br/>Summerlin<br/>II</b> | <b>As Adjusted</b> |
|--|---|---|--------------------|
| Revenues                                     | \$ 7,171  | \$ 577  | \$ 6,594           |
| <b><u>Expenses:</u></b>                      |   |   |                    |
| Depreciation and amortization                | 1,599   | 112   | 1,487              |
| Advisory fee to UHS                          | 474   |   | 474                |

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|   |       |       |       |
|---|-------|-------|-------|
| Other operating expenses                            | 1,488 | 207   | 1,281 |
|   | 3,561 | 319   | 3,242 |
| Income before equity in limited liability companies |       |       |       |
| ( LLCs ) and interest expense                       | 3,610 | (258) | 3,352 |

| Three Months Ended September 30, 2010   | As reported<br>in<br>Consolidated<br>Statements<br>of<br>Income | July<br>September,<br>2010<br>Statements<br>of Income<br>for<br>Summerlin<br>II | As Adjusted |
|---|---|---|-------------|
| Equity in income of unconsolidated LLCs | 335   | 84  | 419         |
| Interest expense                        | (558)   | 174   | (384)       |
| Net income                              | \$ 3,387  |   | \$ 3,387    |

| Nine Months Ended September 30, 2010                | As reported<br>in<br>Consolidated<br>Statements<br>of<br>Income | Jan<br>September,<br>2010<br>Statements<br>of Income<br>for<br>Summerlin<br>II | As Adjusted |
|---|---|--|-------------|
| Revenues  | \$ 22,288   | \$ 1,859   | \$ 20,429   |
| <b>Expenses:</b>                                    |   |  |             |
| Depreciation and amortization                       | 4,778   | 340  | 4,438       |
| Advisory fee to UHS                                 | 1,377   |  | 1,377       |
| Other operating expenses                            | 4,274   | 684  | 3,590       |
|   | 10,429  | 1,024  | 9,405       |
| Income before equity in limited liability companies |   |  |             |
| ( LLCs ) and interest expense                       | 11,859  | (835)  | 11,024      |
| Equity in income of unconsolidated LLCs             | 1,904   | 312  | 2,216       |
| Interest expense                                    | (1,575)   | 523  | (1,052)     |
| Net income  | \$ 12,188   |  | \$ 12,188   |

For the quarter ended September 30, 2011, net income was \$3.3 million, or \$0.26 per diluted share, as compared to \$3.4 million, or \$0.27 per diluted share, during the comparable prior year quarter. For the nine-month period ended September 30, 2011, net income was \$11.2 million, or \$0.88 per diluted share, as compared to \$12.2 million, or \$1.00 per diluted share, during the comparable nine-month period of the prior year.

The decrease in net income of \$39,000 during the third quarter of 2011, as compared to the comparable prior year quarter, was primarily attributable to:

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an unfavorable change of \$455,000 resulting from the expenses incurred in connection with the potential acquisition and divestiture transactions, as discussed herein;

an unfavorable change of \$334,000 (As Adjusted) resulting from an increase in interest expense due to an increase in the average borrowings outstanding as well as an increase in the average effective interest rate;

a favorable change of \$456,000 (As Adjusted) resulting from an increase in equity in income of unconsolidated LLCs, and;

other combined net favorable changes of \$294,000, including the net income during the quarter related to the two recently acquired MOBs located in Texas.

The decrease in net income of \$1.0 million during the first nine months of 2011, as compared to the first nine months of 2010, was primarily attributable to:

an unfavorable change of \$576,000 resulting from the 2010, expiration of a master lease agreement on an MOB located in Georgia;

an unfavorable change of \$590,000 resulting from the expenses incurred in connection with the potential acquisition and divestiture transactions, and;

other combined net favorable changes of \$146,000.

The master lease on Southern Crescent II, which had been in effect since 2000, was not renewed upon its expiration in June, 2010. Prior to the expiration, the master lease on this MOB generated approximately \$1.1 million of annual revenues, net income and net cash provided by operating activities. We continue to actively market the available space in this MOB located in Georgia and are in various stages of negotiations with several prospective tenants.

