

LTC PROPERTIES INC  
Form 10-K  
February 20, 2014

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

(Mark One)

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

For the fiscal year ended December 31, 2013

OR

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

Commission file number: 1-11314

**LTC PROPERTIES, INC.**

(Exact name of Registrant as specified in its charter)

**MARYLAND**

(State or other jurisdiction of incorporation or  
organization)

**71-0720518**

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

**2829 Townsgate Road, Suite 350  
Westlake Village, California 91361**

(Address of principal executive offices)

Registrant's telephone number, including area code: (805) 981-8655

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

<b>Title of Each Class</b>	<b>Name of Each Exchange on Which Registered</b>
Common stock, \$.01 Par Value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: **NONE**

Indicate by checkmark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by checkmark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller  
reporting company)

Smaller reporting company

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

The aggregate market value of voting and non-voting common equity held by non-affiliates of the Registrant was approximately \$1,328,151,000 as of June 28, 2013 (the last business day of the Registrant's most recently completed second fiscal quarter).

The number of shares of common stock outstanding as of February 14, 2014 was 34,804,385.

### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's definitive proxy statement relating to its 2014 Annual Meeting of Stockholders are incorporated by reference into Part III of this Annual Report on Form 10-K where indicated.

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## CAUTIONARY STATEMENT

*This annual report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, adopted pursuant to the Private Securities Litigation Reform Act of 1995. Statements that are not purely historical may be forward-looking. You can identify some of the forward-looking statements by their use of forward-looking words, such as "believes," "expects," "may," "will," "should," "seeks," "approximately," "intends," "plans," "estimates" or "anticipates," or the negative of those words or similar words. Forward-looking statements involve inherent risks and uncertainties regarding events, conditions and financial trends that may affect our future plans of operation, business strategy, results of operations and financial position. A number of important factors could cause actual results to differ materially from those included within or contemplated by such forward-looking statements, including, but not limited to, the status of the economy; the status of capital markets (including prevailing interest rates) and our access to capital; the income and returns available from investments in health care related real estate (including our ability to re-lease properties upon expiration of a lease term); the ability of our borrowers and lessees to meet their obligations to us; our reliance on a few major operators; competition faced by our borrowers and lessees within the health care industry; regulation of the health care industry by federal, state and local governments (including as a result of the Patient Protection and Affordable Care Act of 2010 and the Health Care and Education Reconciliation Act of 2010); changes in Medicare and Medicaid reimbursement amounts (including due to federal and state budget constraints); compliance with and changes to regulations and payment policies within the health care industry; debt that we may incur and changes in financing terms; our ability to continue to qualify as a real estate investment trust; the relative illiquidity of our real estate investments; potential limitations on our remedies when mortgage loans default; and risks and liabilities in connection with properties owned through limited liability companies and partnerships. For a discussion of these and other factors that could cause actual results to differ from those contemplated in the forward-looking statements, please see the discussion under "Risk Factors" contained in this annual report and in other information contained in this annual report and our publicly available filings with the Securities and Exchange Commission. We do not undertake any responsibility to update or revise any of these factors or to announce publicly any revisions to forward-looking statements, whether as a result of new information, future events or otherwise.*

## PART I

### Item 1. BUSINESS

#### General

LTC Properties, Inc., a health care real estate investment trust (or REIT), was incorporated on May 12, 1992 in the State of Maryland and commenced operations on August 25, 1992. We invest primarily in senior housing and long term care properties through acquisitions, development, mortgage loans and other investments. We conduct and manage our business as one operating segment, rather than multiple operating segments, for internal reporting and internal decision making purposes. Our primary objectives are to create, sustain and enhance stockholder equity value and provide current income for distribution to stockholders through real estate investments in senior housing and long term care properties managed by experienced operators. Our primary senior housing and long term healthcare property types include skilled nursing properties (or SNF), assisted living properties (or ALF), independent living properties (or ILF), memory care properties (or MC) and combinations thereof. To meet these objectives, we attempt to invest in properties that provide opportunity for additional value and current returns to our stockholders and diversify our investment portfolio by geographic location, operator, property type and form of investment.

Skilled nursing facilities provide restorative, rehabilitative and nursing care for people not requiring the more extensive and sophisticated treatment available at acute care hospitals. Many skilled

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nursing facilities provide ancillary services that include occupational, speech, physical, respiratory and IV therapies, as well as sub-acute care services which are paid either by the patient, the patient's family, private health insurance, or through the federal Medicare or state Medicaid programs.

Assisted living facilities serve elderly persons who require assistance with activities of daily living, but do not require the constant supervision skilled nursing facilities provide. Services are usually available 24 hours a day and include personal supervision and assistance with eating, bathing, grooming and administering medication. The facilities provide a combination of housing, supportive services, personalized assistance and health care designed to respond to individual needs.

Independent living facilities, also known as retirement communities or senior apartments, offer a sense of community and numerous levels of service, such as laundry, housekeeping, dining options/meal plans, exercise and wellness programs, transportation, social, cultural and recreational activities, on-site security and emergency response programs. Many offer on-site conveniences like beauty/barber shops, fitness facilities, game rooms, libraries and activity centers.

Memory care facilities offer specialized options for seniors with Alzheimer's disease and other forms of dementia. Purpose built, free-standing memory care facilities offer an attractive alternative for private-pay residents affected by memory loss in comparison to other accommodations that typically have been provided within a secured unit of an assisted living or skilled nursing facility. These facilities offer dedicated care and specialized programming for various conditions relating to memory loss in a secured environment that is typically smaller in scale and more residential in nature than traditional assisted living facilities. Residents require a higher level of care and more assistance with activities of daily living than in assisted living facilities. Therefore, these facilities have staff available 24 hours a day to respond to the unique needs of their residents.

We were organized to qualify, and intend to continue to qualify, as a REIT. So long as we qualify, with limited exceptions, we may deduct distributions, both preferred dividends and common dividends, to our stockholders from our taxable income. We have made distributions, and intend to continue to make distributions to our stockholders, in order to eliminate any federal tax liability.

### **Portfolio**

Our real estate investment in senior housing and long term care properties is managed and conducted as a single operating segment for internal reporting and for internal decision-making purposes. ALF, ILF, MC, and combinations thereof are included in the ALF property type. Range of care properties (or ROC) property type consists of properties providing skilled nursing and any combination of assisted living, independent living and/or memory care services. Other properties (or Other) property type consists of school properties and land held-for-use. In addition to the information below, see *Item 2. Properties* for more information about our portfolio.

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The following table summarizes our real estate investment portfolio as of December 31, 2013 (dollar amounts in thousands):

Type of Property	Twelve Months Ended December 31, 2013					Number of		
	Gross Investments	Percentage of Investments	Rental Income	Interest Income <sup>(1)</sup>	Percentage of Revenues <sup>(2)</sup>	Number of Properties <sup>(3)</sup>	SNF Beds <sup>(4)</sup>	ALF Units <sup>(4)</sup>
Skilled Nursing <sup>(5)</sup>	\$ 611,160	55.3%	\$ 50,046	\$ 4,881	52.6%	100	12,217	
Assisted Living	412,024	37.3%	41,641	1,103	40.9%	106		4,852
Range of Care	46,509	4.2%	4,904	314	5.0%	9	733	348
Under Development <sup>(6)</sup>	21,432	2.0%			0.0%			
Other <sup>(7)</sup>	13,607	1.2%	1,575		1.5%	2		
<b>Totals</b>	<b>\$ 1,104,732</b>	<b>100.0%</b>	<b>\$ 98,166</b>	<b>\$ 6,298</b>	<b>100.0%</b>	<b>217</b>	<b>12,950</b>	<b>5,200</b>

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- (1) Includes interest income from mortgage loans.
- (2) Includes rental income and interest income from mortgage loans.
- (3) We have investments in 30 states leased or mortgaged to 40 different operators.
- (4) See *Item 2. Properties* for discussion of bed/unit count.
- (5) Includes a mortgage and construction loan secured by a currently operating skilled nursing property and parcel of land upon which a 106-bed replacement property is being constructed.
- (6) Includes three MC developments with a total of 168 units, a combination ALF and MC development with 81 units, and a SNF development with 143 beds.
- (7) Includes two school properties and four parcels of land held-for-use.

As of December 31, 2013 we had \$884.4 million in carrying value of net real estate investment, consisting of \$718.9 million or 81.3% invested in owned and leased properties and \$165.4 million or 18.7% invested in mortgage loans secured by first mortgages.

*Owned Properties.* The following table summarizes our investment in owned properties at December 31, 2013 (*dollar amounts in thousands*):

Type of Property	Gross Investments	Percentage of Investments	Number of Properties <sup>(1)</sup>	Number of		Investment per Bed/Unit
				SNF Beds <sup>(2)</sup>	ALF Units <sup>(2)</sup>	
Skilled Nursing	\$ 458,759	48.9%	68	8,264		\$ 55.51
Assisted Living	399,912	42.7%	98		4,641	\$ 86.17
Range of Care	43,907	4.7%	8	634	274	\$ 48.36
Under Development <sup>(3)</sup>	21,432	2.3%				
Other <sup>(4)</sup>	13,607	1.4%	2			
<b>Totals</b>	<b>\$ 937,617</b>	<b>100.0%</b>	<b>176</b>	<b>8,898</b>	<b>4,915</b>	

- (1) We have investments in 27 states leased to 33 different operators.
- (2) See *Item 2. Properties* for discussion of bed/unit count.
- (3) Includes three MC developments with a total of 168 units, a combination ALF and MC development with 81 units, and a SNF development with 143 beds.
- (4) Includes two school properties and four parcels of land held-for-use.

Owned properties are leased pursuant to non-cancelable operating leases generally with an initial term of 10 to 15 years. Many of the leases contain renewal options. The leases provide for fixed minimum base rent during the initial and renewal periods. The majority of our leases contain provisions for specified annual increases over the rents of the prior year and that increase is generally computed in one of four ways depending on specific provisions of each lease:

- (i) a specified percentage increase over the prior year's rent, generally between 2.0% and 3.0%;
- (ii) a calculation based on the Consumer Price Index;

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- (iii) as a percentage of facility net patient revenues in excess of base amounts or
- (iv) specific dollar increases.

Each lease is a triple net lease which requires the lessee to pay all taxes, insurance, maintenance and repairs, capital and non-capital expenditures and other costs necessary in the operations of the facilities. Generally our leases provide for one or more of the following: security deposits, property tax impounds, and credit enhancements such as corporate or personal guarantees or letters of credit. In addition, our leases are typically structured as master leases and multiple master leases with one operator are generally cross defaulted. See *Item 8. FINANCIAL STATEMENTS NOTE 6. Real Estate Investments* for further descriptions. The following table summarizes our top ten operators for 2013 and percentage of rental revenue for those operators for 2013 and 2012:

Lessee	Percent of Rental Revenue	
	2013	2012
Senior Care Centers, LLC	12.0%	12.5%
Extendicare, Inc. and Assisted Living Concepts, Inc.	11.2%	12.7%
Brookdale Senior Living Communities, Inc.	11.2%	12.5%
Preferred Care, Inc.	10.1%	11.6%
Juniper Communities, LLC	6.8%	0.3%
Traditions Senior Mgmt, Inc.	5.6%	6.1%
Carespring Healthcare Management, LLC	5.5%	2.6%
Sunrise Senior Living	4.7%	5.4%
Skilled Healthcare Group, Inc.	4.6%	5.2%
Fundamental Long Term Care Company	3.4%	3.4%

*Mortgage Loans.* As part of our strategy of making long term investments in properties used in the provision of long term health care services, we provide mortgage financing on such properties based on our established investment underwriting criteria. We have also provided construction loans that by their terms converted into purchase/lease transactions or permanent financing mortgage loans upon completion of construction. The following table summarizes our investments in mortgage loans secured by first mortgages at December 31, 2013 (*dollar amounts in thousands*):

Type of Property	Gross Investments	Percentage of Investments	Number of Loans	Number of Properties <sup>(1)</sup>	Number of		Average Investment per Bed/Unit
					SNF Beds <sup>(2)</sup>	ALF Units <sup>(2)</sup>	
Skilled Nursing <sup>(3)</sup>	\$ 152,401	91.2%	16	32	3,953		\$ 38.55
Assisted Living	12,112	7.2%	3	8		211	\$ 57.40
Range of Care	2,602	1.6%	1	1	99	74	\$ 15.04
Totals	\$ 167,115	100.0%	20	41	4,052	285	

(1) We have investments in 9 states that include mortgages to 12 different operators.

(2) See *Item 2. Properties* for discussion of bed/unit count.

(3) Includes a mortgage and construction loan secured by a currently operating skilled nursing property and parcel of land upon which a 106-bed replacement property is being constructed.

In general, with the exception of a mortgage loan secured by 15 skilled nursing properties in Michigan, the mortgage loans may not be prepaid except in the event of the sale of the collateral property to a third party that is not affiliated with the borrower, although partial prepayments (including the prepayment premium) are often permitted where a mortgage loan is secured by more than one property upon a sale

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of one or more, but not all, of the collateral properties to a third party which is not an affiliate of the borrower. The terms of the mortgage loans generally impose a premium



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upon prepayment of the loans depending upon the period in which the prepayment occurs, whether such prepayment was permitted or required, and certain other conditions such as upon the sale of the property under a pre-existing purchase option, destruction or condemnation, or other circumstances as approved by us. On certain loans, such prepayment amount is based upon a percentage of the then outstanding balance of the loan, usually declining ratably each year. For other loans, the prepayment premium is based on a yield maintenance formula. The mortgage loan secured by 15 skilled nursing properties in Michigan has a one-time option between November 2015 and October 2025 to prepay up to 50% of the then outstanding loan balance without penalty. Exclusively for the purposes of this option, the properties collateralizing the loan have been separated by us into two pools of assets. If and when the option is exercised, we will identify which of the two pools we will release for prepayment and removal from the portfolio of properties securing the loan. In addition to a lien on the mortgaged property, the loans are generally secured by certain non-real estate assets of the properties and contain certain other security provisions in the form of letters of credit, pledged collateral accounts, security deposits, cross-default and cross-collateralization features and certain guarantees. See *Item 8. FINANCIAL STATEMENTS Note 6. Real Estate Investments* for further description.

### Investment and Other Policies

*Objectives and Policies.* Our investment policy is to invest primarily in income-producing senior housing and long term care properties. Over the past three years (2011 through 2013), we acquired skilled nursing, assisted living, independent living, memory care properties and combinations thereof, plus twelve parcels of land for a total of approximately \$291.9 million. We also invested approximately \$137.1 million in mortgage loans over the past three years. We believe our liquidity and various sources of available capital are sufficient to fund operations and development commitments, meet debt service obligations (both principal and interest), make dividend distributions and finance future investments should we determine such future investments are financially feasible. The timing, source and amount of cash flows provided by financing activities and used in investing activities are sensitive to the capital markets environment, especially to changes in interest rates. We continuously evaluate the availability of cost-effective capital and believe we have sufficient liquidity for additional capital investments in 2014.

Our primary marketing and development focus is to increase the awareness of our presence at the state and regional levels through participation in various health care associations. We believe that this targeted marketing effort has increased deal flow and continues to provide opportunities for new investments in 2014. Since the competition from buyers for large transactions consisting of multiple property portfolios generally results in pricing that does not meet our investment criteria, our marketing efforts primarily focus on single property transactions or smaller multiple property portfolios that complement our historic investments and are priced with yields that are accretive to our stockholders.

Historically our investments have consisted of:

fee ownership of senior housing and long term care properties that are leased to providers;

mortgage loans secured by senior housing and long term care properties; or

participation in such investments indirectly through investments in real estate partnerships or other entities that themselves make direct investments in such loans or properties.

In evaluating potential investments, we consider factors such as:

type of property;

the location;

construction quality, condition and design of the property;

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the property's current and anticipated cash flow and its adequacy to meet operational needs and lease obligations or debt service obligations;

the experience, reputation and solvency of the licensee providing services;

the payor mix of private, Medicare and Medicaid patients;

the growth, tax and regulatory environments of the communities in which the properties are located;

the occupancy and demand for similar properties in the area surrounding the property; and

the Medicaid reimbursement policies and plans of the state in which the property is located.

Prior to every investment, we conduct a property site review to assess the general physical condition of the property and the potential of additional services. In addition, we review the environmental reports, site surveys and financial statements of the property before the investment is made.

We believe skilled nursing facilities are the lowest cost provider for certain levels of acuity; therefore, such facilities play a vital role in our nation's health care delivery system. Our investments include direct ownership, development and mortgages secured by skilled nursing properties. We prefer to invest in a property that has a significant market presence in its community and where state certificate of need and/or licensing procedures limit the entry of competing properties.

We believe that assisted living, independent living and memory care facilities are an important sector in the long term care market and our investments include direct ownership, development and mortgages secured by assisted living, independent living and/or memory care properties. We have attempted to diversify our portfolio both geographically and across product levels.

*Borrowing Policies.* We may incur additional indebtedness when, in the opinion of our Board of Directors, it is advisable. We may incur such indebtedness to make investments in additional senior housing and long term care properties or to meet the distribution requirements imposed upon REITs under the Internal Revenue Code of 1986, as amended. For other short-term purposes, we may, from time to time, negotiate lines of credit, or arrange for other short-term borrowings from banks or otherwise. We may also arrange for long-term borrowings through public or private offerings or from institutional investors.

In addition, we may incur mortgage indebtedness on real estate which we have acquired through purchase, foreclosure or otherwise. We may also obtain mortgage financing for unleveraged or underleveraged properties in which we have invested or may refinance properties acquired on a leveraged basis.

*Prohibited Investments and Activities.* Our policies, which are subject to change by our Board of Directors without stockholder approval, impose certain prohibitions and restrictions on our investment practices or activities including prohibitions against:

investing in any junior mortgage loan unless by appraisal or other method, our Board of Directors determine that

- (a) the capital invested in any such loan is adequately secured on the basis of the equity of the borrower in the property underlying such investment and the ability of the borrower to repay the mortgage loan; or
- (b) such loan is a financing device we enter into to establish the priority of our capital investment over the capital invested by others investing with us in a real estate project;

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investing in commodities or commodity futures contracts (other than interest rate futures, when used solely for hedging purposes);

investing more than 1% of our total assets in contracts for the sale of real estate unless such contracts are recordable in the chain of title;

holding equity investments in unimproved, non-income producing real property, except such properties as are currently undergoing development or are presently intended to be developed within one year, together with mortgage loans on such property (other than first mortgage development loans), aggregating to more than 10% of our assets.

### **Competition**

In the health care industry, we compete for real property investments with health care providers, other health care related REITs, real estate partnerships, banks, private equity funds, venture capital funds and other investors. Many of our competitors are significantly larger and have greater financial resources and lower cost of capital than we have available to us. Our ability to compete successfully for real property investments will be determined by numerous factors, including our ability to identify suitable acquisition targets, our ability to negotiate acceptable terms for any such acquisition and the availability and our cost of capital.

The lessees and borrowers of our properties compete on a local, regional and, in some instances, national basis with other health care providers. The ability of the lessee or borrower to compete successfully for patients or residents at our properties depends upon several factors, including the levels of care and services provided by the lessees or borrowers, the reputation of the providers, physician referral patterns, physical appearances of the properties, family preferences, financial condition of the operator and other competitive systems of health care delivery within the community, population and demographics.

### **Government Regulation**

The health care industry is heavily regulated by the government. Our borrowers and lessees who operate health care facilities are subject to extensive regulation by federal, state and local governments. These laws and regulations are subject to frequent and substantial changes resulting from legislation, adoption of rules and regulations, and administrative and judicial interpretations of existing law. These changes may have a dramatic effect on the definition of permissible or impermissible activities, the relative costs associated with doing business and the amount of reimbursement by both government and other third-party payors. These changes may be applied retroactively. The ultimate timing or effect of these changes cannot be predicted. The failure of any borrower of funds from us or lessee of any of our properties to comply with such laws, requirements and regulations could result in sanctions or remedies such as denials of payment for new Medicare and Medicaid admissions, civil monetary penalties, state oversight and loss of Medicare and Medicaid participation or licensure. Such action could affect our borrower's or lessee's ability to operate its facility or facilities and could adversely affect such borrower's or lessee's ability to make debt or lease payments to us.

The properties owned by us and the manner in which they are operated are affected by changes in the reimbursement, licensing and certification policies of federal, state and local governments. Properties may also be affected by changes in accreditation standards or procedures of accrediting agencies. In addition, expansion (including the addition of new beds or services or acquisition of medical equipment) and occasionally the discontinuation of services of health care facilities are, in some states, subjected to state and regulatory approval through "certificate of need" laws and regulations.

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The ability of our borrowers and lessees to generate revenue and profit determines the underlying value of that property to us. Revenues of our borrowers and lessees of skilled nursing properties are generally derived from payments for patient care. Sources of such payments for skilled nursing facilities include the federal Medicare program, state Medicaid programs, private insurance carriers, managed care organizations, preferred provider arrangements, and self-insured employers, as well as the patients themselves.