We recorded equity in unconsolidated LLCs of \$875,000 and \$419,000 (As Adjusted basis) during the three-month periods ended September 30, 2011 and 2010, respectively, and \$2.4 million and \$2.2 million (As Adjusted basis) during the nine-month periods ended September 30, 2011 and 2010, respectively. The increases of \$456,000 and \$161,000 during the three and nine months ended September 30, 2011, respectively, as compared to the comparable prior year periods, were due in part to reserves established in connection with certain tenant receivables at certain LLCs during the three months ended September 30, 2010, as well as improved operating results at an MOB located in Phoenix, Arizona which was acquired by a LLC in March, 2010.

During the three and nine-month periods ended September 30, 2011, total revenue increased by \$800,000 and \$407,000, respectively, (As Adjusted basis). The net increase during the three months ended September 30, 2011 as compared to the comparable prior year period resulted primarily from an increase in base rental from non-related parties as well as tenant reimbursements and other from non-related parties, primarily attributable to the two recently acquired MOBs located in Texas. The net increase during the nine months ended September 30, 2011 as compared to the comparable prior year period resulted primarily from: (i) a decrease in base rental resulting from a June, 2010 master lease agreement expiration on an MOB located in Georgia; (ii) an increase in base rental from non-related parties as well as tenant reimbursements and other from non-related parties, primarily attributable to the two recently acquired MOBs located in Texas, and; (iii) other combined favorable variances, including increases in bonus rental from UHS facilities.

Depreciation and amortization expense increased \$312,000 and \$403,000 during the three and nine months ended September 30, 2011, respectively, as compared to the comparable prior year periods (As Adjusted basis), due primarily to the two recently acquired MOBs located in Texas and the expense recorded in connection with renovations completed at certain MOBs.

Interest expense, net of interest income, increased \$334,000 and \$412,000 during the three and nine months ended September 30, 2011, respectively, as compared to the comparable prior year periods (As Adjusted basis). The increase was due primarily to an increase in our average outstanding borrowings pursuant to our revolving credit facility as well as an increase in the average effective interest rate pursuant to the terms of our new \$150 million revolving credit agreement that commenced in July, 2011 combined with an increase in our borrowing rate on a specific loan relating to the Palmdale MOB. The increased borrowings were used primarily to fund the purchases of the newly acquired Lake Pointe Medical Arts and Forney Medical Plaza MOBs located in Texas, as discussed herein, as well as fund investments in and advances to LLCs.

Included in our other operating expenses are expenses related to the consolidated medical office buildings, which totaled \$1.1 million and \$959,000 (As Adjusted basis), for the three-month periods ended September 30, 2011 and 2010, respectively, and \$2.8 million and \$2.7 million (As Adjusted basis) for the nine-month periods ended September 30, 2011 and 2010, respectively. The increases in other operating expenses for the three and nine-month periods ended September 30, 2011 is primarily attributable to the expenses related to the two recently acquired MOBs located in Texas. A portion of the expenses associated with our consolidated medical office buildings is passed on directly to the tenants. Tenant reimbursements for operating expenses are accrued as revenue in the same period the related expenses are incurred and are included as tenant reimbursement revenue in our condensed consolidated statements of income.

Funds from operations is a widely recognized measure of performance for Real Estate Investment Trusts ( REITs ). We believe that funds from operations ( FFO ) and funds from operations per diluted share, which are non-GAAP financial measures ( GAAP is Generally Accepted Accounting Principles in the United States of America), are helpful to our investors as measures of our operating performance. We compute FFO in accordance with standards established by the National Association of Real Estate Investment Trusts ( NAREIT ), which may not be comparable to FFO reported by other REITs that do not compute FFO in accordance with the NAREIT definition, or that interpret the NAREIT definition differently than we interpret the definition. FFO does not represent cash generated from operating activities in accordance with GAAP and should not be considered to be an alternative to net income determined in accordance with GAAP. In addition, FFO should not be used as: (i) an indication of our financial performance determined in accordance with GAAP; (ii) an alternative to cash flow from operating activities determined in accordance with GAAP; (iii) a measure of our liquidity, or; (iv) an indicator of funds available for our cash needs, including our ability to make cash distributions to shareholders.