A significant portion of the revenue of our skilled nursing property borrowers and lessees is derived from governmentally-funded reimbursement programs, such as Medicare and Medicaid. Because of significant health care costs paid by such government programs, both federal and state governments have adopted and continue to consider various health care reform proposals to control health care costs. In many instances, revenues from Medicaid programs are insufficient to cover the actual costs incurred in providing care to Medicaid patients. Moreover, the Kaiser Commission on Medicaid and the Uninsured reported in October 2013 that the majority of states (39) reported enacting new Medicaid rate restrictions for at least one provider type in fiscal year 2013, while 34 states plan rate restrictions for fiscal year 2014. On the other hand, the Kaiser Commission notes that due to improving state finances, more states are enhancing rates than restricting rates overall in 2013 and 2014. With regard to nursing home rates in particular, 34 states increased rates in fiscal year 2013 and 38 have adopted rate increases for fiscal year 2014, compared to nursing home rate restrictions being adopted in 17 states in fiscal year 2013 and 12 states in fiscal year 2014. In addition, many states have been making changes to their long term care delivery systems that emphasize home and community-based long term care services, in some cases coupled with cost controls for institutional providers. According to the Kaiser Commission, 33 states in fiscal year 2013 and 35 states in fiscal year 2014 took action to expand the number of individuals serviced in home and community-based service programs. The federal government also has adopted policies to promote community-based alternatives to institutional services. Most recently, on January 16, 2014, the Centers for Medicare & Medicaid Services (or CMS) published a rule that provides states with new flexibility to offer home and community based-services as an optional Medicaid benefit and to draw federal matching funds. As states and the federal government continue to respond to budget pressures, future reduction in Medicaid payments for skilled nursing facility services could have an adverse effect on the financial condition of our borrowers and lessees which could, in turn, adversely impact the timing or level of their payments to us.

Over the years there also have been fundamental changes in the Medicare program that resulted in reduced levels of payment for a substantial portion of health care services, including skilled nursing facility services. CMS annually updates Medicare skilled nursing facility prospective payment system rates and other policies. On August 6, 2013, CMS published its final Medicare skilled nursing facility payment rate update for fiscal year 2014, which began on October 1, 2013. CMS estimates that the final rule will increase aggregate Medicare skilled nursing facility payments by \$470 million, or 1.3%, compared to fiscal year 2013 levels. Specifically, under the final rule, Medicare rates are updated to reflect a 2.3% market basket increase that is reduced by a 0.5 percentage point "multifactor productivity adjustment" mandated by the Affordable Care Act, and that is further reduced by a 0.5 percentage point forecast error correction. CMS also rebased the skilled nursing facility market basket to reflect fiscal year 2010 data and made other policy changes. There can be no assurance that any future reductions in Medicare skilled nursing facility payment rates or other policy changes would not have an adverse effect on the financial condition of our borrowers and lessees which could, in turn, adversely impact the timing or level of their payments to us.

Moreover, health care facilities continue to experience pressures from private payors attempting to control health care costs, and reimbursement from private payors has in many cases effectively been reduced to levels approaching those of government payors. Governmental and public concern regarding health care costs may result in significant reductions in payment to health care facilities, and there can

be no assurance that future payment rates for either governmental or private payors will be sufficient to cover cost increases in providing services to patients. Any changes in reimbursement policies which reduce reimbursement to levels that are insufficient to cover the cost of providing patient care could adversely affect revenues of our skilled nursing property borrowers and lessees and to a much lesser extent our assisted living property borrowers and lessees and thereby adversely affect those borrowers' and lessees' abilities to make their debt or lease payments to us. Failure of the borrowers or lessees to make their debt or lease payments would have a direct and material adverse impact on us.

Various federal and state laws govern financial and other arrangements between health care providers that participate in, receive payments from, or make or receive referrals for work in connection with government funded health care programs, including Medicare and Medicaid. These laws, known as the fraud and abuse laws, include the federal anti-kickback statute, which prohibits, among other things, knowingly and willfully soliciting, receiving, offering or paying any remuneration directly or indirectly in return for, or to induce, the referral, or arrange for the referral, of an individual to a person for the furnishing of an item or service for which payment may be made under federal health care programs. In addition, the federal physician self-referral law, commonly known as the Stark Law, prohibits physicians and certain other types of practitioners from making referrals for certain designated health services paid in whole or in part by Medicare and Medicaid to entities with which the practitioner or a member of the practitioner's immediate family has a financial relationship, unless the financial relationship fits within an applicable exception to the Stark Law. The Stark Law also prohibits the entity receiving the referral from seeking payment under the Medicare program for services rendered pursuant to a prohibited referral. If an entity is paid for services rendered pursuant to a prohibited referral, it may incur civil penalties of up to \$15,000 per prohibited claim and may be excluded from participating in the Medicare and Medicaid programs. Many states have enacted similar fraud and abuse laws which are not necessarily limited to items and services for which payment is made by federal health care programs. Violations of these laws may result in fines, imprisonment, denial of payment for services, and exclusion from federal and/or other state-funded programs. Other federal and state laws authorize the imposition of penalties, including criminal and civil fines and exclusion from participation in federal health care programs for submitting false claims, improper billing and other offenses. Federal and state government agencies have continued rigorous enforcement of criminal and civil fraud and abuse laws in the health care arena. Our borrowers and lessees are subject to many of these laws, and some of them could in the future become the subject of a governmental enforcement action.

#### **Health Care Reform and Other Legislative Developments**

Congress and the state legislatures regularly consider, and in some cases adopt, legislation impacting health care providers, including long term care providers. For instance, the Balanced Budget Act of 1997 enacted significant changes to the Medicare and Medicaid programs designed to modernize payment and health care delivery systems while achieving substantial budgetary savings. Among other things, the law established the Medicare prospective payment system for skilled nursing facility services to replace the cost-based reimbursement system, which resulted in significant reductions in Medicare payments to skilled nursing facilities. Over the years, Congress adopted legislation to somewhat mitigate the impact of the new payment system, including a temporary payment add-on for high-acuity patients, which subsequently expired, and a temporary payment add-on for residents with AIDS that still is in effect through fiscal year 2014. Other legislation enacted by Congress in recent years has reduced certain Medicare skilled nursing facility bad debt payments, strengthened Medicaid asset transfer restrictions for persons seeking to qualify for Medicaid long term care coverage, reduced Medicaid provider taxes that are used by many states to finance state health programs, and given states greater flexibility to expand access to home and community based services.

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In March 2010, the President signed into law the Patient Protection and Affordable Care Act, which subsequently was amended by the Health Care and Education and Reconciliation Act of 2010 (collectively referred to as the "Affordable Care Act"). The Affordable Care Act is designed to expand access to affordable health insurance, contain health care costs, and institute a variety of health policy reforms. The provisions of the sweeping law may affect us directly, as well as impact our lessees and borrowers. While certain provisions, such as expanding the insured population, may positively impact the revenues of our lessees and borrowers, other provisions, particularly those intended to reduce federal health care spending, could have a negative impact on our lessees and borrowers. Among other things, the Affordable Care Act: reduces Medicare skilled nursing facility reimbursement by a so-called "productivity adjustment" based on economy-wide productivity gains; requires the development of a value-based purchasing program for Medicare skilled nursing facility services; establishes a national voluntary pilot program to bundle Medicare payments for hospital and post-acute services that could lead to changes in the delivery of post-acute services; and provides incentives to state Medicaid programs to promote community-based care as an alternative to institutional long term care services. The Affordable Care Act also includes provisions intended to expand public disclosure about nursing home ownership and operations, institute mandatory compliance and quality assurance programs, increase penalties for noncompliance, and expand fraud and abuse enforcement and penalty provisions that could impact our operators. In addition, the Affordable Care Act impacts both us and our lessees and borrowers as employers, including new requirements related to the health insurance we offer to our respective employees. Many aspects of the Affordable Care Act are being implemented through new regulations and subregulatory guidance. We cannot predict at this time what effect, if any, the various provisions of the Affordable Care Act will have on our lessees and borrowers or our business when fully implemented. There can be no assurances, however, that the Affordable Care Act will not adversely impact the operations, cash flows or financial condition of our lessees and borrowers, which subsequently could materially adversely impact our revenue and operations.

Under the terms of the Budget Control Act of 2011, as modified by the American Taxpayer Relief Act, President Obama issued a sequestration order on March 1, 2013 that mandates a 2% cut to Medicare payments to providers and health plans. The cuts generally apply to Medicare fee-for-service claims with dates-of-service or dates-of-discharge on or after April 1, 2013. On December 26, 2013, President Obama signed into law H.J. Res. 59, the Bipartisan Budget Act of 2013, which among other things, extended the Medicare sequestration cuts for another two years, through 2023, although Congress and the Administration could enact legislation to end or modify sequestration at any time, including through alternative budget legislation that includes alternative Medicare or Medicaid savings. There can be no assurances that enacted or future budget control mechanisms will not have an adverse impact on the financial condition of our borrowers and lessees, which subsequently could materially adversely impact our company.

In addition, comprehensive reforms affecting the payment for and availability of health care services have been proposed at the state level and adopted by certain states. Congress and state legislatures can be expected to continue to review and assess alternative health care delivery systems and payment methodologies, including potential changes in Medicare payment policy for skilled nursing facility services and other types of post-acute care. Changes in the law, new interpretations of existing laws, or changes in payment methodologies may have a dramatic effect on the definition of permissible or impermissible activities, the relative costs associated with doing business and the amount of reimbursement by the government and other third party payors.

### **Environmental Matters**

Under various federal, state and local environmental laws, ordinances and regulations, an owner of real property or a secured lender (such as us) may be liable for the costs of removal or remediation of hazardous or toxic substances at, under or disposed of in connection with such property, as well as

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other potential costs relating to hazardous or toxic substances (including government fines and damages for injuries to persons and adjacent property). Such laws often impose such liability without regard to whether the owner or secured lender knew of, or was responsible for, the presence or disposal of such substances and may be imposed on the owner or secured lender in connection with the activities of an operator of the property. The cost of any required remediation, removal, fines or personal or property damages and the owner's or secured lender's liability therefore could exceed the value of the property, and/or the assets of the owner or secured lender. In addition, the presence of such substances, or the failure to properly dispose of or remediate such substances, may adversely affect the owner's ability to sell or rent such property or to borrow using such property as collateral which, in turn, would reduce our revenues.

Although the mortgage loans that we provide and leases covering our properties require the borrower and the lessee to indemnify us for certain environmental liabilities, the scope of such obligations may be limited and we cannot assure that any such borrower or lessee would be able to fulfill its indemnification obligations.

### **Insurance**

It is our current policy, and we intend to continue this policy, that all borrowers of funds from us and lessees of any of our properties secure adequate comprehensive property and general and professional liability insurance that covers us as well as the borrower and/or lessee. Even though that is our policy, certain borrowers and lessees have been unable to obtain general and professional liability insurance in the specific amounts required by our leases or mortgages because the cost of such insurance and some insurers have stopped offering such insurance for long term care facilities. Additionally, in the past, insurance companies have filed for bankruptcy protection leaving certain of our borrowers and/or lessees without coverage for periods that were believed to be covered prior to such bankruptcies. The unavailability and associated exposure as well as increased cost of such insurance could have a material adverse effect on the lessees and borrowers, including their ability to make lease or mortgage payments. Although we contend that as a non-possessory landlord we are not generally responsible for what takes place on real estate we do not possess, claims including general and professional liability claims, may still be asserted against us which may result in costs and exposure for which insurance is not available. Certain risks may be uninsurable, not economically insurable or insurance may not be available and there can be no assurance that we, a borrower or lessee will have adequate funds to cover all contingencies. If an uninsured loss or a loss in excess of insured limits occurs with respect to one or more of our properties, we could be subject to an adverse claim including claims for general or professional liability, could lose the capital that we have invested in the properties, as well as the anticipated future revenue for the properties and, in the case of debt which is with recourse to us, we would remain obligated for any mortgage debt or other financial obligations related to the properties. Certain losses, such as losses due to floods or seismic activity if insurance is available, may be insured subject to certain limitations including large deductibles or co-payments and policy limits.

### **Employees**

At December 31, 2013, we employed 18 people. Our employees are not members of any labor union, and we consider our relations with our employees to be excellent.

### **Taxation of our Company**

We have elected to be taxed as a REIT under Sections 856 through 860 of the Internal Revenue Code (or the Code). We believe that we have been organized and have operated in such a manner as to qualify for taxation as a REIT under the Code commencing with our taxable year ending

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December 31, 1992. We intend to continue to operate in such a manner, but there is no assurance that we have operated or will continue to operate in a manner so as to qualify or remain qualified.

If we continue to qualify for taxation as a REIT, we generally will not be subject to federal corporate income taxes on our net income that is currently distributed to our stockholders. This treatment substantially eliminates the "double taxation" (once at the corporate level when earned and once at stockholder level when distributed) that generally results from investment in a non-REIT corporation.

However, we will be subject to federal income tax as follows:

*First*, we will be taxed at regular corporate rates on any undistributed taxable income, including undistributed net capital gains.

*Second*, under certain circumstances, we may be subject to the alternative minimum tax, if our dividend distributions are less than our alternative minimum taxable income.

*Third*, if we have (i) net income from the sale or other disposition of foreclosure property which is held primarily for sale to customers in the ordinary course of business or (ii) other non-qualifying income from foreclosure property, we may elect to be subject to tax at the highest corporate rate on such income, if necessary to maintain our REIT status.

*Fourth*, if we have net income from "prohibited transactions" (as defined below), such income will be subject to a 100% tax.

*Fifth*, if we fail to satisfy the 75% gross income test or the 95% gross income test (as discussed below), but nonetheless maintain our qualification as a REIT because certain other requirements have been met, we will be subject to a 100% tax on an amount equal to (a) the gross income attributable to the greater of the amount by which we fail the 75% or 95% test multiplied by (b) a fraction intended to reflect our profitability.

*Sixth*, if we fail to distribute during each calendar year at least the sum of (i) 85% of our ordinary income for such year, (ii) 95% of our REIT capital gain net income for such year, and (iii) any undistributed taxable income from prior periods, we will be subject to a 4% excise tax on the excess of such required distribution over the amounts actually distributed.

*Seventh*, if we acquire an asset which meets the definition of a built-in gain asset from a corporation which is or has been a C corporation (i.e., generally a corporation subject to full corporate-level tax) in certain transactions in which the basis of the built-in gain asset in our hands is determined by reference to the basis of the asset in the hands of the C corporation, and if we subsequently recognize gain on the disposition of such asset during the ten-year period, called the recognition period, beginning on the date on which we acquired the asset, then, to the extent of the built-in gain (i.e., the excess of (a) the fair market value of such asset over (b) our adjusted basis in such asset, both determined as of the beginning of the recognition period), such gain will be subject to tax at the highest regular corporate tax rate, pursuant to IRS regulations.

*Eighth*, if we have taxable REIT subsidiaries and they are required to be reported on a consolidated basis, we would be subject to corporate tax on the taxable income of the taxable REIT subsidiaries. In addition, we will also be subject to a tax of 100% on the amount of any rents from real property, deductions or excess interest paid to us by any of our taxable REIT subsidiaries that would be reduced through reapportionment under certain federal income tax principles in order to more clearly reflect income for the taxable REIT subsidiary.

*Ninth*, if we fail to satisfy any of the REIT asset tests, as described below, by more than a de minimus amount, due to reasonable cause and we nonetheless maintain our REIT qualification because of specified cure provisions, we will be required to pay a tax equal to the greater of \$50,000 or the



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highest corporate tax rate multiplied by the net income generated by the non-qualifying assets that caused us to fail such test.

*Tenth*, if we fail to satisfy any provision of the Code that would result in our failure to qualify as a REIT (other than a violation of the REIT gross income tests or certain violations of the asset tests described below) and the violation is due to reasonable cause, we may retain our REIT qualification but we will be required to pay a penalty of \$50,000 for each such failure.

Finally, if we own a residual interest in a real estate mortgage investment conduit (or REMIC), we will be taxed at the highest corporate rate on the portion of any excess inclusion income that we derive from the REMIC residual interests equal to the percentage of our shares that is held in record name by "disqualified organization." A "disqualified organization" includes the United States, any state or political subdivision thereof, any foreign government or international organization, any agency or instrumentality of any of the foregoing, any rural electrical or telephone cooperative and any tax-exempt organization (other than a farmer's cooperative described in Section 521 of the Code) that is exempt from income taxation and from the unrelated business taxable income provisions of the Code. However, to the extent that we own a REMIC residual interest through a taxable REIT subsidiary, we will not be subject to this tax.

*Requirements for Qualification.* The Code defines a REIT as a corporation, trust or association:

- (1) which is managed by one or more trustees or directors;
- (2) the beneficial ownership of which is evidenced by transferable shares, or by transferable certificates of beneficial interest;
- (3) which would be taxable, but for Sections 856 through 860 of the Code, as a domestic corporation;
- (4) which is neither a financial institution nor an insurance company subject to certain provisions of the Code;
- (5) the beneficial ownership of which is held by 100 or more persons;
- (6) during the last half of each taxable year not more than 50% in value of the outstanding stock of which is owned, actually or constructively, by five or fewer individuals (including specified entities);
- (7) which meets certain other tests, described below, regarding the amount of its distributions and the nature of its income and assets;
- (8) that elects to be a REIT, or has made such election for a previous year, and satisfies the applicable filing and administrative requirements to maintain qualifications as a REIT; and
- (9) that adopts a calendar year accounting period.

The Code provides that conditions (1) to (4), inclusive, must be met during the entire taxable year and that condition (5) must be met during at least 335 days of a taxable year of 12 months, or during a proportionate part of a taxable year of less than 12 months. Conditions (5) and (6) do not apply until after the first taxable year for which an election is made to be taxed as a REIT. For purposes of condition (6), pension funds and certain other entities are treated as individuals, subject to a "look-through" exception.

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Pursuant to the Code and applicable Treasury Regulations, in order to be able to elect to be taxed as a REIT, we must maintain certain records and request certain information from our stockholders designed to disclose the actual ownership of our stock. Based on publicly available information, we believe we have satisfied the share ownership requirements set forth in conditions (5) and (6). In addition, Sections 9.2 and 9.3 of our Charter provide for restrictions regarding the transfer and ownership of shares. These restrictions are intended to assist us in continuing to satisfy the share ownership requirements described in conditions (5) and (6). These restrictions, however, may not ensure that we will, in all cases, be able to satisfy the share ownership requirements described in conditions (5) and (6).

We have complied with, and will continue to comply with, regulatory rules to send annual letters to certain of our stockholders requesting information regarding the actual ownership of our stock. If despite sending the annual letters, we do not know, or after exercising reasonable diligence would not have known, whether we failed to satisfy the ownership requirement set forth in condition (6) above, we will be treated as having satisfied such condition. If we fail to comply with these regulatory rules, we will be subject to a monetary penalty. If our failure to comply was due to intentional disregard of the requirement, the penalty would be increased. However, if our failure to comply was due to reasonable cause and not willful neglect, no penalty would be imposed.

*Income Tests.* There presently are two gross income requirements that we must satisfy to qualify as a REIT:

*First*, at least 75% of our gross income (excluding gross income from "prohibited transactions," as defined below) for each taxable year must be derived directly or indirectly from investments relating to real property or mortgages on real property, including rents from real property, or from certain types of temporary investment income.

*Second*, at least 95% of our gross income for each taxable year must be directly or indirectly derived from income that qualifies under the 75% test, and from dividends (including dividends from taxable REIT subsidiaries), interest and gain from the sale or other disposition of stock or securities.

Cancellation of indebtedness income generated by us is not taken into account in applying the 75% and 95% income tests discussed above. A "prohibited transaction" is a sale or other disposition of property (other than foreclosure property) held for sale to customers in the ordinary course of business. Any gain realized from a prohibited transaction is subject to a 100% penalty tax.

Rents received by us will qualify as "rents from real property" for purposes of satisfying the gross income tests for a REIT only if several conditions are met:

The amount of rent must not be based in whole or in part on the income or profits of any person, although rents generally will not be excluded merely because they are based on a fixed percentage or percentages of receipts or sales.

Rents received from a tenant will not qualify as rents from real property if the REIT, or an owner of 10% or more of the REIT, also directly or constructively owns 10% or more of the tenant, unless the tenant is our taxable REIT subsidiary and certain other requirements are met with respect to the real property being rented.

If rent attributable to personal property leased in connection with a lease of real property is greater than 15% of the total rent received under the lease, then the portion of rent attributable to the personal property will not qualify as rents from real property.

We generally must not furnish or render services to tenants, other than through a taxable REIT subsidiary or an "independent contractor" from whom we derive no income, except that we may directly provide services that are "usually or customarily rendered" in the geographic area in

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which the property is located in connection with the rental of real property for occupancy only, or are not otherwise "rendered to the occupant for his convenience."

For taxable years beginning after August 5, 1997, a REIT has been permitted to render a de minimus amount of impermissible services to tenants and still treat amounts received with respect to that property as rents from real property. The amount received or accrued by the REIT during the taxable year for the impermissible services with respect to a property may not exceed 1% of all amounts received or accrued by the REIT directly or indirectly from the property. If the amount received or accrued by the REIT during the taxable year for impermissible services with respect to a property exceeds 1% of the total amounts received or accrued with respect to such property, then none of the rents received or accrued from such property shall be treated as rents from real property. The amount received for any service or management operation for this purpose shall be deemed to be not less than 150% of the direct cost of the REIT in furnishing or rendering the service or providing the management or operation. Furthermore, impermissible services may be furnished to tenants by a taxable REIT subsidiary subject to certain conditions, and we may still treat rents received with respect to the property as rent from real property.

The term "interest" generally does not include any amount if the determination of the amount depends in whole or in part on the income or profits of any person, although an amount generally will not be excluded from the term "interest" solely by reason of being based on a fixed percentage of receipts or sales.

If we fail to satisfy one or both of the 75% or 95% gross income tests for any taxable year, we may nevertheless qualify as a REIT for the year if we are eligible for relief. These relief provisions will be generally available if our failure to meet the tests was due to reasonable cause and not due to wilful neglect and following the identification of the failure to satisfy one or both income tests, a description of each item of gross income is filed in accordance with IRS regulations.

It is not now possible to determine the circumstances under which we may be entitled to the benefit of these relief provisions. If these relief provisions apply, a 100% tax is imposed on an amount equal to (a) the gross income attributable to the greater of the amount by which we failed the 75% or 95% test, multiplied by (b) a fraction intended to reflect our profitability.

*Asset Tests.* At the close of each quarter of our taxable year, we must also satisfy several tests relating to the nature and diversification of our assets. At least 75% of the value of our total assets must be represented by real estate assets, cash, cash items (including receivables arising in the ordinary course of our operations), and government securities and qualified temporary investments. Although the remaining 25% of our assets generally may be invested without restriction, we are prohibited from owning securities representing more than 10% of either the vote or value of the outstanding securities of any issuer other than a qualified REIT subsidiary, another REIT or a taxable REIT subsidiary (the "10% vote and value test"). Further, no more than 25% of our total assets may be represented by securities of one or more taxable REIT subsidiaries (for tax years beginning prior to July 30, 2008, 20% of the total value of our assets) and no more than 5% of the value of our total assets may be represented by securities of any non-governmental issuer other than a qualified REIT subsidiary, another REIT or a taxable REIT subsidiary (or TRS). Each of the 10% vote and value test and the 25% and 5% asset tests must be satisfied at the end of any quarter. There are special rules which provide relief if the value related tests are not satisfied due to changes in the value of the assets of a REIT.

*Investments in Taxable REIT Subsidiaries.* For taxable years beginning after December 1, 2000, REITs may own more than 10% of the voting and value of securities in a TRS. A TRS is a corporation other than a REIT in which a REIT directly or indirectly holds stock, and that has made a joint election with the REIT to be treated as a TRS. A TRS also includes any corporation other than a REIT with respect to which a TRS owns securities possessing more than 35% of the total voting power

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or value of the outstanding securities of such corporation. Other than some activities relating to lodging and health care facilities, a TRS may generally engage in any business, including the provision of customary or non-customary services to tenants of its parent REIT. A TRS is subject to income tax as a regular C corporation. In addition, a TRS may be prevented from deducting interest on debt funded directly or indirectly by its parent REIT if certain tests regarding the TRS's debt to equity ratio and interest expense are not satisfied. A REIT's ownership of a TRS will not be subject to the 10% or 5% asset tests described above, and its operations will be subject to the provisions described above. At this time, we do not have any taxable REIT subsidiaries.

*REMIC.* A regular or residual interest in a REMIC will be treated as a real estate asset for purposes of the REIT asset tests, and income derived with respect to such interest will be treated as interest on an obligation secured by a mortgage on real property, assuming that at least 95% of the assets of the REMIC are real estate assets. If less than 95% of the assets of the REMIC are real estate assets, only a proportionate share of the assets of and income derived from the REMIC will be treated as qualifying under the REIT asset and income tests. All of our historical REMIC certificates were secured by real estate assets, therefore we believe that our historic REMIC interests fully qualified for purposes of the REIT income and asset tests.

*Ownership of Interests in Partnerships, Limited Liability Companies and Qualified REIT Subsidiaries.* We own interests in various partnerships and limited liabilities companies. In the case of a REIT which is a partner in a partnership, or a member in a limited liability company treated as a partnership for federal income tax purposes, Treasury Regulations provide that the REIT will be deemed to own its proportionate share of the assets of the partnership or limited liability company, based on its interest in partnership capital, subject to special rules relating to the 10% REIT asset test described above. Also, the REIT will be deemed to be entitled to its proportionate share of income of that entity. The assets and items of gross income of the partnership or limited liability company retain the same character in the hands of the REIT for purposes of Section 856 of the Code, including satisfying the gross income tests and the asset tests. Thus, our proportionate share of the assets and items of income of partnerships and limited liability companies taxed as partnerships, in which we are, directly or indirectly through other partnerships or limited liability companies taxed as partnerships, a partner or member, are treated as our assets and items of income for purposes of applying the REIT qualification requirements described in this Annual Report on Form 10-K (including the income and asset tests previously described).

We also own interests in a number of subsidiaries which are intended to be treated as qualified REIT subsidiaries. The Code provides that such subsidiaries will be ignored for federal income tax purposes and that all assets, liabilities and items of income, deduction and credit of such subsidiaries will be treated as assets, liabilities and such items of our company. If any partnership or qualified real estate investment trust subsidiary in which we own an interest were treated as a regular corporation (and not as a partnership or qualified real estate investment trust subsidiary) for federal income tax purposes, we would likely fail to satisfy the REIT asset test prohibiting a REIT from owning greater than 10% of the voting power of the stock or value of securities of any issuer, as described above, and would therefore fail to qualify as a REIT. We believe that each of the partnerships and subsidiaries in which we own an interest will be treated for tax purposes as a partnership or qualified REIT subsidiary, respectively, although no assurance can be given that the IRS will not successfully challenge the status of any such entity.

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*Annual Distribution Requirements.* In order to qualify as a REIT, we are required to distribute dividends (other than capital gain dividends) to our stockholders annually in an amount at least equal to:

- (1) the sum of:
  - (a) 90% of our "real estate investment trust taxable income" (computed without regard to the dividends paid deduction and our net capital gain); and
  - (b) 90% of the net income, if any (after tax), from foreclosure property; minus
- (2) the excess of certain items of non-cash income over 5% of our real estate investment trust taxable income.

In addition, if we dispose of any asset we acquired from a corporation which is or has been a C corporation in a transaction in which our basis in the asset is determined by reference to the basis of the asset in the hands of that C corporation, within the ten-year period following our acquisition of such asset, we would be required to distribute at least 90% of the after-tax gain, if any, we recognized on the disposition of the asset, to the extent that gain does not exceed the excess of (a) the fair market value of the asset on the date we acquired the asset over (b) our adjusted basis in the asset on the date we acquired the asset.

We must pay these annual distributions (1) in the taxable year to which they relate or (2) in the following year if (i) we pay these distributions during January to stockholders of record in either October, November, or December of the prior year or (ii) we elect to declare the dividend before the due date of the tax return (including extensions) and pay on or before the first regular dividend payment date after such declaration.

Amounts distributed must not be preferential; that is, every stockholder of the class of stock with respect to which a distribution is made must be treated the same as every other stockholder of that class, and no class of stock may be treated otherwise than in accordance with its dividend rights as a class.

To the extent that we do not distribute all of our net long term capital gain or distribute at least 90% but less than 100%, of our "real estate investment trust taxable income," as adjusted, we will be subject to tax on such amounts at regular corporate tax rates. Furthermore, if we should fail to distribute during each calendar year (or, in the case of distributions with declaration and record dates in the last three months of the calendar year, by the end of the following January) at least the sum of:

- (1) 85% of our real estate investment trust ordinary income for such year,
- (2) 95% of our real estate investment trust capital gain net income for such year, and
- (3) 100% of taxable income from prior periods less 100% of distributions from prior periods

We would be subject to a 4% excise tax on the excess of such required distributions over the amounts actually distributed. Any real estate investment trust taxable income and net capital gain on which this excise tax is imposed for any year is treated as an amount distributed during that year for purposes of calculating such tax.

We intend to make timely distributions sufficient to satisfy these annual distribution requirements and to avoid the imposition of the 4% excise tax.

*Failure to Qualify.* If we fail to qualify for taxation as a REIT in any taxable year, and certain relief provisions do not apply, we will be subject to tax (including any applicable alternative minimum tax) on our taxable income at regular corporate rates. Distributions to stockholders in any year in which we fail to qualify as a REIT will not be deductible by us, nor will any distributions be required to be made. Unless entitled to relief under specific statutory provisions, we will also be disqualified from

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re-electing our REIT status for the four taxable years following the year during which qualification was lost. It is not possible to state whether we would be entitled to the statutory relief in all circumstances. Failure to qualify as a REIT for even one year could substantially reduce distributions to stockholders and could result in our incurring substantial indebtedness (to the extent borrowings are feasible) or liquidating substantial investments in order to pay the resulting taxes.

*State and local taxation.* We may be subject to state or local taxation in various state or local jurisdictions, including those in which we transact business or reside. The state and local tax treatment of our Company may not conform to the federal income tax consequences discussed above.

### Investor Information

We make available to the public free of charge through our internet website our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after we electronically file such reports with, or furnish such reports to, the Securities and Exchange Commission (or SEC). Our internet website address is [www.LTCProperties.com](http://www.LTCProperties.com). We are not including the information contained on our website as part of, or incorporating it by reference into, this Annual Report on Form 10-K.

Posted on our website [www.LTCProperties.com](http://www.LTCProperties.com) under the "Corporate Governance" heading are our Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee Charters, our Corporate Governance Policies, and Code of Business Conduct and Ethics governing our directors, officers and employees. Within the time period required by the SEC and the New York Stock Exchange (or NYSE), we will post on our website any amendment to the Code of Business Conduct and Ethics and any waiver applicable to our Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer or Directors. In addition, our website under the heading "SEC Filings" includes information concerning purchases and sales of our equity securities by our executive officers and directors.

You may read and copy materials that we file with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington D.C. 20549, on official business days during the hours of 10:00 am to 3:00 pm Eastern Standard Time. Information on the operation of the Public Reference Room is available by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy statements and other information we file. The address of the SEC website is [www.sec.gov](http://www.sec.gov).

You also may contact our Investor Relations Department at:

LTC Properties, Inc.  
2829 Townsgate Road, Suite 350  
Westlake Village, California 91361  
Attn: Investor Relations  
(805) 981-8655

### Item 1A. RISK FACTORS

The following discussion of risk factors contains "forward-looking statements" as discussed above under the heading "Cautionary Statement." These risk factors may be important to understanding any statement in this Annual Report on Form 10-K or elsewhere. The following information should be read in conjunction with Management's Discussion and Analysis, and the consolidated financial statements and related notes in this Annual Report on Form 10-K.

*A Failure to Maintain or Increase our Dividend Could Reduce the Market Price of Our Stock.* The ability to maintain or raise our common dividend is dependent, to a large part, on growth of funds

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available for distribution. This growth in turn depends upon increased revenues from additional investments and loans, rental increases and mortgage rate increases.

*At Times, We May Have Limited Access to Capital Which Will Slow Our Growth.* A REIT is required to make dividend distributions and retains little cash flow for growth. As a result, growth for a REIT is generally through the steady investment of new capital in real estate assets. There may be times when we will have limited access to capital from the equity and/or debt markets. During such periods, virtually all of our available capital would be required to meet existing commitments and to reduce existing debt. We may not be able, during such periods, to obtain additional equity and/or debt capital or dispose of assets on favorable terms, if at all, at the time we require additional capital to acquire health care properties on a competitive basis or meet our obligations. At December 31, 2013, we had \$6.8 million of cash on hand, \$219.0 million available under our unsecured revolving line of credit, and \$30.0 million available under the uncommitted private shelf agreement for our senior unsecured notes. Subsequent to December 31, 2013, we borrowed \$11.5 million and, therefore, have \$207.5 million available under our unsecured revolving line of credit. We also have the potential ability to access the capital markets through the issuance of debt and/or equity securities under our \$800.0 million effective shelf registration. As a result, we believe our liquidity and various sources of available capital are sufficient to fund operations and development commitments, meet debt service obligations (both principal and interest), make dividend distributions and finance some future investments should we determine such future investments are financially feasible.

*Income and Returns from Health Care Facilities Can be Volatile.* The possibility that the health care properties in which we invest will not generate income sufficient to meet operating expenses, will generate income and capital appreciation, if any, at rates lower than those anticipated or will yield returns lower than those available through investments in comparable real estate or other investments are additional risks of investing in health care related real estate. Income from properties and yields from investments in such properties may be affected by many factors, including changes in governmental regulation (such as zoning laws and government payment), general or local economic conditions (such as fluctuations in interest rates and employment conditions), the available local supply of and demand for improved real estate, a reduction in rental income as the result of an inability to maintain occupancy levels, natural disasters (such as hurricanes, earthquakes and floods) or similar factors.

*We Depend on Lease Income and Mortgage Payments from Real Property.* Approximately 99.5% of our revenue for the year ended December 31, 2013, was derived from lease income and mortgage payments from real property. Our revenue would be adversely affected if a significant number of our borrowers or lessees were unable to meet their obligations to us or if we were unable to lease our properties or make mortgage loans on economically favorable terms. There can be no assurance that any lessee will exercise its option to renew its lease upon the expiration of the initial term. There can be no assurance that if such failure to renew were to occur, or if we did not re-lease a property to a current lessee, we could lease the property to others on favorable terms, at the same rent as the current rent, or on a timely basis.

*We Rely on our Operators.* Substantially all of our revenues and sources of cash flows from operations are derived from operating lease rentals and interest earned on outstanding loans receivable. Our investments in mortgage loans and owned properties represent our primary source of liquidity to fund distributions and are dependent upon the performance of the operators on their lease and loan obligations and the rates earned thereon. Our financial position and ability to make distributions may be adversely affected by financial difficulties experienced by any of our lessees or borrowers, including bankruptcies, inability to emerge from bankruptcy, insolvency or general downturn in business of any such operator, or in the event any such operator does not renew and/or extend its relationship with us or our borrowers when it expires.

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*Our Borrowers and Lessees Face Competition in the Health Care Industry.* The long term care industry is highly competitive and we expect that it may become more competitive in the future. Our borrowers and lessees are competing with numerous other companies providing similar long term care services or alternatives such as home health agencies, hospices, life care at home, community-based service programs, retirement communities and convalescent centers. There can be no assurance that our borrowers and lessees will not encounter increased competition in the future which could limit their ability to attract residents or expand their businesses and therefore affect their ability to make their debt or lease payments to us.

*The Health Care Industry is Heavily Regulated by the Government.* Our borrowers and lessees who operate health care facilities are subject to extensive regulation by federal, state and local governments. These laws and regulations are subject to frequent and substantial changes resulting from legislation, adoption of rules and regulations, and administrative and judicial interpretations of existing law. These changes may have a dramatic effect on the definition of permissible or impermissible activities, the relative costs associated with doing business and the amount of reimbursement by both government and other third-party payors. These changes may be applied retroactively. The ultimate timing or effect of these changes cannot be predicted. The failure of any borrower of funds from us or lessee of any of our properties to comply with such laws, requirements and regulations could affect its ability to operate its facility or facilities and could adversely affect such borrower's or lessee's ability to make debt or lease payments to us.

In March 2010, the President signed into law the Patient Protection and Affordable Care Act, which subsequently was amended by the Health Care and Education and Reconciliation Act of 2010 (collectively referred to as the "Affordable Care Act"). The Affordable Care Act is designed to expand access to affordable health insurance, contain health care costs, and institute a variety of health policy reforms. The provisions of the sweeping law may affect us directly, as well as impact our lessees and borrowers. While certain provisions, such as expanding the insured population, may positively impact the revenues of our lessees and borrowers, other provisions, particularly those intended to reduce federal health care spending, could have a negative impact on our lessees and borrowers. Among other things, the Affordable Care Act: reduces Medicare skilled nursing facility reimbursement by a so-called "productivity adjustment" based on economy-wide productivity gains beginning in fiscal year 2012; requires the development of a value-based purchasing program for Medicare skilled nursing facility services; establishes a national voluntary pilot program to bundle Medicare payments for hospital and post-acute services that could lead to changes in the delivery of post-acute services; and provides incentives to state Medicaid programs to promote community-based care as an alternative to institutional long term care services. The Affordable Care Act also includes provisions intended to expand public disclosure about nursing home ownership and operations, institute mandatory compliance and quality assurance programs, increase penalties for noncompliance, and expand fraud and abuse enforcement and penalty provisions that could impact our operators. In addition, the Affordable Care Act impacts both us and our lessees and borrowers as employers, including new requirements related to the health insurance we offer to our respective employees. Many aspects of the Affordable Care Act are being implemented through new regulations and subregulatory guidance. We cannot predict at this time what effect, if any, the various provisions of the Affordable Care Act will have on our lessees and borrowers or our business. There can be no assurances, however, that the Affordable Care Act will not adversely impact the operations, cash flows or financial condition of our lessees and borrowers, which subsequently could materially adversely impact our revenue and operations.

Additional reforms affecting the payment for and availability of health care services have been proposed at the state level and adopted by certain states. Congress and state legislatures can be expected to continue to review and assess alternative health care delivery systems and payment methodologies along with other cost-control measures. For instance, under the terms of the Budget Control Act of 2011, as modified by the American Taxpayer Relief Act, President Obama issued a



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sequestration order on March 1, 2013 that mandates a 2% cut to Medicare payments to providers and health plans. The cuts generally apply to Medicare fee-for-service claims with dates-of-service or dates-of-discharge on or after April 1, 2013. Under current law, as amended by the Bipartisan Budget Act of 2013, sequestration will last through fiscal year 2023, although Congress and the Administration could enact alternative budget legislation at any time that would end or modify sequestration. These and other changes in the law, new interpretations of existing laws, or changes in payment methodologies may have a dramatic effect on the definition of permissible or impermissible activities, the relative costs associated with doing business and the amount of reimbursement by the government and other third party payors.

*Federal and State Health Care Cost Containment Measures Including Reductions in Reimbursement From Third Party Payors Such as Medicare and Medicaid Could Adversely Affect Us and The Ability of Our Tenants to Make Payments to Us.* The ability of our borrowers and lessees to generate revenue and profit determines the underlying value of that property to us. Revenues of our borrowers and skilled nursing property lessees are generally derived from payments for patient care. Sources of such payments include the federal Medicare program, state Medicaid programs, private insurance carriers, health care service plans, health maintenance organizations, preferred provider arrangements, self-insured employers, as well as the patients themselves.

The health care industry continues to face increased government and private payor pressure on health care providers to control costs. Certain of these initiatives have had the result of limiting Medicare and Medicaid reimbursement for nursing facility services. In particular, the establishment of a Medicare prospective payment system for skilled nursing facility services to replace the cost-based reimbursement system significantly reduced Medicare reimbursement to skilled nursing facility providers. While Congress subsequently took steps to mitigate the impact of the prospective payment system on skilled nursing facilities, other federal legislative and regulatory policies have been adopted and may continue to be proposed that would reduce Medicare and/or Medicaid payments to nursing facilities. Moreover, states are facing budget pressures in light of the current economic conditions, prompting consideration and in some cases adoption of cuts in state Medicaid payments to providers. No assurances can be given that any additional Medicare or Medicaid legislation or regulatory policies adopted by the federal government or the states would not reduce Medicare or Medicaid reimbursement to nursing facilities or result in additional costs for operators of nursing facilities.

Congress also has given states greater flexibility to expand access to home and community based services as an alternative to nursing facility services. These provisions could further increase state funding for home and community based services, while prompting states to cut funding for nursing facilities and homes for persons with disabilities. In light of continuing state Medicaid program reforms, budget cuts, and regulatory initiatives, no assurance can be given that the implementation of such regulations and reforms will not have a material adverse effect on the financial condition or results of operations of our lessees and/or borrowers which, in turn, could affect their ability to meet their contractual obligations to us.

*We Could Incur More Debt.* We operate with a policy of incurring debt when, in the opinion of our Board of Directors, it is advisable. We may incur additional debt by borrowing under our unsecured revolving line of credit or the uncommitted private shelf agreement, mortgaging properties we own and/or issuing debt securities in a public offering or in a private transaction. Accordingly, we could become more highly leveraged. The degree of leverage could have important consequences to stockholders, including affecting our ability to obtain, in the future, additional financing for working capital, capital expenditures, acquisitions, development or other general corporate purposes and making us more vulnerable to a downturn in business or the economy generally.

*We Could Fail to Collect Amounts Due Under Our Straight-line Rent Receivable Asset.* Straight-line accounting requires us to calculate the total rent we will receive as a fixed amount over the life of the

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lease and recognize that revenue evenly over that life. In a situation where a lease calls for fixed rental increases during the life of the lease, rental income recorded in the early years of a lease is higher than the actual cash rent received which creates an asset on the consolidated balance sheet called straight-line rent receivable. At some point during the lease, depending on the rent levels and terms, this reverses and the cash rent payments received during the later years of the lease are higher than the rental income recognized which reduces the straight-line rent receivable balance to zero by the end of the lease. We periodically assess the collectability of the straight-line rent receivable. If during our assessment we determined that we were unlikely to collect a portion or the entire straight-line rent receivable asset, we may provide a reserve against the previously recognized straight-line rent receivable asset for a portion or up to its full value that we estimate may not be recoverable.

*Our Assets May be Subject to Impairment Charges.* We periodically but not less than quarterly evaluate our real estate investments and other assets for impairment indicators. The judgment regarding the existence of impairment indicators is based on factors such as market conditions, operator performance and legal structure. If we determine that a significant impairment has occurred, we would be required to make an adjustment to the net carrying value of the asset which could have a material adverse affect on our results of operations and a non-cash impact on funds from operations in the period in which the write-off occurs.