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Below is a reconciliation of our reported net income to FFO for the three and nine-month periods ended September 30, 2011 and 2010 (in thousands):

|  | Three Months                   |                 | Nine Months Ended     |                  |
|--|--------------------------------|-----------------|-----------------------|------------------|
|  | Ended<br>September 30,<br>2011 | 2010            | September 30,<br>2011 | 2010             |
| Net income                                   | \$ 3,348                       | \$ 3,387        | \$ 11,168             | \$ 12,188        |
| Plus: Depreciation and amortization expense: |                                |                 |                       |                  |
| Consolidated investments                     | 1,770                          | 1,573           | 4,739                 | 4,680            |
| Unconsolidated affiliates                    | 2,734                          | 2,506           | 8,139                 | 7,388            |
| <b>Funds from operations (FFO)</b>           | <b>\$ 7,852</b>                | <b>\$ 7,466</b> | <b>\$ 24,046</b>      | <b>\$ 24,256</b> |

The increase in FFO of \$386,000 during the three-month period ended September 30, 2011, as compared to the comparable prior year quarter, was primarily due to: (i) the \$39,000 decrease in net income as discussed above, and; (ii) the favorable effect of adding back increased depreciation and amortization expense incurred by us and our unconsolidated affiliates amounting to \$425,000. The increased depreciation and amortization expense is related to newly acquired MOBs as well as capital expenditures at various properties.

Our FFO decreased \$210,000 during the nine-month period of 2011 as compared to the comparable nine-month period in 2010, resulting primarily from: (i) the \$1.0 million decrease in net income, as discussed above, partially offset by; (ii) the favorable effect of adding back increased depreciation and amortization expense incurred by us and our unconsolidated affiliates amounting to \$810,000. The increased depreciation and amortization expense is related to newly constructed and newly acquired MOBs as well as capital expenditures at various properties.

### **Liquidity and Capital Resources**

#### **Net cash provided by operating activities**

Net cash provided by operating activities was \$15.8 million and \$17.6 million for the nine-month periods ended September 30, 2011 and 2010, respectively.

The \$1.8 million net decrease was attributable to:

an unfavorable change of \$1.0 million due to a decrease in net income (as discussed above in Results of Operations) plus the adjustments to reconcile net income to net cash provided by operating activities (depreciation and amortization and restricted/stock-based compensation);

an unfavorable change of \$483,000 in rent receivable, partially resulting from the increase in the bonus rent receivable from UHS, the addition of the receivables related to the two recently acquired MOBs located in Texas as well as other unfavorable changes;

a unfavorable change of \$545,000 in accrued expenses and other liabilities resulting primarily from a property tax payment made during the first nine months of 2011 in connection with the Palmdale MOB as well as payment timing differences with various other accrued expenses and liabilities, partially offset by;

other net favorable changes of \$192,000

#### **Net cash used in investing activities**

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Net cash used in investing activities was \$29.7 million during the nine months ended September 30, 2011 as compared to \$18.5 million during the nine months ended September 30, 2010.

During the nine-month period ended September 30, 2011, we funded \$26.5 million (net of certain acquired liabilities) consisting of: (i) \$11.9 million (net of certain acquired liabilities) to acquire the real estate assets of the Lake Pointe Medical Arts MOB, as discussed above, and; (ii) \$14.6 million (net of certain acquired liabilities) to acquire the real estate assets of the Forney Medical Plaza, as discussed above. In addition, during the nine-month period ended September 30, 2011, we also funded: (i) \$11.5 million of advances to LLCs; (ii) \$3.5 million of equity investments in LLCs; (iii) \$172,000 in capital additions, and; (iv) \$834,000 of deposits on real estate assets related to the potential acquisition of two additional medical office buildings. Also during the nine-month period ended September 30, 2011, we received: (i) \$6.7 million in repayments of advances to

LLCs; (ii) \$4.1 million of cash distributions in excess of income from our unconsolidated LLCs, and; (iii) \$2.1 million of cash distributions of refinancing proceeds from our unconsolidated LLCs.

During the nine-month period ended September 30, 2010, we funded: (i) \$9.5 million of advances to LLCs; (ii) \$12.0 million of equity investments in LLCs, and; (iii) \$801,000 of capital additions. Additionally, a decrease in cash of \$1.9 million resulted from the deconsolidation of the Summerlin Hospital Medical Office Building III during the first quarter of 2010. Also during the nine-month period ended September 30, 2010, we received: (i) \$2.8 million related to debt refinancing by LLCs; (ii) \$478,000 in repayments of advances to LLCs, and; (iii) \$2.6 million of cash distributions in excess of income from our unconsolidated LLCs.