*A Failure to Reinvest Cash Available to Us Could Adversely Affect Our Future Revenues and Our Ability to Increase Dividends to Stockholders; There is Considerable Competition in Our Market for Attractive Investments.* From time to time, we will have cash available from (1) proceeds of sales of shares of securities, (2) proceeds from new debt issuances, (3) principal payments on our mortgages and other investments, (4) sale of properties, and (5) funds from operations. We may reinvest this cash in health care investments and in accordance with our investment policies, repay outstanding debt or invest in qualified short term or long term investments. We compete for real estate investments with a broad variety of potential investors. The competition for attractive investments negatively affects our ability to make timely investments on acceptable terms. Delays in acquiring properties or making loans will negatively impact revenues and perhaps our ability to increase distributions to our stockholders.

*Our Failure to Qualify as a REIT Would Have Serious Adverse Consequences to Our Stockholders.* We intend to operate so as to qualify as a REIT under the Code. We believe that we have been organized and have operated in a manner which would allow us to qualify as a REIT under the Code beginning with our taxable year ended December 31, 1992. However, it is possible that we have been organized or have operated in a manner which would not allow us to qualify as a REIT, or that our future operations could cause us to fail to qualify. Qualification as a REIT requires us to satisfy numerous requirements (some on an annual and quarterly basis) established under highly technical and complex Code provisions for which there are only limited judicial and administrative interpretations, and involves the determination of various factual matters and circumstances not entirely within our control. For example, in order to qualify as a REIT, at least 95% of our gross income in any year must be derived from qualifying sources, and we must pay dividends to stockholders aggregating annually at least 90% (95% for taxable years ending prior to January 1, 2001) of our REIT taxable income (determined without regard to the dividends paid deduction and by excluding capital gains). Legislation, new regulations, administrative interpretations or court decisions could significantly change the tax laws with respect to qualification as a REIT or the federal income tax consequences of such qualification.

If we fail to qualify as a REIT in any taxable year, we will be subject to federal income tax (including any applicable alternative minimum tax) on our taxable income at regular corporate rates. Unless we are entitled to relief under statutory provisions, we would be disqualified from treatment as a REIT for the four taxable years following the year during which we lost qualification. If we lose our REIT status, our net earnings available for investment or distribution to stockholders would be

significantly reduced for each of the years involved. In addition, we would no longer be required to make distributions to stockholders.

*Provisions in Our Articles of Incorporation May Limit Ownership of Shares of Our Capital Stock.* In order for us to qualify as a REIT, no more than 50% in value of the outstanding shares of our stock may be beneficially owned, directly or indirectly, by five or fewer individuals at any time during the last half of each taxable year. To ensure qualification under this test, our Articles of Incorporation provide that, subject to exceptions, no person may beneficially own more than 9.8% of outstanding shares of any class or series of our stock, including our common stock. Our Board of Directors may exempt a person from the 9.8% ownership limit upon such conditions as the Board of Directors may direct. However, our Board of Directors may not grant an exemption from the 9.8% ownership limit if it would result in the termination of our status as a REIT. Shares of capital stock in excess of the 9.8% ownership limitation that lack an applicable exemption may lose rights to dividends and voting, and may be subject to redemption. As a result of the limitations on ownership set forth in our Articles of Incorporation, acquisition of any shares of capital stock that would result in our disqualification as a REIT may be limited or void. The 9.8% ownership limitation also may have the effect of delaying, deferring, or preventing a change in control of us, including an extraordinary transaction (such as a merger, tender offer or sale of all or substantially all of our assets) that might provide a premium price for holders of our capital stock.

*Our Real Estate Investments are Relatively Illiquid.* Real estate investments are relatively illiquid and, therefore, tend to limit our ability to vary our portfolio promptly in response to changes in economic or other conditions. All of our properties are "special purpose" properties that cannot be readily converted to general residential, retail or office use. Health care facilities that participate in Medicare or Medicaid must meet extensive program requirements, including physical plant and operational requirements, which are revised from time to time. Such requirements may include a duty to admit Medicare and Medicaid patients, limiting the ability of the facility to increase its private pay census beyond certain limits. Medicare and Medicaid facilities are regularly inspected to determine compliance, and may be excluded from the programs in some cases without a prior hearing for failure to meet program requirements. Transfers of operations of nursing homes and other health care-related facilities are subject to regulatory approvals not required for transfers of other types of commercial operations and other types of real estate. Thus, if the operation of any of our properties becomes unprofitable due to competition, age of improvements or other factors such that our lessee or borrower becomes unable to meet its obligations on the lease or mortgage loan, the liquidation value of the property may be substantially less than the net book value or the amount owing on any related mortgage loan, than would be the case if the property were readily adaptable to other uses. The receipt of liquidation proceeds or the replacement of an operator that has defaulted on its lease or loan could be delayed by the approval process of any federal, state or local agency necessary for the transfer of the property or the replacement of the operator with a new operator licensed to manage the facility. In addition, certain significant expenditures associated with real estate investment, such as real estate taxes and maintenance costs, are generally not reduced when circumstances cause a reduction in income from the investment. Should such events occur, our income and cash flows from operations would be adversely affected.

*Our Remedies May Be Limited When Mortgage Loans Default.* To the extent we invest in mortgage loans, such mortgage loans may or may not be recourse obligations of the borrower and generally will not be insured or guaranteed by governmental agencies or otherwise. In the event of a default under such obligations, we may have to foreclose on the property underlying the mortgage or protect our interest by acquiring title to a property and thereafter make substantial improvements or repairs in order to maximize the property's investment potential. Borrowers may contest enforcement of foreclosure or other remedies, seek bankruptcy protection against such enforcement and/or bring claims for lender liability in response to actions to enforce mortgage obligations. If a borrower seeks bankruptcy protection, the Bankruptcy Court may impose an automatic stay that would preclude us

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from enforcing foreclosure or other remedies against the borrower. Declines in the value of the property may prevent us from realizing an amount equal to our mortgage loan upon foreclosure.

*We are Subject to Risks and Liabilities in Connection with Properties Owned Through Limited Liability Companies and Partnerships.* In prior years, we had ownership interests in limited liability companies and partnerships. We may make additional investments through these ventures in the future. Partnership or limited liability company investments may involve risks such as the following:

our partners or co-members might become bankrupt (in which event we and any other remaining general partners or members would generally remain liable for the liabilities of the partnership or limited liability company);

our partners or co-members might at any time have economic or other business interests or goals which are inconsistent with our business interests or goals;

our partners or co-members may be in a position to take action contrary to our instructions, requests, policies or objectives, including our policy with respect to maintaining our qualification as a REIT; and

agreements governing limited liability companies and partnerships often contain restrictions on the transfer of a member's or partner's interest or "buy-sell" or other provisions which may result in a purchase or sale of the interest at a disadvantageous time or on disadvantageous terms.

We will, however, generally seek to maintain sufficient control of our partnerships and limited liability companies to permit us to achieve our business objectives. Our organizational documents do not limit the amount of available funds that we may invest in partnerships or limited liability companies. The occurrence of one or more of the events described above could have a direct and adverse impact on us.

*Risks Associated with Property Development that Can Render a Project Less Profitable or Not Profitable, and, Under Certain Circumstances, Prevent Completion of Development Activities Undertaken.* Our business includes development of senior housing and long term care properties. We currently have six parcels of land under development. Ground up development presents additional risk, including but not limited to the following:

a development opportunity may be abandoned after expending significant resources resulting in the loss of deposits or failure to recover expenses already incurred;

the development and construction costs of a project may exceed original estimates due to increased interest rates and higher materials, transportation, labor, leasing or other costs, which could make completion of the development project less profitable;

construction and/or permanent financing may not be available on favorable terms or at all;

the project may not be completed on schedule, which can result in increases in construction costs and debt service expenses as a result of a variety of factors that are beyond our control, including natural disasters, labor conditions, material shortages, regulatory hurdles, civil unrest and acts of war; and

occupancy rates and rents at a newly completed property may not meet expected levels and could be insufficient to make the property profitable.

These risks could result in substantial unanticipated delays or expenses and, under certain circumstances, could prevent completion of development activities once undertaken, any of which could have a material adverse effect on our business, results of operations and financial condition.

### **Item 1B. UNRESOLVED STAFF COMMENTS**

None.

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**Item 2. PROPERTIES**

Here and throughout this Form 10-K wherever we provide details of our properties' bed/unit count, the number of beds/units applies to skilled nursing, assisted living, independent living and memory care properties only. This number is based upon unit/bed counts shown on operating licenses provided to us by lessees/borrowers or units/beds as stipulated by lease/mortgage documents. We have found during the years that these numbers often differ, usually not materially, from units/beds in operation at any point in time. The differences are caused by such things as operators converting a patient/resident room for alternative uses, such as offices or storage, or converting a multi-patient room/unit into a single patient room/unit. We monitor our properties on a routine basis through site visits and reviews of current licenses. In an instance where such change would cause a de-licensing of beds or in our opinion impact the value of the property, we would take action against the lessee/borrower to preserve the value of the property/collateral.

*Owned Properties.* The following table sets forth certain information regarding our owned properties as of December 31, 2013 (dollars amounts in thousands):

Location	No. of SNFs	No. of ALFs	No. of ROCs	No. of UDPs	No. of Others	No. of Beds/Units	Encumbrances	Remaining Lease Term <sup>(1)</sup>	Gross Investment
Alabama	2		2			459	\$	31	\$ 18,622
Arizona	5	2				983		61	41,212
California	2	2				508		83	48,720
Colorado	2	9	1	(2)		705		110	67,416
Florida	5	9				1,061		99	74,969
Georgia	2	1				301		14	6,600
Idaho		4				148		12	9,756
Indiana		3				140		52	9,856
Iowa	6	1	1			579		83	17,422
Kansas	3	5				461		100	30,706
Kentucky				(3)					10,631
Michigan					(5)				1,163
Minnesota					1			20	3,174
Mississippi		1				62		96	9,400
Nebraska		4				158		12	9,332
New Jersey		4			1	205		145	70,667
New Mexico	7					843		78	50,303
N. Carolina		5				210		84	13,096
Ohio	2	11				772		108	98,647
Oklahoma		6				219		84	12,315
Oregon	1	3				218		19	11,927
Pennsylvania		3				199		75	18,040
S. Carolina		3	2			339		85	19,800
Tennessee	2					141		120	4,080
Texas	25	14	1	(4)		4,171		114	223,607
Virginia	3		1			500		113	29,052
Washington	1	8				431	2,035	18	27,104
<b>TOTAL</b>	<b>68</b>	<b>98</b>	<b>8</b>		<b>2</b>	<b>13,813</b>	<b>\$ 2,035<sup>(6)</sup></b>	<b>94</b>	<b>\$ 937,617</b>

(1) Weighted average remaining months in lease term as of December 31, 2013.

(2) Includes three MC developments with a total 168 units.

(3) Includes a SNF development with 143 beds.

(4) Includes a combination ALF and MC development with 81 units.



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- (5) Includes four parcels of land held-for-use.
- (6) Consists of \$2,035 of tax-exempt bonds secured by five assisted living properties in Washington with 188 units. As of December 31, 2013 our gross investment in properties encumbered by these bonds was \$11,280.

The following table sets forth certain information regarding our lease expirations for our owned properties as of December 31, 2013 (*dollars amounts in thousands*):

Year	No. of SNFs	No. of ALFs	No.			No. of Beds/Units	No. of Operators	Annualized Rental Income <sup>(1)</sup>	% of Annualized Rental Income Expiring
			of ROCs	No. of Others					
2014	2	37	2			1,861	2	13,924	14.1%
2015		2		1		144	2	1,184	1.2%
2016	4					434	3	2,644	2.7%
2017	1			1		60	2	1,638	1.7%
2018	4	9	1			1,296	5	10,872	11.0%
2019	3					613	1	1,621	1.6%
2020	1	35				1,580	2	11,818	11.9%
2021	31	7	4			4,425	5	22,211	22.4%
2022	1					121	1	572	0.6%
2023	8	3	1			1,300	5	10,547	10.6%
Thereafter	13	5				1,979	4	21,960	22.2%
<b>TOTAL</b>	<b>68</b>	<b>98</b>	<b>8</b>	<b>2</b>		<b>13,813</b>	<b>32<sub>(2)</sub></b>	<b>\$ 98,991</b>	<b>100.0%</b>

(1) Annualized rental income is the total rent over the life of the lease recognized evenly over that life for leases in place as of December 31, 2013, excluding amortization of lease inducement costs.

(2) Does not include one operator of a property under development as the term of the lease will be set upon completion of the project.

*Mortgage Loans.* The following table sets forth certain information regarding our mortgage loans as of December 31, 2013 (*dollars amounts in thousands*):

Location	No. of SNFs	No. of ALFs	No. of ROCs	No. of Beds/Units	Interest Rate	Average Months to Maturity	Original Face Amount of Mortgage Loans		Gross Investment	Current Annual Debt Service <sup>(1)</sup>
California			1	173	11.50%	15	\$ 4,700	\$ 2,602	\$ 580	
Florida	3	1		310	11.13%-11.90%	11	7,850	7,111	983	
Michigan	15			2,092	9.53%	358	124,387	124,387	11,854	
Missouri	2			190	10.76%-11.23%	49	3,000	3,343	653	
Pennsylvania		1		70	7.00%	12	5,100	5,100	362	
Texas	9	6		1,208	10.25%-13.57%	48	23,815	15,144	2,851	
Utah	1			84	10.60%	71	1,400	1,271	169	
Washington	1			104	13.63%	34	1,700	567	237	
Wisconsin	1			106	10.10%	107	2,619	7,590	755	
<b>TOTAL</b>	<b>32</b>	<b>8</b>	<b>1</b>	<b>4,337</b>		<b>279</b>	<b>\$ 174,571</b>	<b>\$ 167,115</b>	<b>\$ 18,444</b>	



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(1) Includes principal and interest payments.

**Item 3. LEGAL PROCEEDINGS**

We are from time to time a party to various general and professional liability claims and lawsuits asserted against the lessees or borrowers of our properties, which in our opinion are not singularly or in the aggregate material to our results of operations or financial condition. These types of claims and lawsuits may include matters involving general or professional liability, which we believe under applicable legal principles are not our responsibility as a non-possessory landlord or mortgage holder. We believe that these matters are the responsibility of our lessees and borrowers pursuant to general legal principles and pursuant to insurance and indemnification provisions in the applicable leases or mortgages. We intend to continue to vigorously defend such claims.

**Item 4. MINE SAFETY DISCLOSURES**

Not applicable

## PART II

**Item 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES***Market Information*

Our common stock is listed on the NYSE under the symbol "LTC". Set forth below are the high and low reported sale prices for our common stock as reported on the NYSE for each of the periods indicated.

	2013		2012	
	High	Low	High	Low
First quarter	\$ 40.80	\$ 35.58	\$ 32.82	\$ 30.13
Second quarter	\$ 48.69	\$ 36.12	\$ 36.42	\$ 30.96
Third quarter	\$ 41.84	\$ 34.30	\$ 37.93	\$ 31.65
Fourth quarter	\$ 40.68	\$ 34.88	\$ 35.32	\$ 30.48

*Holder of Record*

As of December 31, 2013 we had approximately 281 stockholders of record of our common stock.

*Dividend Information*

We declared and paid total cash distributions on common stock as set forth below:

	Declared		Paid	
	2013	2012	2013	2012
First quarter	\$ 0.465	\$ 0.435	\$ 0.465	\$ 0.435
Second quarter	\$ 0.465	\$ 0.435	\$ 0.465	\$ 0.435
Third quarter	\$ 0.465	\$ 0.455	\$ 0.465	\$ 0.455
Fourth quarter	\$ 0.510	\$ 0.465	\$ 0.510	\$ 0.465
	\$ 1.905	\$ 1.790	\$ 1.905	\$ 1.790

We intend to distribute to our stockholders an amount at least sufficient to satisfy the distribution requirements of a REIT. Cash flows from operating activities available for distribution to stockholders will be derived primarily from interest and rental payments from our real estate investments. All distributions will be made subject to approval of our Board of Directors and will depend on our earnings, our financial condition and such other factors as our Board of Directors deem relevant. In order to qualify for the beneficial tax treatment accorded to REITs by Sections 856 through 860 of the Internal Revenue Code, we are required to make distributions to holders of our shares equal to at least 90% of our REIT taxable income. (See "Annual Distribution Requirements".)

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### *Issuer Purchases of Equity Securities*

The number of shares of our Common Stock purchased and the average prices paid per share for each month in the quarter ended December 31, 2013 are as follows:

Period	Total Number of Shares Purchased <sup>(1)</sup>	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan <sup>(2)</sup>	Maximum Number of Shares that May Yet Be Purchased Under the Plan
October 1 - October 31, 2013		\$		
November 1 - November 30, 2013		\$		
December 1 - December 31, 2013	6,325	\$ 36.13		
<b>Total</b>	6,325			

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(1) During the three months ended December 31, 2013, we acquired shares of common stock held by employees who tendered owned shares to satisfy tax withholding obligations.

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

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### Stock Performance Graph

The National Association of Real Estate Investment Trusts (or NAREIT), an organization representing U.S. REITs and publicly traded real estate companies, classifies a company with 75% or more of assets directly or indirectly in the equity ownership of real estate as an equity REIT. In 2013, our equity ownership of real estate assets was more than 75%.

This graph compares the cumulative total stockholder return on our common stock from December 31, 2008 to December 31, 2013 with the cumulative stockholder total return of (1) the Standard & Poor's 500 Stock Index and (2) the NAREIT Equity REIT Index. The comparison assumes \$100 was invested on December 31, 2008 in our common stock and in each of the foregoing indices and assumes the reinvestment of dividends.

Index	Period Ending					
	12/31/08	12/31/09	12/31/10	12/31/11	12/31/12	12/31/13
LTC Properties, Inc.	100.00	141.90	158.14	184.67	222.38	234.75
NAREIT Equity	100.00	127.99	163.78	177.36	209.39	214.56
S&P 500	100.00	126.46	145.51	148.59	172.37	228.19

The stock performance depicted in the above graph is not necessarily indicative of future performance.

*The stock performance graph shall not be deemed incorporated by reference into any filing by us under the Securities Act of 1933 or the Securities Exchange Act of 1934 except to the extent that we specifically incorporate such information by reference, and shall not otherwise be deemed filed under such Acts.*

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**Item 6. SELECTED FINANCIAL DATA**

The following table of selected financial information should be read in conjunction with our financial statements and related notes thereto included elsewhere in this Annual Report on Form 10-K.

	2013	2012	2011	2010	2009
	(In thousands, except per share amounts)				
<b>Operating information:</b>					
Total revenues	\$ 104,974	\$ 92,482	\$ 83,618	\$ 72,740	\$ 67,808
Income from continuing operations	55,405	50,306	48,620	44,851	43,538
Income allocated to non-controlling interests <sup>(1)</sup>		37	191	191	296
Income allocated to participating securities	383	377	342	230	139
Income allocated to preferred stockholders <sup>(2)</sup>	3,273	3,273	9,078	16,045	14,515
Net income available to common stockholders	54,159	47,640	39,832	29,587	29,410
<b>Per share information:</b>					
Net income per common share from continuing operations available to common stockholders:					
Basic	\$ 1.56	\$ 1.54	\$ 1.34	\$ 1.16	\$ 1.24
Diluted	\$ 1.56	\$ 1.54	\$ 1.33	\$ 1.16	\$ 1.24
Net income per common share available to common stockholders:					
Basic	\$ 1.64	\$ 1.58	\$ 1.36	\$ 1.21	\$ 1.27
Diluted	\$ 1.63	\$ 1.57	\$ 1.36	\$ 1.21	\$ 1.27
Common stock distributions declared	\$ 1.91	\$ 1.79	\$ 1.68	\$ 1.58	\$ 1.56
Common stock distributions paid	\$ 1.91	\$ 1.79	\$ 1.68	\$ 1.58	\$ 1.56
<b>Balance sheet information:</b>					
Total assets	\$ 931,410	\$ 789,592	\$ 647,097	\$ 561,264	\$ 490,593
Total debt <sup>(3)</sup>	278,835 <sup>(4)</sup>	303,935 <sup>(5)</sup>	159,200 <sup>(5)</sup>	91,430 <sup>(5)</sup>	25,410

(1)

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Decrease due to the conversion of 112,588 partnership units and 67,294 partnership units in 2012 and 2009, respectively. During 2011 and 2010, there were no partnership conversions. During 2013, we had no limited partners.

(2)

Income allocated to preferred stockholders includes the following (*dollar amounts in thousands*):

	2013	2012	2011	2010	2009
Preferred stock dividends	\$ 3,273	\$ 3,273	\$ 5,512	\$ 13,662	\$ 15,141
Preferred stock redemption charge			3,566	2,383	
Allocation of income from preferred stock buyback					(626)

Total income allocated to preferred stockholders	\$ 3,273	\$ 3,273	\$ 9,078	\$ 16,045	\$ 14,515
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(3)

Includes bank borrowings, senior unsecured notes, mortgage loans payable and bonds payable.

(4)

Decrease due to the sale of 4,025,000 shares of common stock resulting in net proceeds of \$171,365 that were used to pay down debt, fund acquisitions, development and general corporate purposes.

(5)

Increase due to the sale of senior unsecured term notes and additional bank borrowing to fund real estate acquisitions.

**Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**Executive Overview**

**Business**

We are a self-administered health care real estate investment trust (or REIT) that invests primarily in senior housing and long term care properties through acquisitions, development, mortgage loans and other investments. We conduct and manage our business as one operating segment, rather than multiple operating segments, for internal reporting and internal decision making purposes. In 2013, senior housing and long term care properties, which include skilled nursing properties, assisted living properties, independent living properties, memory care properties and combinations thereof comprised approximately 98.8% of our investment portfolio. The following table summarizes our real estate investment portfolio as of December 31, 2013 (*dollar amounts in thousands*):

Type of Property	Twelve Months Ended December 31, 2013				Percentage of Revenues <sup>(2)</sup>	Number of Properties <sup>(3)</sup>	Number of	
	Gross Investments	Percentage of Investments	Rental Income	Interest Income <sup>(1)</sup>			SNF Beds <sup>(4)</sup>	ALF Units <sup>(4)</sup>
Skilled Nursing <sup>(5)</sup>	\$ 611,160	55.3%	\$ 50,046	\$ 4,881	52.6%	100	12,217	
Assisted Living	412,024	37.3%	41,641	1,103	40.9%	106		4,852
Range of Care	46,509	4.2%	4,904	314	5.0%	9	733	348
Under Development <sup>(6)</sup>	21,432	2.0%			0.0%			
Other <sup>(7)</sup>	13,607	1.2%	1,575		1.5%	2		
Totals	\$ 1,104,732	100.0%	\$ 98,166	\$ 6,298	100.0%	217	12,950	5,200

(1) Includes interest income from mortgage loans.

(2) Includes rental income and interest income from mortgage loans.

(3) We have investments in 30 states leased or mortgaged to 40 different operators.

(4) See *Item 2. Properties* for discussion of bed/unit count.

(5) Includes a mortgage and construction loan secured by a currently operating skilled nursing property and parcel of land upon which a 106-bed replacement property is being constructed.

(6) Includes three MC developments with a total of 168 units, a combination ALF and MC development with 81 units, and a SNF development with 143 beds.

(7) Includes two school properties and four parcels of land held-for-use.

As of December 31, 2013 we had \$884.4 million in carrying value of net real estate investment, consisting of \$718.9 million or 81.3% invested in owned and leased properties and \$165.4 million or 18.7% invested in mortgage loans secured by first mortgages.

For the year ended December 31, 2013, rental income and interest income from mortgage loans represented 93.5% and 6.0%, respectively, of total gross revenues. In most instances, our lease structure contains fixed or estimable annual rental escalations, which are generally recognized on a straight-line basis over the minimum lease period. Certain leases have annual rental escalations that are contingent upon changes in the Consumer Price Index and/or changes in the gross operating revenues of the property. This revenue is not recognized until the appropriate contingencies have been resolved. For the years ended December 31, 2013, 2012 and 2011 we recorded \$4.0 million, \$3.3 million and \$3.7 million, respectively, in straight-line rental income. Also during 2013, 2012 and 2011 we recorded \$37,000, \$38,000 and \$46,000, respectively, of straight-line rent receivable reserve. During the fourth quarter of 2013, we wrote-off a \$0.9 million straight-line rent receivable balance related to the transition of four assisted living properties to a new lessee. For the remaining leases in place at December 31, 2013, assuming no modification or replacement of existing leases and no new leased investments are added to our portfolio, we currently expect that straight-line rental income will decrease from \$3.9 million in 2013 to \$2.2 million for projected annual 2014 and, conversely, our cash





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rental income is projected to increase from \$96.0 million in 2013 to \$97.5 million for projected annual 2014. During the year ended December 31, 2013, we received \$96.0 million of cash rental revenue and recorded \$0.7 million of lease inducement costs. At December 31, 2013 and 2012, the straight-line rent receivable balance, net of reserves, on the consolidated balance sheet was \$29.8 million and \$26.8 million, respectively. Many of our existing leases contain renewal options that could, in the future, renew above or below current rent rates. For the year ended December 31, 2013, we renewed five leases at rates similar to existing rates by either i) amending the lease to extend the term and assign the lease to a new operator, ii) combining individual leases into a master lease with no change to the term, iii) combining an individual lease into a master lease and extending the term, iv) amending a lease to extend the term or v) combining two master leases into one master lease with no change to the term.

Our primary objectives are to create, sustain and enhance stockholder equity value and provide current income for distribution to stockholders through real estate investments in senior housing and long term care properties managed by experienced operators. To meet these objectives, we attempt to invest in properties that provide opportunity for additional value and current returns to our stockholders and diversify our investment portfolio by geographic location, operator, property type and form of investment. We opportunistically consider investments in health care facilities in related businesses where the business model is similar to our existing model and the opportunity provides an attractive expected return. Consistent with this strategy, we pursue, from time to time, opportunities for potential acquisitions and investments, with due diligence and negotiations often at different stages of development at any particular time.

With respect to skilled nursing properties, we attempt to invest in properties that do not have to rely on a high percentage of private-pay patients. We prefer to invest in a property that has significant market presence in its community and where state certificate of need and/or licensing procedures limit the entry of competing properties.

For assisted living and independent living investments we have attempted to diversify our portfolio both geographically and across product levels.

Memory care facilities offer specialized options for seniors with Alzheimer's disease and other forms of dementia. Purpose built, free-standing memory care facilities offer an attractive alternative for private-pay residents affected by memory loss in comparison to other accommodations that typically have been provided within a secured unit of an assisted living or skilled nursing facility. These facilities offer dedicated care and specialized programming for various conditions relating to memory loss in a secured environment that is typically smaller in scale and more residential in nature than traditional assisted living facilities. Residents require a higher level of care and more assistance with activities of daily living than in assisted living facilities. Therefore, these facilities have staff available 24 hours a day to respond to the unique needs of their residents.

Substantially all of our revenues and sources of cash flows from operations are derived from operating lease rentals and interest earned on outstanding loans receivable. Our investments in owned properties and mortgage loans represent our primary source of liquidity to fund distributions and are dependent upon the performance of the operators on their lease and loan obligations and the rates earned thereon. To the extent that the operators experience operating difficulties and are unable to generate sufficient cash to make payments to us, there could be a material adverse impact on our consolidated results of operations, liquidity and/or financial condition. To mitigate this risk, we monitor our investments through a variety of methods determined by the type of health care facility and operator. Our monitoring process includes periodic review of financial statements for each facility, periodic review of operator credit, scheduled property inspections and review of covenant compliance.

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In addition to our monitoring and research efforts, we also structure our investments to help mitigate payment risk. Some operating leases and loans are credit enhanced by guaranties and/or letters of credit. In addition, operating leases are typically structured as master leases and loans are generally cross-defaulted and cross-collateralized with other loans, operating leases or agreements between us and the operator and its affiliates.

Depending upon the availability and cost of external capital, we anticipate making additional investments in health care related properties. New investments are generally funded from cash on hand, temporary borrowings under our unsecured revolving line of credit and internally generated cash flows. Our investments generate internal cash from rent and interest receipts and principal payments on mortgage loans receivable. Permanent financing for future investments, which replaces funds drawn under our unsecured revolving line of credit, is expected to be provided through a combination of public and private offerings of debt and equity securities and secured and unsecured debt financing. The timing, source and amount of cash flows provided by financing activities and used in investing activities are sensitive to the capital markets environment, especially to changes in interest rates. Changes in the capital markets' environment may impact the availability of cost-effective capital.

We believe our business model has enabled and will continue to enable us to maintain the integrity of our property investments, including in response to financial difficulties that may be experienced by operators. Traditionally, we have taken a conservative approach to managing our business, choosing to maintain liquidity and exercise patience until favorable investment opportunities arise.

At December 31, 2013, we had \$6.8 million of cash on hand, \$219.0 million available under our \$240.0 million unsecured revolving line of credit, and \$30.0 million available under the uncommitted private shelf agreement. Subsequent to December 31, 2013, we borrowed \$11.5 million and, therefore, have \$207.5 million available under our unsecured revolving line of credit. We also have the potential ability to access the capital markets through the issuance of debt and/or equity securities under our \$800.0 million effective shelf registration. As a result, we believe our liquidity and various sources of available capital are sufficient to fund operations and development commitments, meet debt service obligations (both principal and interest), make dividend distributions and finance some future investments should we determine such future investments are financially feasible.

### ***Key Transactions***

*Owned Properties.* During 2013, we purchased a 120-bed skilled nursing property in Florida for \$14.4 million. The property was included in a master lease at an incremental initial cash yield of 8.75%. The operator previously leased four properties with a total of 596 beds/units from us. The new master lease contains all five properties with a total of 716 beds/units and has a GAAP yield of 10.7%. The initial lease term is 10 years with two 5-year renewal options and annual rent escalations of 2.2%. During 2013, we completed the construction and opened of a 60-unit memory care property in Colorado, a 120-bed skilled nursing property in Texas and a 77-unit combination assisted living and memory care property in Kansas. The new 120-bed skilled nursing property replaces a skilled nursing property in our existing portfolio.

During 2013, we entered into development commitments totaling \$19.6 million with an existing operator to fund the purchase of land and construction of two free-standing memory care properties with a total of 108 units in Colorado. In conjunction with such commitments, we closed on two parcels of land for an aggregate purchase price of \$2.1 million which were simultaneously added to the existing master lease agreement with the operator. Rent at an initial annual rate of 9.25% will commence upon the respective project's completion date (but in no event later than December 31, 2014) and be calculated based on the land purchase price and construction costs funded for each property plus 9.0% compounded on the land purchase price and each amount funded under the commitments. Also, during 2013, we entered into a pipeline agreement with this same operator whereby we have the opportunity

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to finance any senior housing development projects or acquisitions originated by the operator through May 2018 (unless earlier terminated as provided for therein) with provisions limiting, among other things, to five the number of development projects the operator may have under construction at any time. Any such projects or opportunities financed by us pursuant to the agreement will be added to the parties' master lease with the then remaining term extended by 10 years at initial lease rates estimated to range from 9.0% to 10.5% with annual escalations of 2.5%.

*Mortgage Loans.* During 2013, we funded a \$124.4 million mortgage loan with a third-party operator, Prestige Healthcare, secured by 15 properties with a total of 2,092 skilled nursing beds in Michigan. The loan is for a term of 30 years and bears interest at 9.53% for five years, escalating annually thereafter by 2.25%. Payments are interest-only for three years, after which the borrower will make interest payments along with annual principal payments of \$1.0 million. The loan agreement provides for additional forward commitments of \$12.0 million for capital improvements at 9.41% for the first twelve months. The loan agreement also provides, under certain conditions and based on certain operating metrics and valuation thresholds achieved and sustained within the first twelve years of the term, for additional loan proceeds of up to \$40.0 million with such proceeds limited to \$10.0 million per twelve months.

The borrower has a one-time option between the third and twelfth years to prepay up to 50% of the then outstanding loan balance without penalty. Exclusively for the purposes of this option, the properties collateralizing the loan have been separated by us into two pools of assets. If and when the option is exercised, we will identify which of the two pools we will release for prepayment and removal from portfolio of properties securing the loan. If the prepayment option is exercised and timely concluded, the borrower forfeits its opportunity to access any additional loan proceeds. Additionally, under certain circumstances, including a change in regulatory environment, we have the option to purchase the properties.

*Senior Unsecured Notes.* During 2013, we sold \$70.0 million aggregate principal amount of 3.99% senior unsecured notes due November 20, 2021 to affiliates and managed accounts of Prudential Investment Management, Inc. (individually and collectively, "Prudential"). The notes bear interest at an annual fixed rate of 3.99% and mature in 8 years with interest-only payments in the first two years and annual principal amortization thereafter. We used a portion of the proceeds to pay down our unsecured revolving line of credit.

*Equity.* During 2013, we sold 4,025,000 shares of common stock at a price of \$44.50 per share, before fees and costs of \$7.7 million, in a public offering. The net proceeds of \$171.4 million were used to pay down amounts outstanding under our unsecured revolving line of credit, to fund acquisitions and our current development commitments and general corporate purposes.

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

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

*Concentration Risk.* We evaluate by gross investment our concentration risk in terms of asset mix, investment mix, operator mix and geographic mix. Concentration risk is valuable to understand what portion of our investments could be at risk if certain sectors were to experience downturns. Asset mix measures the portion of our investments that are real property or mortgage loans. In order to qualify as an equity REIT, at least 75 percent of our total assets must be represented by real estate assets, cash, cash items and government securities. Investment mix measures the portion of our investments that relate to our various property types. Operator mix measures the portion of our investments that relate to our top five operators. Geographic mix measures the portion of our investment that relate to our top five states.

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The following table reflects our recent historical trends of concentration risk (*gross investment, in thousands*):

	Period Ended				
	12/31/13	9/30/13	6/30/13	3/31/13	12/31/12
<b>Asset mix:</b>					
Real property	\$ 937,617	\$ 911,096	\$ 913,042	\$ 906,582	\$ 900,095
Loans receivable	167,115	41,079	39,668	40,142	40,081
<b>Investment mix:</b>					
Skilled nursing properties <sup>(1)</sup>	\$ 611,160	\$ 470,008	\$ 478,751	\$ 478,311	\$ 475,873
Assisted living properties <sup>(1)</sup>	412,024	409,285	406,785	402,913	399,391
Range of care properties	46,509	46,577	46,643	46,707	46,769
Under development <sup>(1)</sup>	21,432	13,861	8,087	6,349	5,817
Other <sup>(2)(5)</sup>	13,607	12,444	12,444	12,444	12,326
<b>Operator mix:</b>					
Prestige Healthcare <sup>(3)(5)</sup>	\$ 137,739	\$	\$	\$	\$
Senior Care Centers, LLC <sup>(4)</sup>	114,539	114,539	114,539	114,539	114,539
Extendicare & ALC	88,034	88,034	88,034	88,034	88,034
Juniper Communities, LLC	87,088	87,088	87,088	87,088	87,088
Brookdale Communities	84,219	84,216	84,212	84,211	84,210
Remaining operators	593,113	578,298	578,837	572,852	566,305
<b>Geographic mix:</b>					
Texas	\$ 238,750	\$ 238,036	\$ 236,100	\$ 233,865	\$ 232,106
Michigan <sup>(3)(5)</sup>	125,550				
Ohio	98,647	98,647 <sup>(6)</sup>	110,804	110,804	110,804
Florida	82,079 <sup>(7)</sup>	67,710	67,742	67,772	67,802
New Jersey	70,668	70,667	70,667	70,667	70,667
Remaining states	489,038	477,115	467,397	463,616	458,797

(1) During 2013, we completed the construction of a 60-unit memory care property, a 120-bed skilled nursing property and a combination assisted living and memory care property with 77 units. Accordingly, these properties were reclassified from "Under development" to either "Skilled nursing property" or "Assisted living property," depending on the property type, for all periods presented.

(2) Includes two school properties and four parcels of land held-for-use.

(3) During the three months ended December 31, 2013, we funded a \$124,387 mortgage loan with Prestige Healthcare secured by 15 skilled nursing properties with a total of 2,092 beds in Michigan.

(4) During 2013, we entered into an amended and restated master lease agreement with Senior Care Centers, LLC (or Senior Care) to include four skilled nursing properties which were previously operated by and subleased to Senior Care but was not included in Senior Care's operator mix. Accordingly, the four skilled nursing properties were reclassified from "Remaining operators" to "Senior Care Center, LLC" operator mix for all periods presented.

(5) During the three months ended December 31, 2013, we purchased four parcels of land located in Michigan. These parcels of land are located adjacent to properties securing the Prestige Healthcare mortgage loan and are managed by Prestige Healthcare.

(6) Decrease due to the sale of six skilled nursing properties with a total of 230 beds.

(7) During the fourth quarter of December 31, 2013, we purchased a 120-bed skilled nursing property in Florida for \$14,402.

In January 2014, we announced that we will not be renewing leases that will expire on December 31, 2014 with Extendicare and ALC covering 37 assisted living properties. For the twelve months ended December 31, 2013, this portfolio totaled approximately \$11.0 million or 10.5% of our combined rental revenue and interest income from mortgage loans. There can be no assurance that we will be able to re-lease these communities on a timely basis, if at all, or that the new rents will be the same as the current rents.

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*Credit Strength.* We measure our credit strength both in terms of leverage ratios and coverage ratios. Our leverage ratios include debt to gross asset value and debt to market capitalization. The leverage ratios indicate how much of our consolidated balance sheet capitalization is related to long term obligations. Our coverage ratios include interest coverage ratio and fixed charge coverage ratio. The coverage ratios indicate our ability to service interest and fixed charges (interest plus preferred dividends). The coverage ratios are based on adjusted earnings before gain on sale of real estate, interest, taxes, depreciation and amortization (or Adjusted EBITDA). Leverage ratios and coverage ratios are widely used by investors, analysts and rating agencies in the valuation, comparison, rating and investment recommendations of companies. The following table reflects the recent historical trends for our credit strength measures:

### Balance Sheet Metrics

	Year Ended		Quarter Ended			
	12/31/13	12/31/13	9/30/13	6/30/13	3/31/13	12/31/12
Debt to gross asset value	24.2%	24.2% <sup>(1)</sup>	17.8%	17.8% <sup>(6)</sup>	30.6% <sup>(9)</sup>	30.8%
Debt & preferred stock to gross asset value	27.6%	27.6% <sup>(1)</sup>	21.5%	21.4% <sup>(6)</sup>	34.5% <sup>(9)</sup>	34.7%
Debt to market capitalization ratio	18.0%	18.0% <sup>(2)</sup>	12.1% <sup>(4)</sup>	11.9% <sup>(7)</sup>	19.1% <sup>(10)</sup>	21.4%
Debt & preferred stock to market capitalization ratio	20.5%	20.5% <sup>(2)</sup>	14.6% <sup>(4)</sup>	14.3% <sup>(7)</sup>	21.6% <sup>(10)</sup>	24.2%
Interest coverage ratio <sup>(12)</sup>	8.1x	8.3x <sup>(3)</sup>	9.1x <sup>(5)</sup>	8.2x <sup>(8)</sup>	7.1x <sup>(11)</sup>	7.4x
Fixed charge coverage ratio <sup>(12)</sup>	6.3x	6.5x <sup>(3)</sup>	6.9x <sup>(5)</sup>	6.3x <sup>(8)</sup>	5.6x <sup>(11)</sup>	5.7x

- (1) Increase primarily due to the increase in outstanding debt due to the sale of senior unsecured notes to fund investments partially offset by the increase in gross asset value from acquisitions, additional development and capital improvement funding.
- (2) Increase due to the increase in outstanding debt due to the sale of senior unsecured notes to fund investments.
- (3) Decrease primarily due to the increase in interest expense resulting from the sale of senior unsecured notes.
- (4) Increase due to decrease in market capitalization.
- (5) Increase primarily due to the increased income due to rental income from completed construction projects and the decrease in interest expense resulting from lower outstanding debt.
- (6) Decrease primarily due to the decrease in outstanding debt and the increase in gross asset value from additional development and capital improvement funding.
- (7) Decrease primarily due to the decrease in outstanding debt and the increase in market capitalization resulting from the sale of 4,025,000 shares of common stock in a public offering.
- (8) Increase primarily due to the decrease in interest expense due to the decrease in outstanding debt.
- (9) Decrease primarily due to increase in gross asset value from additional development and capital improvement funding.
- (10) Decrease primarily due to the increase in market capitalization.
- (11) Decrease primarily due to increase in interest expense resulting from increased pricing levels under our unsecured revolving line of credit.
- (12) In calculating our interest coverage and fixed charge coverage ratios above, we use Adjusted EBITDA, which is a financial measure not derived in accordance with U.S. generally accepted accounting principles (non-GAAP financial measure). Adjusted EBITDA is not an alternative to net income, operating income, income from continuing operations or cash flows from operating activities as calculated and presented in accordance with U.S. GAAP. You should not rely on Adjusted EBITDA as a substitute for any such U.S. GAAP financial measures or consider it in isolation, for the purpose of analyzing our financial performance, financial position or cash flows. Net income is the most directly comparable GAAP measure to Adjusted EBITDA.

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	Year Ended		Quarter Ended			
	12/31/13	12/31/13	9/30/13	6/30/13	3/31/13	12/31/12
Net income	\$ 57,815	\$ 14,650	\$ 17,286	\$ 12,903	\$ 12,976	\$ 12,778
(Less) Add: (Gain) loss on sale	(1,605)		(2,619)	1,014		
Add: Interest expense	11,364	2,852	2,581	2,798	3,133	2,907
Add: Depreciation and amortization continuing & discontinued operations	24,706	6,237	6,202	6,131	6,136	5,692
<b>Total adjusted EBITDA</b>	<b>\$ 92,280</b>	<b>\$ 23,739</b>	<b>\$ 23,450</b>	<b>\$ 22,846</b>	<b>\$ 22,245</b>	<b>\$ 21,377</b>
Interest expense	\$ 11,364	\$ 2,852	\$ 2,581	\$ 2,798	\$ 3,133	\$ 2,907
Interest coverage ratio	8.1x	8.3x	9.1x	8.2x	7.1x	7.4x
Interest expense	\$ 11,364	\$ 2,852	\$ 2,581	\$ 2,798	\$ 3,133	\$ 2,907
Preferred stock dividends (excludes preferred stock redemption charge)	3,273	819	818	818	818	819
<b>Total fixed charges</b>	<b>\$ 14,637</b>	<b>\$ 3,671</b>	<b>\$ 3,399</b>	<b>\$ 3,616</b>	<b>\$ 3,951</b>	<b>\$ 3,726</b>
<b>Fixed charge coverage ratio</b>	<b>6.3x</b>	<b>6.5x</b>	<b>6.9x</b>	<b>6.3x</b>	<b>5.6x</b>	<b>5.7x</b>

We evaluate our key performance indicators in conjunction with current expectations to determine if historical trends are indicative of future results. Our expected results may not be achieved and actual results may differ materially from our expectations. This may be a result of various factors, including, but not limited to

The status of the economy;

The status of capital markets, including prevailing interest rates;

Compliance with and changes to regulations and payment policies within the health care industry;

Changes in financing terms;

Competition within the health care and senior housing industries; and

Changes in federal, state and local legislation.