#### **Net cash provided by/(used in) financing activities**

Net cash provided by/(used in) financing activities was \$13.7 million during the nine months ended September 30, 2011 and (\$1.1 million) during the nine months ended September 30, 2010.

During the nine-month period ended September 30, 2011, we: (i) received \$37.8 million of additional net borrowings on our revolving line of credit, and; (ii) generated \$184,000 of net cash from the issuance of shares of beneficial interest. Additionally, during the nine months ended September 30, 2011, we paid: (i) \$120,000 on mortgage notes payable that are non-recourse to us; (ii) \$94,000 on a loan payable of a consolidated LLC that is non-recourse to us; (iii) \$1.1 million of financing costs related to our new \$150 million revolving credit agreement, executed on July 25, 2011, as discussed above, and; (iv) \$23.0 million of dividends.

During the nine month period ended September 30, 2010, we: (i) received \$7.8 million of additional net borrowings on our revolving line of credit; (ii) received \$5.3 million of proceeds related to a new mortgage note payable that is non-recourse to us, related to a consolidated MOB, and; (iii) generated \$12.2 million of net cash from the issuance of shares of beneficial interest. Additionally, during the nine months ended September 30, 2010, we paid: (i) \$3.5 million on mortgage notes payable that are non-recourse to us; (ii) \$191,000 on a mortgage note payable of a then-consolidated LLC that is non-recourse to us; (iii) \$118,000 on a loan payable of a consolidated LLC that is non-recourse to us; (iv) \$388,000 of financing costs on mortgage notes payable that are non-recourse to us, and; (v) \$22.2 million of dividends.

During the fourth quarter of 2009, we commenced an at-the-market ( ATM ) equity issuance program pursuant to the terms of which we may sell, from time-to-time, common shares of our beneficial interest up to an aggregate sales price of \$50 million to or through Merrill Lynch, Pierce, Fenner and Smith Incorporated, as sales agent and/or principal. There were no shares issued pursuant to our ATM Program during the first nine months of 2011. Since inception of this program, we have issued 733,500 shares at an average price of \$32.90 per share, which generated approximately \$22.9 million of net cash proceeds (net of approximately \$1.2 million, consisting of compensation of approximately \$725,000 to Merrill Lynch as well as \$515,000 of various other fees and expenses). As of September 30, 2011, we generated approximately \$24.1 million of gross cash proceeds, excluding all fees and expenses, and had \$25.9 million of gross proceeds still available for issuance under the program.

#### **Additional cash flow and dividends paid information for the nine-month periods ended September 30, 2011 and 2010:**

As indicated on our consolidated statement of cash flows, we generated net cash provided by operating activities of \$15.8 million and \$17.6 million during the nine-month periods ended September 30, 2011 and 2010, respectively. As also indicated on our statement of cash flows, noncash expenses such as depreciation and amortization expense and restricted/stock-based compensation expense are the primary differences between our net income and net cash provided by operating activities during each period. In addition, as reflected in the cash flows from investing activities section, we received \$4.1 million and \$2.6 million during the nine months ended September 30, 2011 and 2010, respectively, of cash distributions in excess of income from various unconsolidated LLCs which represents our share of the net cash flow distributions from these entities. These cash distributions in excess of income represent operating cash flows net of capital expenditures and debt repayments made by the LLCs.

We generated \$19.9 million and \$20.2 million of net cash during the nine months ended September 30, 2011 and 2010, respectively, related to the operating activities of our properties recorded on a consolidated and an unconsolidated basis. We paid dividends of \$23.0 million and \$22.2 million during the nine months ended September 30, 2011 and 2010, respectively. The \$3.1 million difference between the \$19.9 million of net cash generated related to operating activities during the first nine months of 2011, and the \$23.0 million of dividends paid, was due to maintaining our dividend level while the factors discussed above in Results of Operations had an unfavorable impact on our operating results during the nine month period ended September 30, 2011.

As indicated in the cash flows from investing activities and cash flows from financing activities sections of the statements of cash flows, there were various other sources and uses of cash during the nine months ended September 30, 2011 and 2010. Therefore, the funding source for our dividend payments is not wholly dependent on the operating cash flow generated by our properties in any given period. Rather, our dividends, as well as our capital reinvestments into our existing properties, acquisitions of real property and other investments are funded based upon the aggregate net cash inflows or outflows from all sources and uses of cash from the properties we own either in whole or through LLCs, as

outlined above.