Management regularly monitors the economic and other factors listed above. We develop strategic and tactical plans designed to improve performance and maximize our competitive position. Our ability to achieve our financial objectives is dependent upon our ability to effectively execute these plans and to appropriately respond to emerging economic and company-specific trends.

**Operating Results**

Year ended December 31, 2013 compared to year ended December 31, 2012 (in thousands)

	Years ended December 31,		
	2013	2012	Difference
<b>Revenues:</b>			
Rental income	\$ 98,166	\$ 86,022	\$ 12,144 <sup>(1)</sup>
Interest income from mortgage loans	6,298	5,496	802 <sup>(2)</sup>
Interest and other income	510	964	(454) <sup>(3)</sup>
<b>Total revenues</b>	<b>104,974</b>	<b>92,482</b>	<b>12,492</b>
<b>Expenses:</b>			
Interest expense	11,364	9,932	1,432 <sup>(4)</sup>
Depreciation and amortization	24,389	21,613	2,776 <sup>(5)</sup>
Provision (recovery) for doubtful accounts	2,180	(101)	2,281 <sup>(2)</sup>
General and administrative expenses	11,636	10,732	904 <sup>(6)</sup>
<b>Total expenses</b>	<b>49,569</b>	<b>42,176</b>	<b>7,393</b>
Income from continuing operations	55,405	50,306	5,099
<b>Discontinued operations:</b>			
Income from discontinued operations	805	1,005	(200) <sup>(7)</sup>
Gain on sale of assets, net	1,605	16	1,589 <sup>(8)</sup>
<b>Net income from discontinued operations</b>	<b>2,410</b>	<b>1,021</b>	<b>1,389</b>
<b>Net income</b>	<b>57,815</b>	<b>51,327</b>	<b>6,488</b>
Income allocated to non-controlling interests		(37)	37 <sup>(9)</sup>
<b>Net income attributable to LTC Properties, Inc.</b>	<b>57,815</b>	<b>51,290</b>	<b>6,525</b>
Income allocated to participating securities	(383)	(377)	(6)
Income allocated to preferred stockholders	(3,273)	(3,273)	
<b>Net income available to common stockholders</b>	<b>\$ 54,159</b>	<b>\$ 47,640</b>	<b>\$ 6,519</b>

(1) Increased due to acquisitions and completed development projects.

(2) Increased primarily due to origination of a \$124,387 mortgage loan and \$4,971 funding under a mortgage and construction loan partially offset by normal amortization of existing mortgage loans.



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- (3) Decreased primarily due to the redemption of the Skilled Healthcare Group Senior Subordinated Notes and a lower bankruptcy settlement distribution from Sunwest in 2013 than in 2012.
- (4) Increased primarily due to the sale of senior unsecured notes to fund investments.
- (5) Increased due to acquisitions, developments and capital improvement investments.
- (6) Increased primarily due to the one-time severance and accelerated restricted stock vesting charges related to the retirement of our former Senior Vice President, Marketing and Strategic Planning and higher salaries and benefits reflective of increased staffing levels.
- (7) Includes the financial results from properties sold during 2013 and 2012.
- (8) During 2013, we sold seven skilled nursing properties with a total of 277 beds for \$11,001. During 2012, we sold a 140-bed skilled nursing property for \$1,248.
- (9) Decreased due to the conversion of all 112,588 limited partnership units during 2012.

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*Year ended December 31, 2012 compared to year ended December 31, 2011 (in thousands)*

	Years ended December 31,		
	2012	2011	Difference
<b>Revenues:</b>			
Rental income	\$ 86,022	\$ 76,096	\$ 9,926 <sup>(1)</sup>
Interest income from mortgage loans	5,496	6,411	(915) <sup>(2)</sup>
Interest and other income	964	1,111	(147) <sup>(3)</sup>
<b>Total revenues</b>	<b>92,482</b>	<b>83,618</b>	<b>8,864</b>
<b>Expenses:</b>			
Interest expense	9,932	6,434	3,498 <sup>(4)</sup>
Depreciation and amortization	21,613	18,911	2,702 <sup>(5)</sup>
Recovery for doubtful accounts	(101)	(13)	(88) <sup>(2)</sup>
General and administrative expenses	10,732	9,666	1,066 <sup>(6)</sup>
<b>Total expenses</b>	<b>42,176</b>	<b>34,998</b>	<b>7,178</b>
Income from continuing operations	50,306	48,620	1,686
<b>Discontinued operations:</b>			
Loss from discontinued operations	1,005	823	182 <sup>(7)</sup>
Gain on sale of assets, net	16		16 <sup>(8)</sup>
<b>Net (loss) income from discontinued operations</b>	<b>1,021</b>	<b>823</b>	<b>198</b>
<b>Net income</b>	<b>51,327</b>	<b>49,443</b>	<b>1,884</b>
Income allocated to non-controlling interests	(37)	(191)	154 <sup>(9)</sup>
<b>Net income attributable to LTC Properties, Inc.</b>	<b>51,290</b>	<b>49,252</b>	<b>2,038</b>
Income allocated to participating securities	(377)	(342)	(35) <sup>(10)</sup>
Income allocated to preferred stockholders	(3,273)	(9,078)	5,805 <sup>(11)</sup>
<b>Net income available to common stockholders</b>	<b>\$ 47,640</b>	<b>\$ 39,832</b>	<b>\$ 7,808</b>

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<sup>(1)</sup> Increased due to acquisitions.

<sup>(2)</sup> Decreased primarily due to payoffs and normal amortization of existing mortgage loans partially offset by origination of two mortgage loans totaling \$7,719.

<sup>(3)</sup> Decreased primarily due to the redemption of the Skilled Healthcare Group Senior Subordinated Notes.

<sup>(4)</sup>

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- (5) Increased primarily due to an increase in bank borrowing and the sale of senior unsecured notes to fund investments.
- (6) Increased due to acquisitions, developments and capital improvement investments.
- (7) Increased primarily due to higher expense related to vesting of restricted stock granted, increased salaries and benefits reflective of increased staffing levels, and bonuses related to the increased volume of transactions completed during 2012.
- (8) Includes the financial results from properties sold during 2013 and 2012.
- (9) Gain on sale of a 140-bed skilled nursing property in Texas for \$1,248.
- (10) Decreased due to the conversion of all 112,588 limited partnership units during 2012.
- (11) Increased due the grant of 90,500 shares of restricted common stock during 2012.
- (11) Decreased due to the redemption of all of our Series F preferred stock.

### **Funds From Operations**

Funds from Operations (or FFO) available to common stockholders, basic FFO available to common stockholders per share and diluted FFO available to common stockholders per share are supplemental measures of a REIT's financial performance that are not defined by U.S. GAAP. Real estate values historically rise and fall with market conditions, but cost accounting for real estate assets in accordance with U.S. GAAP assumes that the value of real estate assets diminishes predictably over time. We believe that by excluding the effect of historical cost depreciation, which may be of limited

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relevance in evaluating current performance, FFO facilitates comparisons of operating performance between periods.

We use FFO as a supplemental performance measurement of our cash flow generated by operations. FFO does not represent cash generated from operating activities in accordance with U.S. GAAP, and is not necessarily indicative of cash available to fund cash needs and should not be considered an alternative to net income available to common stockholders.

We calculate and report FFO in accordance with the definition and interpretive guidelines issued by the National Association of Real Estate Investment Trusts (or NAREIT). FFO, as defined by NAREIT, means net income available to common stockholders (computed in accordance with U.S. GAAP) excluding gains or losses on the sale of real estate and impairment write-downs of depreciable real estate plus real estate depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. Our calculation of FFO may not be comparable to FFO reported by other REITs that do not define the term in accordance with the current NAREIT definition or that have a different interpretation of the current NAREIT definition from us; therefore, caution should be exercised when comparing our FFO to that of other REITs.

The following table reconciles net income available to common stockholders to FFO available to common stockholders (*unaudited, amounts in thousands, except per share amounts*):

	<b>For the year ended December 31,</b>		
	<b>2013</b>	<b>2012</b>	<b>2011</b>
Net income available to common stockholders	\$ 54,159	\$ 47,640	\$ 39,832
Add: Depreciation and amortization (including continuing and discontinued operations)	24,706	22,153	19,623
Less: Gain on sale of real estate, net	(1,605)	(16)	
 FFO available to common stockholders	 \$ 77,260	 \$ 69,777	 \$ 59,455
 FFO available to common stockholders per share:			
Basic	\$ 2.33	\$ 2.31	\$ 2.04
 Diluted	 \$ 2.29	 \$ 2.26	 \$ 2.01
 Weighted average shares used to calculate FFO per share:			
Basic	33,111	30,238	29,194
 Diluted	 35,342	 32,508	 31,539

### Critical Accounting Policies

Preparation of the consolidated financial statements in conformity with U.S. generally accepted accounting principles (U.S. GAAP) requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and

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accompanying notes. Actual results could differ from those estimates. See *Item 8. FINANCIAL STATEMENTS Note 2. Summary of Significant Accounting Policies* for a description of the significant accounting policies we followed in preparing the consolidated financial statements for all periods presented. We have identified the following significant accounting policies as critical accounting policies in that they require significant judgment and estimates and have the most impact on financial reporting.

*Impairments.* Impairment losses are recorded when events or changes in circumstances indicate the asset is impaired and the estimated undiscounted cash flows to be generated by the asset are less than its carrying amount. Management assesses the impairment of properties individually and impairment losses are calculated as the excess of the carrying amount over the fair value of assets to be

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held and used, and carrying amount over the fair value less cost to sell in instances where management has determined that we will dispose of the property. In determining fair value, we use current appraisals or other third party opinions of value and other estimates of fair value such as estimated discounted future cash flows.

Also, we evaluate the carrying values of mortgage loans receivable on an individual basis. Management periodically evaluates the realizability of future cash flows from the mortgage loan receivable when events or circumstances, such as the non-receipt of principal and interest payments and/or significant deterioration of the financial condition of the borrower, indicate that the carrying amount of the mortgage loan receivable may not be recoverable. An impairment charge is recognized in current period earnings and is calculated as the difference between the carrying amount of the mortgage loan receivable and the discounted cash flows expected to be received, or if foreclosure is probable, the fair value of the collateral securing the mortgage.

Accounting Standards Codification No. 320, *Investments Debt and Equity Securities* (or ASC 320), requires an entity to assess whether it intends to sell, or it is more likely than not that it will be required to sell, a debt security in an unrealized loss position before recovery of its amortized cost basis. If either of these criteria is met, the entire difference between fair value and amortized cost is recognized as impairment through earnings. For securities that do not meet the aforementioned criteria, the amount of impairment is split into two components as follows: 1) other-than-temporary impairment (or OTTI) related to other factors such as an entity's ability to make scheduled interest or principal payments on the debt securities, which is recognized in other comprehensive income and 2) OTTI related to credit loss, which must be recognized in the income statement. The credit loss is determined as the difference between the present value of the cash flows expected to be collected and the amortized cost basis.

*Owned Properties.* We make estimates as part of our allocation of the purchase price of acquisitions to the various components of the acquisition based upon the relative fair value of each component. In determining fair value, we use current appraisals or other third party opinions of value. The most significant components of our allocations are typically the allocation of fair value to land and buildings and, for certain of our acquisitions, in-place leases and other intangible assets. In the case of the fair value of buildings and the allocation of value to land and other intangibles, the estimates of the values of these components will affect the amount of depreciation and amortization we record over the estimated useful life of the property acquired or the remaining lease term. In the case of the value of in-place leases, the appraisers make best estimates based on the evaluation of the specific characteristics of each tenant's lease. Factors considered include estimates of carrying costs during hypothetical expected lease-up periods, market conditions and costs to execute similar leases. These assumptions affect the amount of future revenue that we will recognize over the remaining lease term for the acquired in-place leases. We evaluate each purchase transaction to determine whether the acquired assets meet the definition of a business. Transaction costs related to acquisitions that are not deemed to be businesses are included in the cost basis of the acquired assets, while transaction costs related to acquisitions that are deemed to be businesses are expensed as incurred.

*Mortgage Loans Receivable.* Mortgage loans receivable we originate are recorded on an amortized cost basis. Mortgage loans we acquire are recorded at fair value at the time of purchase net of any related premium or discount which is amortized as a yield adjustment to interest income over the life of the loan. We maintain a valuation allowance based upon the expected collectability of our mortgage loans receivable. Changes in the valuation allowance are included in current period earnings.

*Revenue Recognition.* Interest income on mortgage loans is recognized using the effective interest method. We follow a policy related to mortgage interest whereby we consider a loan to be non-performing after 60 days of non-payment of amounts due and do not recognize unpaid mortgage interest income from that loan until the past due amounts have been received.

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Rental income from operating leases is generally recognized on a straight-line basis over the terms of the leases. Substantially all of our leases contain provisions for specified annual increases over the rents of the prior year and are generally computed in one of four methods depending on specific provisions of each lease as follows:

- (i) a specified annual increase over the prior year's rent, generally between 2.0% and 3.0%;
- (ii) a calculation based on the Consumer Price Index;
- (iii) as a percentage of facility net patient revenues in excess of base amounts or
- (iv) specific dollar increases.

The FASB does not provide for the recognition of contingent revenue until all possible contingencies have been eliminated. We consider the operating history of the lessee and the general condition of the industry when evaluating whether all possible contingencies have been eliminated and have historically, and expect in the future, to not include contingent rents as income until received. We follow a policy related to rental income whereby we consider a lease to be non-performing after 60 days of non-payment of past due amounts and do not recognize unpaid rental income from that lease until the amounts have been received.

Rental revenues relating to non-contingent leases that contain specified rental increases over the life of the lease are recognized on the straight-line basis. Recognizing income on a straight-line basis requires us to calculate the total non-contingent rent containing specified rental increases over the life of the lease and to recognize the revenue evenly over that life. This method results in rental income in the early years of a lease being higher than actual cash received, creating a straight-line rent receivable asset included in our consolidated balance sheet. At some point during the lease, depending on its terms, the cash rent payments eventually exceed the straight-line rent which results in the straight-line rent receivable asset decreasing to zero over the remainder of the lease term. We assess the collectability of straight-line rent in accordance with the applicable accounting standards and our reserve policy. If the lessee becomes delinquent in rent owed under the terms of the lease, we may provide a reserve against the recognized straight-line rent receivable asset for a portion, up to its full value, that we estimate may not be recoverable.

Net loan fee income and commitment fee income are amortized over the life of the related loan. Costs associated with leases are deferred and allocated over the lease term in proportion to the recognition of rental income.

### **Liquidity and Capital Resources**

#### *Operating Activities:*

At December 31, 2013, our real estate investment portfolio (before accumulated depreciation and amortization) consisted of \$937.6 million invested primarily in owned long term health care properties and mortgage loans of approximately \$167.1 million (prior to deducting a \$1.7 million reserve). Our portfolio consists of investments in 100 skilled nursing properties, 106 assisted living properties, 9 range of care properties, two schools, six parcels of land under development and four parcels of land held-for-use. These properties are located in 30 states. Assisted living properties include assisted living, independent living and memory care properties. Range of care properties consist of properties providing skilled nursing and any combination of assisted living, independent living and/or memory care services. For the year ended December 31, 2013, we had net cash provided by operating activities of \$86.2 million.

For the year ended December 31, 2013 we recorded \$4.0 million in straight-line rental income and \$37,000 in straight-line rent receivable reserve. During the fourth quarter of 2013, we wrote-off a \$0.9 million straight-line rent receivable balance related to the transition of four assisted living

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properties to a new lessee. For the remaining leases in place at December 31, 2013, assuming no modification or replacement of existing leases and no new leased investments are added to our portfolio, we currently expect that straight-line rental income will decrease from \$3.9 million in 2013 to \$2.2 million for projected annual 2014 and, conversely, our cash rental income is projected to increase from \$96.0 million in 2013 to \$97.5 million for projected annual 2014. During the year ended December 31, 2013, we received \$96.0 million of cash rental revenue and recorded \$0.7 million of amortized lease inducement cost.

### *Investing Activities:*

For the year ended December 31, 2013, we used \$164.0 million of cash for investing activities. The following table summarizes our acquisitions during 2013 (*dollar amounts in thousands*):

Type of Property	Purchase Price	Transaction Costs	Total Acquisition Costs	Number of Properties	Number of Beds/Units
Skilled Nursing <sup>(1)</sup>	\$ 14,402	\$ 58	\$ 14,460	1	120
Land <sup>(2)</sup>	4,638		4,638		
<b>Totals</b>	<b>\$ 19,040</b>	<b>\$ 58</b>	<b>\$ 19,098</b>	<b>1</b>	<b>120</b>

(1) A skilled nursing property located in Florida which was added to a master lease at an incremental initial cash yield of 8.75%.

(2) We purchased three vacant parcels of land in Colorado for a total of \$3,475 under a pipeline agreement whereby we have the opportunity to finance any senior housing development project or acquisition originated by an operator through May 2018 (unless earlier terminated as provided for therein). The land was added to an existing master lease and we entered into development commitments in an amount not to exceed \$30,256 to fund the construction of three memory care properties, two with 60 units and the other with 48 units. We also purchased four parcels of land held-for-use in Michigan for \$1,163.

As part of an acquisition in 2011, we committed to provide a contingent payment if certain operational thresholds were met. The contingent payment was recorded at fair value, which was estimated using a discounted cash flow analysis, and we accreted the contingent liability to the settlement amount as of the payment date. The fair value of such contingent liability was re-evaluated on a quarterly basis based on changes in estimates of future operating results and changes in market discount rates. During 2013, we paid \$7.0 million related to the contingent liability. Accordingly, we have no remaining contingent liability as of December 31, 2013.

During the twelve months ended December 31, 2013, a lessee exercised its option to purchase six skilled nursing properties located in Ohio with a total of 230 beds for an all cash purchase price of \$11.0 million. As a result, we recorded a \$2.6 million gain on sale. Also, during 2013, we sold a 47-bed skilled nursing property in Colorado for \$1,000 and recognized a loss of \$1.0 million on the sale.

During the twelve months ended December 31, 2013, we completed the following construction projects:

Completed Date	Type of Property	Number of Beds/Units	State	Completed Date	2013 Funding	Total Funding
Jul 2013	Assisted Living <sup>(1)</sup>	60	Colorado	Jul 2013	\$ 4,316	\$ 9,850
Jul 2013	Skilled Nursing <sup>(2)</sup>	120	Texas	Jul 2013	5,065	8,635
Oct 2013	Assisted Living <sup>(3)</sup>	77	Kansas	Oct 2013	8,081	9,675
<b>Totals</b>		<b>257</b>			<b>\$ 17,462</b>	<b>\$ 28,160</b>



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(1)

This new property is a Memory Care property. The funded amount includes acquired land of \$1,882.

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- (2) This new property replaces a skilled nursing property in our existing portfolio.
- (3) The funded amount includes acquired land of \$730.

During the year ended December 31, 2013, we received \$1.9 million in regularly scheduled principal payments from our mortgage loans. Additionally, we funded a \$124.4 million mortgage loan with a third-party operator, Prestige Healthcare, secured by 15 skilled nursing properties with a total of 2,092 beds in Michigan. The loan is for a term of 30 years and bears interest at 9.53% for five years, escalating annually thereafter by 2.25%. Payments are interest-only for three years, after which the borrower will make interest payments along with annual principal payments of \$1.0 million. The loan agreement provides for additional forward commitments of \$12.0 million for capital improvements at 9.41% for the first twelve months. The loan agreement also provides, under certain conditions and based on certain operating metrics and valuation thresholds achieved and sustained within the first twelve years of the term, for additional loan proceeds of up to \$40.0 million with such proceeds limited to \$10.0 million per twelve months.

The borrower has a one-time option between the third and twelfth years to prepay up to 50% of the then outstanding loan balance without penalty. Exclusively for the purposes of this option, the properties collateralizing the loan have been separated by us into two pools of assets. If and when the option is exercised, we will identify which of the two pools we will release for prepayment and removal from portfolio of properties securing the loan. If the prepayment option is exercised and timely concluded, the borrower forfeits its opportunity to access any additional loan proceeds. Additionally, under certain circumstances, including a change in regulatory environment, we have the option to purchase the properties.

During the twelve months ended December 31, 2013, we funded \$5.0 million under a \$10.6 million mortgage and construction loan. This loan is secured by a currently operating skilled nursing property and a vacant parcel of land upon which a 106-bed replacement facility is being constructed. As of December 31, 2013, we have a remaining commitment of \$3.0 million under this loan.

During 2013, we received \$3.0 million for the early repayment of two loans with interest ranging from 8.5% to 9.0%. Also during 2013, we committed to fund three loans up to \$0.4 million each with interest at 12%. Two of these loans mature in September 2017 and one matures in December 2017. We also committed to fund three pre-development loans of \$0.3 million each to facilitate the site selection and pre-construction services for the future development of three memory care properties. The initial rate of each of these pre-development loans is 12%, increasing by 25 basis points per year. Each of these pre-development loans matured due to the acquisition of the land and the outstanding balance of \$0.5 million was capitalized under the development projects.

As of December 31, 2013, we have seven loans and line of credit agreements with a total commitment of \$2.4 million and a remaining commitment balance of \$1.8 million. The average interest rate of these loans is 11.5%. During 2013, we received principal payments, including loan payoffs, of \$3.1 million and we advanced principal of \$1.0 million.

### *Financing Activities:*

For the year ended December 31, 2013, we had net cash provided by financing activities of \$77.3 million. During 2013, we paid \$0.6 million in scheduled principal payments on bonds payable. During the year ended December 31, 2013, we borrowed \$93.0 million and repaid \$187.5 million under our unsecured revolving line of credit. At December 31, 2013, we had \$21.0 million outstanding at an interest rate of LIBOR plus 1.25% and \$219.0 million available for borrowing. Subsequent to December 31, 2013, we borrowed \$11.5 million at an interest rate of LIBOR plus 1.25%. Accordingly, we had \$32.5 million outstanding and \$207.5 million available for borrowing. At December 31, 2013, we were in compliance with all our covenants.

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At December 31, 2013, we had \$255.8 million outstanding under our Senior Unsecured Notes with a weighted average interest rate of 4.85%. During 2013, we sold to affiliates and managed accounts of Prudential Investment Management, Inc. (or individually and collectively Prudential) \$70.0 million aggregate principal amount of 3.99% senior unsecured term notes fully amortizing to maturity on November 20, 2021. We used the proceeds to pay down our unsecured revolving line of credit.

On October 30, 2013, we entered into an amended and restated note purchase and private shelf agreement with Prudential. The shelf agreement with Prudential, as amended, conforms the definitions and financial covenants contained therein and previously issued senior unsecured promissory notes outstanding to Prudential and certain of its affiliates and managed accounts to those contained in our unsecured credit facility and to covenants contained in the senior unsecured notes sold in July 2012. Any notes sold by us to Prudential under the shelf agreement will be in amounts at fixed interest rates and have maturity dates (each note to have a final maturity not greater than 12 years and an average life not greater than 10 years from the date of issuance) subject to further agreement by us and Prudential.

The shelf agreement with Prudential contains standard covenants including requirements to maintain financial ratios such as debt to asset value ratios. Under the shelf agreement, maximum total indebtedness shall not exceed 50% of total asset value as defined in the shelf agreement, as amended. Borrowings under the shelf agreement are limited by reference to the value of unencumbered assets. Under the shelf agreement, maximum unsecured debt shall not exceed 60% of the value of the unencumbered asset pool as defined in the shelf agreement.

During 2013, we sold 4,025,000 shares of common stock at a price of \$44.50 per share, before fees and costs of \$7.7 million, in a public offering. The net proceeds of \$171.4 million were used to pay down amounts outstanding under our unsecured revolving line of credit, to fund acquisitions and our current development commitments and general corporate purposes. During the twelve months ended December 31, 2013, we acquired 6,925 shares of common stock held by employees who tendered owned shares to satisfy tax withholding obligations.

During 2013, we terminated an equity distribution agreement which allowed us to issue and sell, from time to time, up to \$85.7 million in aggregate offering price of our common shares. Sales of common shares were made by means of ordinary brokers' transactions at market prices, in block transactions, or as otherwise agreed between us and our sales agents. During 2013, we sold 126,742 shares of common stock for \$4.9 million in net proceeds under our equity distribution agreement. In conjunction with the sale of common stock, we reclassified \$0.7 million of accumulated costs associated with the equity distribution agreement to additional paid in capital.

We paid cash dividends on our 8.5% Series C Cumulative Convertible Preferred Stock totaling \$3.3 million. Additionally, we declared and paid cash dividends on our common stock totaling \$63.6 million. In January 2014, we declared a monthly cash dividend of \$0.17 per share on our common stock for the months of January, February and March 2014 payable on January 31, February 28 and March 28, 2014, respectively, to stockholders of record on January 23, February 20 and March 21, 2014, respectively.

At December 31, 2013, we had a 2008 Equity Participation Plan, under which 600,000 shares of common stock have been reserved for awards, including nonqualified stock option grants and restricted stock grants to officers, employees, non-employee directors and consultants. The terms of the awards

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granted under the 2008 Equity Participation Plan are set by our compensation committee at its discretion. During 2013, we granted 34,400 shares of restricted common stock as follows:

No. of Shares	Price per Share	Vesting Period
8,400	\$ 46.54	ratably over 3 years
6,000	\$ 41.83	ratably over 3 years
20,000	\$ 36.26	June 1, 2016

34,400

Also during the twelve months ended December 31, 2013, the vesting of 18,180 shares of restricted common stock were accelerated due to the retirement of our former Senior Vice President, Marketing and Strategic Planning. Subsequent to December 31, 2014, we granted 59,000 shares of restricted common stock at \$36.81 per share. These shares vest ratably over a three-year period from the grant date. During the year ended December 31, 2013, a total of 22,000 stock options were exercised at a total option value of \$0.5 million and a total market value on the date of exercise of \$0.9 million. No stock options were granted during 2013 and all stock options outstanding are vested as of December 31, 2013.

### *Available Shelf Registration:*

On July 19, 2013, we filed a Form S-3ASR "shelf" registration statement to replace our prior shelf registration statement. Our current shelf registration statement provides us with the capacity to offer up to \$800.0 million in common stock, preferred stock, warrants, debt, depository shares, or units. We may from time to time raise capital under our current shelf registration in amounts, at prices, and on terms to be announced when and if the securities are offered. The specifics of any future offerings, along with the use of proceeds of any securities offered, will be described in detail in a prospectus supplement, or other offering materials, at the time of the offering.

### *Commitments:*

As part of an acquisition in 2011, we committed to provide a contingent payment if certain operational thresholds were met. The contingent payment was recorded at fair value, which was estimated using a discounted cash flow analysis, and we accreted the contingent liability to the settlement amount as of the payment date. The fair value of such contingent liability was re-evaluated on a quarterly basis based on changes in estimates of future operating results and changes in market discount rates. During 2013, we paid \$7.0 million and we recorded non-cash interest expense of \$256,000 related to the contingent liability. Accordingly, we have no remaining contingent liability as of December 31, 2013.

As of December 31, 2013, we have a commitment to provide, under certain conditions, up to \$5.0 million per year through December 2014 to an existing operator for expansion of the 37 properties they lease from us. The estimated yield of this commitment is 9.5% plus the positive difference, if any, between the average yields on the U.S. Treasury 10-year note for the five days prior to funding, minus 420 basis points. As of December 31, 2013, no funds have been requested under this commitment. Excluding the \$5.0 million per year commitment, the following table summarizes our investment

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commitments as of December 31, 2013 and year to date funding on our ongoing development, redevelopment, renovation (*excludes capitalized interest, dollar amounts in thousands*):

Type of Property	Investment Commitment	2013 Funding <sup>(2)</sup>	Commitment Funded	Remaining Commitment	Number of Properties	Number of Beds/Units
Skilled Nursing	\$ 29,650	\$ 7,221	\$ 12,757	\$ 16,893	6	640
Assisted Living <sup>(1)</sup>	50,656	9,614	10,661	39,995	7	385
<b>Totals</b>	<b>\$ 80,306</b>	<b>\$ 16,835<sup>(3)</sup></b>	<b>\$ 23,418</b>	<b>\$ 56,888<sup>(3)</sup></b>	<b>13</b>	<b>1,025</b>

- (1) Includes the development of three memory care properties for a total of \$30,256, one assisted living and memory care combination property for a total of \$5,800, and the expansion of three assisted living properties for a total \$14,600.
- (2) Excludes funding for completed construction projects shown above and \$260 of capital improvement on three completed projects with no remaining commitments. It also includes \$6 funded under the commitment as marketing expense, \$3,475 of land acquired for development and the reclass of three pre-development loans with a total balance of \$479. See *Investing Activities* above for further discussion on the pre-development loans.
- (3) Subsequent to December 31, 2013, we funded \$8,828 under investment commitments. Accordingly, we have a remaining commitment of \$48,060.

We committed to fund a \$10.6 million mortgage and construction loan secured by an operational skilled nursing property and a vacant parcel of land upon which a 106-bed replacement facility will be constructed. Interest on the loan is paid monthly in arrears at a rate of 9.0% increasing 25 basis points annually. The term of the loan is 10 years. The agreement gives us the right to purchase the replacement facility for \$13.5 million during an 18 month period beginning on the first anniversary of the issuance of the certificate of occupancy. If the purchase option is exercised, the replacement facility will be added to an existing master lease at a lease rate equivalent to the interest rate in effect on the loan at the time the purchase option is exercised. As of December 31, 2013, we funded \$7.6 million of loan proceeds and we have a remaining commitment of \$3.0 million on this mortgage and construction loan.

We committed to provide a borrower an additional \$12.0 million for capital improvements and, under certain operating metrics and valuation thresholds achieved and sustained within the first twelve years of the term, additional proceeds of up to \$40.0 million. As of December 31, 2013, there has been no funding under either of these commitments. At December 31, 2013, we had outstanding commitments of \$2.4 million in loans and line of credit agreements to certain operators. As of December 31, 2013, we had funded \$0.6 million under these commitments and had a remaining commitment of \$1.8 million. These loan commitments have interest rates ranging from 10.0% to 12.25% and maturities ranging from 2014 to 2017.

### *Contractual Obligations:*

We monitor our contractual obligations and commitments detailed above to ensure funds are available to meet obligations when due. The following table represents our long-term contractual obligations (scheduled principal payments and amounts due at maturity) as of December 31, 2013, and excludes the effects of interest (*in thousands*):

	Total	2014	2015	2016	2017	2018	Thereafter
Bank borrowings	\$ 21,000 <sup>(1)</sup>	\$	\$	\$ 21,000	\$	\$	\$
Senior unsecured notes	255,800	4,167	29,166	26,667	26,167	28,167	141,466
Bonds payable	2,035	635	1,400				
	<b>\$ 278,835</b>	<b>\$ 4,802</b>	<b>\$ 30,566</b>	<b>\$ 47,667</b>	<b>\$ 26,167</b>	<b>\$ 28,167</b>	<b>\$ 141,466</b>

(1)

At December 31, 2013 we had \$219,000 available for borrowing under our unsecured revolving line of credit. Subsequent to December 31, 2013, we borrowed \$11,500. Accordingly, we had \$32,500 outstanding and \$207,500 available for borrowing.

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Assuming no additional borrowing under our unsecured revolving line of credit, no change in the variable interest rate under our bond payable, and principal payments are paid as scheduled under our senior unsecured notes and bond payables, the following table represents our projected interest expense as of December 31, 2013 (*in thousands*):

	<b>Total</b>	<b>2014</b>	<b>2015</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>Thereafter</b>
Bank borrowings	\$ 5,133	\$ 2,124	\$ 2,124	\$ 885	\$	\$	\$
Senior unsecured notes	68,596	12,028	11,179	9,952	8,757	7,552	19,128
Bonds payable	60	41	19				
	\$ 73,789	\$ 14,193	\$ 13,322	\$ 10,837	\$ 8,757	\$ 7,552	\$ 19,128

### *Off-Balance Sheet Arrangements:*

We had no off-balance sheet arrangements as of December 31, 2013.

### *Liquidity:*

We have an Unsecured Credit Agreement in the amount of \$240.0 million with the opportunity to increase the credit amount up to a total of \$350.0 million. The Unsecured Credit Agreement provides a revolving line of credit with no scheduled maturities other than the maturity date of May 25, 2016. Based on our maximum total indebtedness to total asset value ratio as calculated in the Unsecured Credit Agreement, our pricing under the Unsecured Credit Agreement is either Prime Rate plus 0.25% or LIBOR plus 1.25% depending on our borrowing election. At the time of borrowing, we may elect the 1, 2, 3 or 6 month LIBOR rate.

At December 31, 2013, we had \$6.8 million of cash on hand, \$219.0 million available unsecured revolving line of credit, and \$30.0 million available under the uncommitted private shelf agreement. Subsequent to December 31, 2013, we borrowed \$11.5 million and, therefore, have \$207.5 million available under our unsecured revolving line of credit. Also, our potential ability to access the capital markets through the issuance of debt and/or equity securities under our \$800.0 million effective shelf registration. As a result, we believe our liquidity and various sources of available capital are sufficient to provide for payment of our current operating costs, debt obligations (both principal and interest) and capital commitments to our lessees and borrowers and to provide funds for distribution to the holders of our preferred stock and pay common dividends at least sufficient to maintain our REIT status. The timing, source and amount of cash flows provided by financing activities and used in investing activities are sensitive to the capital markets environment, especially to changes in interest rates.

**Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

*You are cautioned that statements contained in this section are forward looking and should be read in conjunction with the disclosure under the heading "Cautionary Statements" and the "Risk Factors" set forth above.*

We are exposed to market risks associated with changes in interest rates as they relate to our mortgage loans receivable and debt. Interest rate risk is sensitive to many factors, including governmental monetary and tax policies, domestic and international economic and political considerations and other factors that are beyond our control.

We do not utilize interest rate swaps, forward or option contracts or foreign currencies or commodities, or other types of derivative financial instruments nor do we engage in "off-balance sheet" transactions. The purpose of the following disclosure is to provide a framework to understand our sensitivity to hypothetical changes in interest rates as of December 31, 2013.

Our future earnings, cash flows and estimated fair values relating to financial instruments are dependent upon prevalent market rates of interest, such as LIBOR or term rates of U.S. Treasury Notes. Changes in interest rates generally impact the fair value, but not future earnings or cash flows, of mortgage loans receivable and fixed rate debt. Our mortgage loans receivable and debt, such as our senior unsecured notes, are primarily fixed-rate instruments. For variable rate debt, such as our revolving line of credit, changes in interest rates generally do not impact the fair value, but do affect future earnings and cash flows.

At December 31, 2013, the fair value of our mortgage loans receivable using an 8.4% discount rate was approximately \$200.2 million. A 1% increase in such rates would decrease the estimated fair value of our mortgage loans by approximately \$16.5 million while a 1% decrease in such rates would increase their estimated fair value by approximately \$19.6 million. At December 31, 2013, the fair value of our senior unsecured notes using a 3.95% discount rate for those maturing before year 2020 and 4.25% discount rate for those maturing beyond year 2020 was approximately \$262.4 million. A 1% increase in such rates would decrease the estimated fair value of our senior unsecured notes by approximately \$12.3 million while a 1% decrease in such rates would increase their estimated fair value by approximately \$13.1 million. These discount rates were measured based upon management's estimates of rates currently prevailing for comparable loans available to us and instruments of comparable maturities.

The estimated impact of changes in interest rates discussed above are determined by considering the impact of the hypothetical interest rates on our borrowing costs, lending rates and current U.S. Treasury rates from which our financial instruments may be priced. We do not believe that future market rate risks related to our financial instruments will be material to our financial position or results of operations. These analyses do not consider the effects of industry specific events, changes in the real estate markets, or other overall economic activities that could increase or decrease the fair value of our financial instruments. If such events or changes were to occur, we would consider taking actions to mitigate and/or reduce any negative exposure to such changes. However, due to the uncertainty of the specific actions that would be taken and their possible effects, the sensitivity analysis assumes no changes in our capital structure.



**Item 8. FINANCIAL STATEMENTS**

**Index to Consolidated Financial Statements  
and Financial Statement Schedules**

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<u>Consolidated Statements of Income for the years ended December 31, 2013, 2012 and 2011</u>	<u>55</u>
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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of LTC Properties, Inc.

We have audited the accompanying consolidated balance sheets of LTC Properties, Inc. (the "Company") as of December 31, 2013 and 2012, and the related consolidated statements of income, comprehensive income, equity, and cash flows for each of the three years in the period ended December 31, 2013. Our audits also included the financial statement schedules listed in the Index at Item 15. These financial statements and schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedules based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of LTC Properties, Inc. at December 31, 2013 and 2012, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2013, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedules, when considered in relation to the basic financial statements taken as a whole, present fairly in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), LTC Properties, Inc.'s internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) and our report dated February 20, 2014 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

Los Angeles, California  
February 20, 2014

## LTC PROPERTIES, INC.

## CONSOLIDATED BALANCE SHEETS

*(In thousands)*

	December 31, 2013	December 31, 2012
<b>ASSETS</b>		
Real estate investments:		
Land	\$ 80,993	\$ 74,702
Buildings and improvements	856,624	811,867
Accumulated depreciation and amortization	(218,700)	(194,448)
Net operating real estate property	718,917	692,121
Properties held-for-sale, net of accumulated depreciation and amortization: 2013 \$0; 2012 \$4,100		9,426
Net real estate property	718,917	701,547
Mortgage loans receivable, net of allowance for doubtful accounts: 2013 \$1,671; 2012 \$782	165,444	39,299
Real estate investments, net	884,361	740,846
Other assets:		
Cash and cash equivalents	6,778	7,191
Debt issue costs, net	2,458	3,040
Interest receivable	702	789
Straight-line rent receivable, <sup>(1)</sup> net of allowance for doubtful accounts: 2013 \$1,541; 2012 \$1,513	29,760	26,766
Prepaid expenses and other assets	6,756	7,542
Notes receivable	595	3,180
Straight-line rent receivable and other assets related to properties held-for-sale, net of allowance for doubtful accounts: 2013 \$0; 2012 \$44		238
Total assets	\$ 931,410	\$ 789,592
<b>LIABILITIES</b>		
Bank borrowings	\$ 21,000	\$ 115,500
Senior unsecured notes	255,800	185,800
Bonds payable	2,035	2,635
Accrued interest	3,424	3,279
Earn-out liabilities		6,744
Accrued expenses and other liabilities	16,713	12,165
Accrued expenses and other liabilities related to properties held-for-sale		361
Total liabilities	298,972	326,484
<b>EQUITY</b>		
Stockholders' equity:		
Preferred stock \$0.01 par value; 15,000 shares authorized; shares issued and outstanding: 2013 2,000; 2012 2,000	38,500	38,500
Common stock: \$0.01 par value; 60,000 shares authorized; shares issued and outstanding: 2013 34,746; 2012 30,544	347	305
Capital in excess of par value	688,654	510,236
Cumulative net income	781,848	724,033
Accumulated other comprehensive income	117	152
Cumulative distributions	(877,028)	(810,125)

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Total LTC Properties, Inc. stockholders' equity	632,438	463,101
Non-controlling interests		7
Total equity	632,438	463,108
Total liabilities and equity	\$ 931,410	\$ 789,592

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(1) On December 31, 2013 and 2012, we had \$3,213 and \$3,191 respectively, in straight-line rent receivable from a lessee that qualifies as a related party because the lessee's former Chief Executive Officer is on our Board of Directors. See *Note 12. Transactions with Related Party* for further discussion.

See accompanying notes.

## LTC PROPERTIES, INC.

## CONSOLIDATED STATEMENTS OF INCOME

*(In thousands, except per share amounts)*

	Years ended December 31,		
	2013	2012	2011
<b>Revenues:</b>			
Rental income <sup>(1)</sup>	\$ 98,166	\$ 86,022	\$ 76,096
Interest income from mortgage loans	6,298	5,496	6,411
Interest and other income <sup>(2)</sup>	510	964	1,111
<b>Total revenues</b>	<b>104,974</b>	<b>92,482</b>	<b>83,618</b>
<b>Expenses:</b>			
Interest expense	11,364	9,932	6,434
Depreciation and amortization	24,389	21,613	18,911
Provision (recovery) for doubtful accounts	2,180	(101)	(13)
General and administrative expenses	11,636	10,732	9,666
<b>Total expenses</b>	<b>49,569</b>	<b>42,176</b>	<b>34,998</b>
Income from continuing operations	55,405	50,306	48,620
<b>Discontinued operations:</b>			
Income from discontinued operations	805	1,005	823
Gain on sale of assets, net	1,605	16	
Net income (loss) from discontinued operations	2,410	1,021	823
<b>Net income</b>	<b>57,815</b>	<b>51,327</b>	<b>49,443</b>
Income allocated to non-controlling interests		(37)	(191)
<b>Net income attributable to LTC Properties, Inc.</b>	<b>57,815</b>	<b>51,290</b>	<b>49,252</b>
Income allocated to participating securities	(383)	(377)	(342)
Income allocated to preferred stockholders	(3,273)	(3,273)	(9,078)
<b>Net income available to common stockholders</b>	<b>\$ 54,159</b>	<b>\$ 47,640</b>	<b>\$ 39,832</b>
<b>Basic earnings per common share:</b>			
Continuing operations	\$ 1.56	\$ 1.54	\$ 1.34
Discontinued operations	\$ 0.07	\$ 0.03	\$ 0.03

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Net income available to common stockholders	\$	1.64	\$	1.58	\$	1.36
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*Diluted earnings per common share:*

Continuing operations	\$	1.56	\$	1.54	\$	1.33
Discontinued operations	\$	0.07	\$	0.03	\$	0.02

Net income available to common stockholders	\$	1.63	\$	1.57	\$	1.36
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*Weighted average shares used to calculate earnings per common share:*

Basic	33,111	30,238	29,194
Diluted	33,142	30,278	29,222

- (1) During 2013, 2012 and 2011, we received \$4,479, \$4,370, and \$4,264, respectively, in rental income and recorded \$22, \$131 and \$238, respectively, in straight-line rental income from a lessee that qualifies as a related party because the lessee's former Chief Executive Officer is on our Board of Directors. See *Note 12. Transactions with Related Party* for further discussion.
- (2) During 2013, we did not recognize any interest income from related parties. During 2012 and 2011 we recognized \$235, and \$721, respectively, of interest income from an entity that qualifies as a related party because the entity's former Chief Executive Officer is on our Board of Directors. See *Note 12. Transactions with Related Party* for further discussion.