In determining and monitoring our dividend level on a quarterly basis, our management and Board of Trustees consider many factors in determining the amount of dividends to be paid each period. These considerations primarily include: (i) the minimum required amount of dividends to be paid in order to maintain our REIT status; (ii) the current and projected operating results of our properties, including those owned in LLCs, and; (iii) our future capital commitments and debt repayments, including those of our LLCs. Based upon the information discussed above, as well as consideration of projections and forecasts of our future operating cash flows, management and the Board of Trustees have determined that our operating cash flows have been sufficient to fund our dividend payments. Future dividend levels will be determined based upon the factors outlined above with consideration given to the potential impact that the operating pressures that we have been experiencing since 2010 may have on our future results of operations, the potential impact of anticipated improved operating results at certain of our properties that are either relatively newly constructed and opened or currently experiencing greater than expected vacancy rates, as well as the potential impact of the anticipated favorable operating results of the two recently acquired MOB's located in Texas, as previously discussed.

Included in the various sources of cash were: (i) funds generated from the repayments of advances, made from us to LLCs (\$6.7 million and \$478,000 for the nine months ended September 30, 2011 and 2010, respectively); (ii) cash distributions of refinancing proceeds from LLCs (\$2.1 million and \$2.7 million during the nine months ended September 30, 2011 and 2010, respectively); (iii) net borrowings on our revolving credit agreements (\$37.8 million and \$7.8 million for the nine months ended September 30, 2011 and 2010, respectively), and; (v) net cash generated in connection with the issuance of shares of beneficial interest (\$184,000 and \$12.2 million for the nine months ended September 30, 2011 and 2010, respectively).

In addition to the dividends paid, the following were also included in the various uses of cash: (i) investments in LLCs (\$3.5 million and \$12.0 million for the nine months ended September 30, 2011 and 2010, respectively); (ii) advances made to LLCs (\$11.5 million and \$9.5 million for the nine months ended September 30, 2011 and 2010, respectively); (iii) net cash paid for acquisition of MOB's (\$26.5 million for the nine months ended September 30, 2011); (iv) deposits on real estate assets (\$834,000 for the nine months ended September 30, 2011), and; (v) additions to real estate investments (\$172,000 and \$801,000 for the nine months ended September 30, 2011 and 2010, respectively).

We expect to finance all capital expenditures and acquisitions and pay dividends utilizing internally generated and additional funds. Additional funds may be obtained through: (i) the issuance of equity pursuant to our at-the-market equity issuance program; (ii) borrowings under our new revolving credit facility agreement (new agreement entered into on July 25, 2011); (iii) borrowings under or refinancing of existing third-party debt pursuant to mortgage and construction loan agreements entered into by our LLCs, and/or; (iv) the issuance of other long-term debt.

There can be no assurance that such additional funds will be available in the preferred amounts or from the preferred sources. We believe that our net cash provided by operations will be sufficient to allow us to make distributions necessary to enable us to continue to qualify as a REIT under Sections 856 to 860 of the Internal Revenue Code of 1986.

#### **Credit facilities and mortgage debt**

Our previous unsecured \$100 million revolving credit agreement (the Agreement) was terminated by us on July 25, 2011 and replaced with a new revolving credit facility. The Agreement provided for interest at our option, at the Eurodollar rate plus 0.75% to 1.125%, or the prime rate plus zero to 0.125%. A fee of 0.15% to 0.225% was payable on the unused portion of the commitment. The margins over the Eurodollar, prime rate and the commitment fee were based upon our debt to total capital ratio as defined by the Agreement.

On July 25, 2011, we entered into a new \$150 million revolving credit agreement (Credit Agreement). The Credit Agreement, which will mature in four years, replaced our previous revolving credit facility which was scheduled to mature in January, 2012 and increased our borrowing capacity from \$100 million to \$150 million. The Credit Agreement includes a \$50 million sub limit for letters of credit and a \$20 million sub limit for swingline/short-term loans. The Credit Agreement also provides an option to increase the total facility borrowing capacity by an additional \$50 million, subject to lender agreement. Borrowings made pursuant to the Credit Agreement will bear interest, at our option, at one, two, three, or six month LIBOR plus an applicable margin ranging from 1.75% to 2.50% or at the Base Rate plus an applicable margin ranging from 0.75% to 1.50%. The Credit Agreement defines Base Rate as the greatest of: (a) the administrative agent's prime rate, (b) the federal funds effective rate plus 1/2 of 1%, and; (c) one month LIBOR plus 1%. A fee of 0.30% to 0.50% will be charged on the unused portion of the commitment. The margins over LIBOR, Base Rate and the commitment fee are based upon our ratio of debt to total capital. At September 30, 2011, the applicable margin over the LIBOR rate is 1.75%, the margin over the Base Rate is 0.75%, and the commitment fee was 0.30%.

At September 30, 2011, we had \$90.4 million of outstanding borrowings and \$14.9 million of letters of credit outstanding against our revolving credit agreement. We had \$44.7 million of available borrowing capacity, net of the outstanding borrowings and letters of credit outstanding as of September 30, 2011. There are no compensating balance requirements.

Covenants relating to the Agreement require the maintenance of a minimum tangible net worth and specified financial ratios, limit our ability to incur additional debt, limit the aggregate amount of mortgage receivables and limit our ability to increase dividends in



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excess of 95% of cash available for distribution, unless additional distributions are required to comply with the applicable section of the Internal Revenue Code of 1986 and related regulations governing real estate investment trusts. We are in compliance with all of the covenants at September 30, 2011. We also believe that we would remain in compliance if the full amount of our commitment was borrowed.

The following table includes a summary of the required compliance ratios, giving effect to the new covenants contained in the Credit Agreement (dollar amounts in thousands):

|                             | Covenant   | September 30,<br>2011 |
|-----------------------------|------------|-----------------------|
| Tangible net worth          | \$ 125,000 | \$ 128,967            |
| Debt to total capital       | < 55%      | 40%                   |
| Debt service coverage ratio | > 6.00 x   | 31.22x                |
| Debt to cash flow ratio     | < 3.50 x   | 2.70x                 |

We have two mortgages and one term loan, all of which are non-recourse to us, included on our consolidated balance sheet as of September 30, 2011, with a combined outstanding carrying balance of \$14.7 million and fair value of \$15.5 million. Changes in market rates on our fixed rate debt impact the fair value of debt, but have no impact on interest incurred or cash flow. The mortgages are secured by the real property of the buildings as well as property leases and rents. The following table summarizes our outstanding mortgages and term loan at September 30, 2011 (amounts in thousands):

| Facility Name   | Outstanding<br>Balance<br>(in thousands) | Interest<br>Rate | Maturity<br>Date |
|---|--|------------------|------------------|
| Medical Center of Western Connecticut fixed rate mortgage loan(a) | \$ 5,132                                 | 6.0%             | 2017             |
| Kindred Hospital-Corpus Christi fixed rate mortgage loan(a)       | 3,147                                    | 6.5%             | 2019             |
| Palmdale Medical Plaza term loan                                  | 6,470                                    | 5.1%             | 2013             |
| Total   | \$ 14,749                                |                  |                  |

(a) Amortized principal payments made on a monthly basis.

### Off Balance Sheet Arrangements

As of September 30, 2011, we are party to certain off balance sheet arrangements consisting of standby letters of credit and equity and debt financing commitments. Our outstanding letters of credit at September 30, 2011 totaled \$14.9 million consisting of: (i) \$3.4 million related to Grayson Properties; (ii) \$2.5 million related to Banbury Medical Properties; (iii) \$2.5 million related to Centennial Hills Medical Properties; (iv) \$2.0 million related to Palmdale Medical Properties; (v) \$1.1 million related to Sparks Medical Properties; (vi) \$908,000 related to Sierra Medical Properties; (vii) \$764,000 related to Deerval Properties II; (viii) \$419,000 related to Auburn Medical Properties II; (ix) \$478,000 related to Arlington Medical Properties; (x) \$462,000 related to BRB/E Building One, and; (xi) \$396,000 related to Deerval Properties I.

### Acquisition and Divestiture Activity

Please see Note 4 to the Condensed Consolidated Financial Statements for completed and pending transactions.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

There have been no material changes in the quantitative and qualitative disclosures during the first nine months of 2011. Reference is made to Item 7A in our Annual Report on Form 10-K for the year ended December 31, 2010.

**Item 4. Controls and Procedures**

As of September 30, 2011, under the supervision and with the participation of our management, including the Trust's Chief Executive Officer ( CEO ) and Chief Financial Officer ( CFO ), we performed an evaluation of the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15(e) or Rule 15d-15(e) under the Securities Exchange Act of 1934, as amended (the 1934 Act ). Based on this evaluation, the CEO and CFO have concluded that our disclosure controls and procedures are effective to ensure that material information is recorded, processed, summarized and reported by management on a timely basis in order to comply with our disclosure obligations under the 1934 Act and the SEC rules thereunder.

There have been no changes in our internal control over financial reporting or in other factors during the third quarter of 2011 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II. OTHER INFORMATION**

**UNIVERSAL HEALTH REALTY INCOME TRUST**

**Item 1A. Risk Factors**

Our Annual Report on Form 10-K for the year ended December 31, 2010 and our Quarterly Report on Form 10-Q for the quarter ended June 30, 2011 included a listing of risk factors to be considered by investors in our securities. Other than developments related to our non-controlling equity ownership interests in various LLCs, and the acquisition and potential acquisition of various MOBs as part of a series of planned like-kind exchange transactions under Section 1031 of the Internal Revenue Code, there have been no material changes in our risk factors from those set forth in our Annual Report on Form 10-K for the year ended December 31, 2010 and our Quarterly Report on Form 10-Q for the quarter ended June 30, 2011.

***We hold significant, non-controlling equity ownership interests in various LLCs.***

For the nine months ended September 30, 2011 and the year ended December 31, 2010, 69% and 66%, respectively, of our consolidated and unconsolidated revenues were generated by LLCs in which we hold a majority, non-controlling equity ownership interest. Our level of investment and lack of control exposes us to potential losses of our investments and revenues. Although our ownership arrangements have been beneficial to us in the past, we cannot guarantee that they will continue to be beneficial in the future.

Pursuant to the operating agreements of most of the LLCs, the third-party member and the Trust, at any time, have the right to make an offer ( Offering Member ) to the other member(s) ( Non-Offering Member ) in which it either agrees to: (i) sell the entire ownership interest of the Offering Member to the Non-Offering Member ( Offer to Sell ) at a price as determined by the Offering Member ( Transfer Price ), or; (ii) purchase the entire ownership interest of the Non-Offering Member ( Offer to Purchase ) at the equivalent proportionate Transfer Price. The Non-Offering Member has 60 days to either: (i) purchase the entire ownership interest of the Offering Member at the Transfer Price, or; (ii) sell its entire ownership interest to the Offering Member at the equivalent proportionate Transfer Price. The closing of the transfer must occur within 60 days of the acceptance by the Non-Offering Member.

As previously disclosed on October 12, 2011 on our Current Report on Form 8-K, ten LLCs in which we own various noncontrolling, majority ownership interests, entered into a Purchase and Sale Agreement (the Agreement ) with a third-party to sell all of the real property owned by each of the LLCs, together with the related leases, rents, personal property, intangible property and accepted service contracts.

As also previously disclosed on October 12, 2011 on our Current Report on Form 8-K, we also entered into a Membership Interest Purchase Agreement ( MI Agreement ) pursuant to the terms of which we intend to purchase the minority ownership interests held by the third-party member in eleven LLCs in which we currently hold noncontrolling, majority ownership interests.

The closing of each of the above-mentioned transactions is expected to occur on or before December 1, 2011 and are subject to customary closing conditions including, but not limited to, lender consents and receipt of certain tenant and ground lease estoppels. The entity and property specific information related to the above-mentioned Agreement and MI Agreement is included in our Current Report on Form 8-K as filed on



October 12, 2011.

As a result of these transactions a substantial portion of our medical office building properties will be located on or near the campuses of UHS hospitals increasing our reliance on the performance of UHS and its hospitals. If we were to sell our interests, we may not be able to redeploy the proceeds into assets at the same or greater return as we currently receive. During any such time that we were not able to do so, our ability to increase or maintain our dividend at current levels could be adversely affected which could cause our stock price to decline. In addition, if we were to sell our ownership interests in certain LLCs but not able to redeploy a substantial portion of the proceeds into potential acquisitions, within a specific time frame, our funds from operations and cash available for distribution could be materially unfavorably impacted.

*In connection with the potential divestiture of the real property owned by certain LLCs in which we own majority, non-controlling ownership interests, as mentioned above, we have purchased, and entered into purchase agreements to purchase, medical office buildings as part of a series of planned like-kind exchange transactions under Section 1031 of the Internal Revenue Code.*

We intend to purchase additional properties from unrelated third parties as part of a series of planned tax deferred like kind exchange transactions under Section 1031 of the Internal Revenue Code. In June of 2011, as part of the planned reverse like-kind exchange transactions related to the potential divestitures discussed above, we acquired Lake Pointe Medical Arts Building, a medical office building located in Rowlett, Texas, for approximately \$12.2 million. In July, 2011, also as part of the planned reverse like-kind exchange transaction, we acquired Forney Medical Plaza, a medical office building located in Forney, Texas, for approximately \$15.0 million. In addition, we intend to purchase two additional properties from other third parties as part of a series of planned tax deferred like-kind exchange transactions under Section 1031 of the Internal Revenue Code. We have executed purchase agreements, which are subject to certain closing and other conditions, in connection with the potential acquisition of two additional MOB's from various other parties. Although we can provide no assurance that we will complete the acquisition of these two properties, if completed, we anticipate finalizing the transactions at various times during the latter part of the fourth quarter of 2011.

It is intended that should all of the above-mentioned transactions be completed pursuant to terms and timing as currently contemplated, based upon various assumptions, our funds from operations and cash available for distribution may not be materially different from those that currently exist. However, the various transactions are complex, involve numerous third parties and are not conditioned on each other occurring at any particular date or upon the contemplated terms. We therefore cannot predict whether we will ultimately complete any or all of the tentatively agreed upon transactions as outlined above. Since all of the uncompleted transactions are subject to terms, conditions and other events that may be beyond our ability to control, we can provide no assurance that our funds from operations will not be affected on a short term or long term basis, or that any or all of the tentative transactions as mentioned above can be successfully completed. If we were to sell our ownership interests in the LLCs as mentioned above, but were not able to redeploy a substantial portion of the proceeds into the potential acquisitions as outlined above, in the time periods contemplated, our funds from operations and cash available for distribution could be materially unfavorably impacted. Should we be unable to defer substantially all of the expected taxable gains resulting from the potential divestitures of our noncontrolling, majority ownership interests in ten LLCs that own the real property of certain medical office buildings and other related real estate properties (pursuant to Section 1031 of the Internal Revenue Code) we may be required to borrow funds to make a special dividend distribution to our shareholders or be subject to federal income and/or excise tax liabilities.

## **Item 6. Exhibits**

### (a.) Exhibits:

- 2.1 Agreement for Purchase and Sale of Property and Escrow Instructions, dated June 2, 2011, by and among the Trust and LPMA, L.P., as amended.
- 2.2 Agreement for Purchase and Sale of Property and Escrow Instructions, dated July 19, 2011, by and among the Trust and PM Forney MOB, L.P., as amended.
- 10.1 Credit Agreement, dated as of July 25, 2011, by and among the Trust, the financial institutions from time to time party thereto and Wells Fargo Bank, National Association, as Administrative Agent, Bank of America, N.A., as Syndication Agent and Fifth Third Bank, N.A., JPMorgan Chase Bank, N.A. and SunTrust Bank as Co-Documentation Agents.

31.1

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Certification of the Chief Executive Officer pursuant to Rule 13a-14(a)/15(d)-14(a) under the Securities Exchange Act of 1934, as amended.

31.2 Certification of the Chief Financial Officer pursuant to Rule 13a-14(a)/15(d)-14(a) under the Securities Exchange Act of 1934, as amended.

32.1 Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of

the Sarbanes-Oxley Act of 2002.

- 101.INS\* \* XBRL Instance Document
- 101.SCH \*\* XBRL Taxonomy Extension Schema Document
- 101.CAL \*\* XBRL Taxonomy Extension Calculation Linkbase Document
- 101.LAB \*\* XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE \*\* XBRL Taxonomy Extension Presentation Linkbase Document

\*\* XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

**Signatures**

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 thereunto duly authorized.

Date: November 7, 2011

UNIVERSAL HEALTH REALTY INCOME TRUST

(Registrant)

/s/ Alan B. Miller

Alan B. Miller, Chairman of the Board,  
President and Chief Executive Officer

(Principal Executive Officer)

/s/ Charles F. Boyle

Charles F. Boyle,

Vice President and Chief Financial Officer  
(Principal Financial Officer)

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
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\*\* XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.