NOTE: Computations of per share amounts from continuing operations, discontinued operations and net income are made independently. Therefore, the sum of per share amounts from continuing operations and discontinued operations may not agree with the per share amounts from net income available to common stockholders.

See accompanying notes.

**LTC PROPERTIES, INC.**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

*(In thousands, except per share amounts)*

	<b>Years ended December 31,</b>		
	<b>2013</b>	<b>2012</b>	<b>2011</b>
Net income	\$ 57,815	\$ 51,327	\$ 49,443
Reclassification adjustment	(35)	(47)	(65)
<b>Comprehensive income</b>	<b>57,780</b>	<b>51,280</b>	<b>49,378</b>
Comprehensive income allocated to non-controlling interests		(37)	(191)
<b>Comprehensive income attributable to LTC Properties, Inc.</b>	<b>\$ 57,780</b>	<b>\$ 51,243</b>	<b>\$ 49,187</b>

See accompanying notes.

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LTC PROPERTIES, INC.

CONSOLIDATED STATEMENTS OF EQUITY

(In thousands)

	Shares		Capital			Net Accumulated OCI	Total Stockholders' Equity	Non-controlling Interests	Total Equity		
	Preferred Stock	Common Stock	Preferred Stock	Common Stock	Excess of Par Value						
Balance December 31, 2010	5,536	26,345	\$ 126,913	\$ 263	\$ 398,599	\$ 264	\$ (693,970)	\$ 455,560	\$ 1,962	\$ 457,522	
8.0% Series F Preferred Stock full redemption	(3,536)		(88,413)		3,566		(3,566)	(88,413)		(88,413)	
Reclassification adjustment							(65)	(65)		(65)	
Stock option exercises		5			120			120		120	
Issue common stock		3,990		40	103,591			103,631		103,631	
Issue restricted stock		6									
Net income						49,252		49,252	191	49,443	
Vested stock options					17			17		17	
Vested restricted stock					1,450			1,450		1,450	
Non-controlling interests preferred return									(191)	(191)	
Preferred stock dividends							(5,512)	(5,512)		(5,512)	
Common stock cash distributions (\$1.68 per share)							(49,292)	(49,292)		(49,292)	
Balance December 31, 2011	2,000	30,346	38,500	303	507,343	672,743	199	(752,340)	466,748	1,962	468,710
Reclassification adjustment							(47)	(47)		(47)	
Stock option exercises		85		1	1,925			1,926		1,926	
Issue restricted stock		90		1	(1)						
Net income						51,290		51,290	37	51,327	
Vested stock options					10			10		10	
Vested restricted stock					1,809			1,809		1,809	
Non-controlling interests conversion		23			(850)			(850)	(1,914)	(2,764)	
Non-controlling interests preferred return									(78)	(78)	
Preferred stock dividends							(3,273)	(3,273)		(3,273)	
Common stock cash distributions (\$1.79 per share)							(54,512)	(54,512)		(54,512)	
Balance December 31, 2012	2,000	30,544	38,500	305	510,236	724,033	152	(810,125)	463,101	7	463,108
Reclassification adjustment							(35)	(35)		(35)	
Issuance of common stock		4,152		42	175,556			175,598		175,598	
Issued restricted stock		35									
Net income						57,815		57,815		57,815	
Vested restricted stock					2,591			2,591		2,591	
Stock option exercises		22			523			523		523	
Non-controlling interests preferred return									(7)	(7)	
Preferred stock dividends							(3,272)	(3,272)		(3,272)	
Common stock cash distributions (\$1.91 per share)							(63,631)	(63,631)		(63,631)	
Other		(7)			(252)			(252)		(252)	



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Balance December 31, 2013	2,000	34,746	\$ 38,500	\$ 347	\$ 688,654	\$ 781,848	\$ 117	\$ (877,028)	\$ 632,438	\$ 632,438
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See accompanying notes.

## LTC PROPERTIES, INC.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

*(In thousands)*

	Year ended December 31,		
	2013	2012	2011
<b>OPERATING ACTIVITIES:</b>			
Net income	\$ 57,815	\$ 51,327	\$ 49,443
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization continuing and discontinued operations	24,706	22,153	19,623
Stock-based compensation expense	2,591	1,819	1,467
Gain on sale of assets, net	(1,605)	(16)	
Straight-line rental income continuing and discontinued operations <sup>9</sup>	(3,955)	(3,264)	(3,728)
Provision (recovery) for doubtful accounts	2,180	(101)	(13)
Non-cash interest related to earn-out liabilities	256	439	464
Capitalized interest	(932)	(130)	(45)
Other non-cash items, net	1,441	1,460	1,344
Decrease in interest receivable	32	535	56
Increase in accrued interest payable	145	1,923	681
Net change in other assets and liabilities	3,519	545	1,167
<b>Net cash provided by operating activities</b>	<b>86,193</b>	<b>76,690</b>	<b>70,459</b>
<b>INVESTING ACTIVITIES:</b>			
Investment in real estate properties, net	(19,040)	(166,750)	(96,294)
Investment in real estate developments, net	(23,605)	(9,957)	(50)
Investment in real estate capital improvements, net	(6,992)	(1,132)	(3,135)
Proceeds from sale of real estate investments, net	11,001	1,271	
Investment in real estate mortgages	(129,358)	(7,719)	
Principal payments received on mortgage loans receivable	1,933	21,633	5,967
Proceeds from redemption of marketable securities		6,500	
Advances under notes receivable	(1,004)	(2,930)	(232)
Principal payments received on notes receivable	3,110	569	731
<b>Net cash used in investing activities</b>	<b>(163,955)</b>	<b>(158,515)</b>	<b>(93,013)</b>
<b>FINANCING ACTIVITIES:</b>			
Bank borrowings	93,000	153,500	167,600
Repayment of bank borrowings	(187,500)	(94,000)	(149,300)
Proceeds from issuance of senior unsecured notes	70,000	85,800	50,000
Principal payments on mortgage loan payable and bonds payable	(600)	(565)	(530)
Payment of earn-out liabilities	(7,000)		(4,000)
Proceeds from common stock offering	176,260		103,631
Stock option exercises	523	1,926	120
Distributions paid to stockholders	(66,904)	(57,785)	(56,572)
Redemption of preferred stock			(88,413)
Redemption of non-controlling interests		(2,764)	
Distributions paid to non-controlling interests	(7)	(78)	(191)
Financing costs paid	(171)	(1,426)	(2,286)
Other	(252)		

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Net cash provided by financing activities	77,349	84,608	20,059
(Decrease) increase in cash and cash equivalents	(413)	2,783	(2,495)
Cash and cash equivalents, beginning of year	7,191	4,408	6,903
Cash and cash equivalents, end of year	\$ 6,778	\$ 7,191	\$ 4,408

Supplemental disclosure of cash flow information:

Interest paid	\$ 11,398	\$ 7,452	\$ 5,070
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Non-cash investing and financing transactions:

See *Note 4: Supplemental Cash Flow Information* for further discussion.

- (1) During 2013, 2012 and 2011, we recorded \$22, \$131, and \$238, respectively, in straight-line rental income from a lessee that qualifies as a related party because the lessee's former Chief Executive Officer is on our Board of Directors. See *Note 12. Transactions with Related Party* for further discussion.

See accompanying notes.

LTC PROPERTIES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**1. The Company**

LTC Properties, Inc. (or LTC), a Maryland corporation, commenced operations on August 25, 1992. LTC is a real estate investment trust (or REIT) that invests primarily in senior housing and long term care properties through property lease transactions, mortgage loans and other investments.

**2. Summary of Significant Accounting Policies**

*Basis of Presentation.* The accompanying consolidated financial statements include the accounts of LTC, our wholly-owned subsidiaries and our controlled partnership, prior to its liquidation in 2013. All intercompany investments, accounts and transactions have been eliminated. Control over the partnership was based on the provisions of the partnership agreement that provided us with a controlling financial interest in the partnership. Under the terms of the partnership agreement, we, as the general partner, were responsible for the management of the partnership's assets, business and affairs. Our rights and duties in management of the partnership included making all operating decisions, setting the capital budget, executing all contracts, making all employment decisions, and handling the purchase and disposition of assets, among others. We, as the general partner, were responsible for the ongoing, major, and central operations of the partnership and made all management decisions. In addition, we, as the general partner, assumed the risk for all operating losses, capital losses, and were entitled to substantially all capital gains (appreciation).

The Financial Accounting Standard Board (or FASB) created a framework for evaluating whether a general partner or a group of general partners controls a limited partnership or a managing member or a group of managing members controls a limited liability company and therefore should consolidate the entity. The guidance states that the presumption of general partner or managing member control would be overcome only when the limited partners or non-managing members have certain specific rights as described in the guidance. The limited partners had virtually no rights and were precluded from taking part in the operation, management or control of the partnership. The limited partners were also precluded from transferring their partnership interests without the expressed permission of the general partner. However, we could transfer our interest without consultation or permission of the limited partners. We consolidated the partnership in accordance with the guidance.

The FASB requires the classification of non-controlling interests as a component of consolidated equity in the consolidated balance sheet subject to the provisions of the rules governing classification and measurement of redeemable securities. The guidance requires consolidated net income to be reported at the amounts attributable to both the controlling and non-controlling interests. The calculation of earnings per share will be based on income amounts attributable to the controlling interest. Also, this guidance addresses accounting and reporting for a change in control of a subsidiary.

Certain reclassifications have been made to the prior period consolidated financial statements to conform to the current period presentation, including changes as a result of the application of accounting guidance for properties disposed or classified as held-for-sale. During the year ended December 31, 2013, we sold a 47-bed skilled nursing property located in Colorado for \$1,000. Additionally, we sold six skilled nursing properties with a total of 230 beds for \$11,000,000. During the year ended December 31, 2012, we sold a 140-bed skilled nursing property located in Texas for \$1,248,000 and we also reclassified a 140-unit independent living property located in Texas from held-for-sale to held-for-use. Depreciation expense, which was not recognized during the held-for-sale period, was recognized at the date of reclassification. Due to the market conditions, the timing of the ultimate disposal of this property is uncertain. These adjustments are normal and recurring in nature. See *Note 6. Real Estate Investments* for further discussion of our property sales.

**LTC PROPERTIES, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The FASB addresses when a company should include in its financial statements the assets, liabilities and activities of another entity. The guidance requires that we consolidate a "variable interest entity" if we are determined to be the primary beneficiary of the equity. The guidance also requires disclosure about "variable interest entities" that we are not required to consolidate but in which we have a significant variable interest. We believe that as of December 31, 2013, we do not have investments in any entities that meet the definition of a "variable interest entity."

*Use of Estimates.* Preparation of the consolidated financial statements in conformity with U.S. generally accepted accounting principles (or GAAP) requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

*Cash Equivalents.* Cash equivalents consist of highly liquid investments with a maturity of three months or less when purchased and are stated at cost which approximates market.

*Owned Properties.* We make estimates as part of our allocation of the purchase price of acquisitions to the various components of the acquisition based upon the relative fair value of each component. In determining fair value, we use current appraisals or other third party opinions of value. The most significant components of our allocations are typically the allocation of fair value to land and buildings and, for certain of our acquisitions, in-place leases and other intangible assets. In the case of the fair value of buildings and the allocation of value to land and other intangibles, the estimates of the values of these components will affect the amount of depreciation and amortization we record over the estimated useful life of the property acquired or the remaining lease term. In the case of the value of in-place leases, the appraisers make best estimates based on the evaluation of the specific characteristics of each tenant's lease. Factors considered include estimates of carrying costs during hypothetical expected lease-up periods, market conditions and costs to execute similar leases. These assumptions affect the amount of future revenue that we will recognize over the remaining lease term for the acquired in-place leases. We evaluate each purchase transaction to determine whether the acquired assets meet the definition of a business. Transaction costs related to acquisitions that are not deemed to be businesses are included in the cost basis of the acquired assets, while transaction costs related to acquisitions that are deemed to be businesses are expensed as incurred.

We capitalize direct construction and development costs, including predevelopment costs, interest, property taxes, insurance and other costs directly related and essential to the acquisition, development or construction of a real estate asset. We capitalize construction and development costs while substantive activities are ongoing to prepare an asset for its intended use. We consider a construction project as substantially complete and held available for occupancy upon the issuance of the certificate of occupancy. Costs incurred after a project is substantially complete and ready for its intended use, or after development activities have ceased, are expensed as incurred. For redevelopment, renovation and expansion of existing operating properties, we capitalize the cost for the construction and improvement incurred in connection with the redevelopment, renovation and expansion. Costs previously capitalized related to abandoned acquisitions or developments are charged to earnings. Expenditures for repairs and maintenance are expensed as incurred.

Depreciation is computed principally by the straight-line method for financial reporting purposes over the estimated useful lives of the assets, which range from 3 to 5 years for computers, 5 to 15 years for furniture and equipment, 35 to 45 years for buildings, 10 to 20 years for building improvements and the respective lease term for acquired lease intangibles.

**LTC PROPERTIES, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Mortgage Loans Receivable.* Mortgage loans receivable we originate are recorded on an amortized cost basis. Mortgage loans we acquire are recorded at fair value at the time of purchase net of any related premium or discount which is amortized as a yield adjustment to interest income over the life of the loan.

*Allowance for Doubtful Accounts.* We maintain an allowance for doubtful accounts. The allowance for doubtful accounts is based upon the expected collectability of our receivables and is maintained at a level believed adequate to absorb potential losses in our receivables. In determining the allowance we perform a quarterly evaluation of all receivables. If this evaluation indicates that there is a greater risk of receivable charge-offs, additional allowances are recorded in current period earnings. During the fourth quarter of 2013, we wrote-off an \$878,000 straight-line rent receivable balance related to the transition of four assisted living properties to a new lessee.

*Impairments.* Assets that are classified as held for use are periodically evaluated for impairment when events or changes in circumstances indicate that the asset may be impaired or the carrying amount of the asset may not be recoverable through future undiscounted cash flows. Management assesses the impairment of properties individually and impairment losses are calculated as the excess of the carrying amount over the estimated fair value of assets as of the measurement date. In determining fair value, we use current appraisals or other third party opinions of value and other estimates of fair value such as estimated discounted future cash flows.

Also, we evaluate the carrying values of mortgage loans receivable on an individual basis. Management periodically evaluates the realizability of future cash flows from the mortgage loan receivable when events or circumstances, such as the non-receipt of principal and interest payments and/or significant deterioration of the financial condition of the borrower, indicate that the carrying amount of the mortgage loan receivable may not be recoverable. An impairment charge is recognized in current period earnings and is calculated as the difference between the carrying amount of the mortgage loan receivable and the discounted cash flows expected to be received, or if foreclosure is probable, the fair value of the collateral securing the mortgage.

*Fair Value of Financial Instruments.* The FASB requires the disclosure of fair value information about financial instruments for which it is practicable to estimate that value. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. In that regard, the derived fair value estimates cannot be substantiated by comparison to independent markets and, in many cases, could not be realized in immediate settlement of the instrument. Accordingly, the aggregate fair market value amounts presented in the notes to these consolidated financial statements do not represent our underlying carrying value in financial instruments.

The FASB provides guidance for using fair value to measure assets and liabilities, the information used to measure fair value, and the effect of fair value measurements on earnings. The FASB emphasizes that fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, the FASB establishes a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy). Level 1 inputs utilize quoted prices (unadjusted) in active

**LTC PROPERTIES, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

markets for identical assets or liabilities that we have the ability to access. Level 2 inputs are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs may include quoted prices for similar assets and liabilities in active markets, as well as inputs that are observable for the asset or liability (other than quoted prices).

The fair value guidance issued by the FASB excludes accounting pronouncements that address fair value measurements for purposes of lease classification or measurement. However, this scope exception does not apply to assets acquired and liabilities assumed in a business combination that are required to be measured at fair value, regardless of whether those assets and liabilities are related to leases.

In accordance with the accounting guidance regarding the fair value option for financial assets and financial liabilities, entities are permitted to choose to measure certain financial assets and liabilities at fair value, with the change in unrealized gains and losses on items for which the fair value option has been elected reported in earnings. We have not elected the fair value option for any of our financial assets or liabilities.

The FASB requires disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. See *Note 16. Fair Value Measurements* for the disclosure about fair value of our financial instruments.

*Investments.* Investments in marketable debt and equity securities are categorized as trading, available-for-sale or held-to-maturity. Available-for-sale securities are stated at fair value, with the unrealized gains and losses, reported in other comprehensive income until realized. Realized gains and losses and declines in value judged to be other-than-temporary on available-for-sale securities are included in net income. The cost of securities sold is based on the specific identification method. Interest and dividends on securities classified as available-for-sale are included in interest and other income. Our investment in marketable debt securities is classified as held-to-maturity because we have the positive intent and ability to hold the securities to maturity. Held-to-maturity securities are stated at amortized cost, adjusted for amortization of premiums and accretion of discounts to maturity.

ASC No. 320, *Investments Debt and Equity Securities*, requires an entity to assess whether it intends to sell, or it is more likely than not that it will be required to sell, a debt security in an unrealized loss position before recovery of its amortized cost basis. If either of these criteria is met, the entire difference between fair value and amortized cost is recognized as impairment through earnings. For securities that do not meet the aforementioned criteria, the amount of impairment is split into two components as follows: 1) other-than-temporary impairment (or OTTI) related to other factors such as an entity's ability to make scheduled interest or principal payments on the debt securities, which is recognized in other comprehensive income and 2) OTTI related to credit loss, which must be recognized in the income statement. The credit loss is determined as the difference between the present value of the cash flows expected to be collected and the amortized cost basis.

*Revenue Recognition.* Interest income on mortgage loans is recognized using the effective interest method. We follow a policy related to mortgage interest whereby we consider a loan to be non-performing after 60 days of non-payment of amounts due and do not recognize unpaid mortgage interest income from that loan until the past due amounts have been received.

Rental income from operating leases is generally recognized on a straight-line basis over the terms of the leases. Substantially all of our leases contain provisions for specified annual increases over the

LTC PROPERTIES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

rents of the prior year and are generally computed in one of four methods depending on specific provisions of each lease as follows:

- (i) a specified annual increase over the prior year's rent, generally between 2.0% and 3.0%;
- (ii) a calculation based on the Consumer Price Index;
- (iii) as a percentage of facility net patient revenues in excess of base amounts or
- (iv) specific dollar increases.

The FASB does not provide for the recognition of contingent revenue until all possible contingencies have been eliminated. We consider the operating history of the lessee and the general condition of the industry when evaluating whether all possible contingencies have been eliminated and have historically, and expect in the future, to not include contingent rents as income until received. We follow a policy related to rental income whereby we consider a lease to be non-performing after 60 days of non-payment of past due amounts and do not recognize unpaid rental income from that lease until the amounts have been received.

Rental revenues relating to non-contingent leases that contain specified rental increases over the life of the lease are recognized on the straight-line basis. Recognizing income on a straight-line basis requires us to calculate the total non-contingent rent containing specified rental increases over the life of the lease and to recognize the revenue evenly over that life. This method results in rental income in the early years of a lease being higher than actual cash received, creating a straight-line rent receivable asset included in our consolidated balance sheet. At some point during the lease, depending on its terms, the cash rent payments eventually exceed the straight-line rent which results in the straight-line rent receivable asset decreasing to zero over the remainder of the lease term. We assess the collectability of straight-line rent in accordance with the applicable accounting standards and our reserve policy. If the lessee becomes delinquent in rent owed under the terms of the lease, we may provide a reserve against the recognized straight-line rent receivable asset for a portion, up to its full value, that we estimate may not be recoverable.

Net loan fee income and commitment fee income are amortized over the life of the related loan. Costs associated with leases are deferred and allocated over the lease term in proportion to the recognition of rental income.

*Federal Income Taxes.* LTC qualifies as a REIT under the Internal Revenue Code of 1986, as amended, and as such, no provision for Federal income taxes has been made. A REIT is required to distribute at least 90% of its taxable income to its stockholders and a REIT may deduct dividends in computing taxable income. If a REIT distributes 100% of its taxable income and complies with other Internal Revenue Code requirements, it will generally not be subject to Federal income taxation.

For Federal tax purposes, depreciation is generally calculated using the straight-line method over a period of 27.5 years. Earnings and profits, which determine the taxability of distributions to stockholders, use the straight-line method over 40 years. Both Federal taxable income and earnings and profits differ from net income for financial statement purposes principally due to the treatment of certain interest income, rental income, other expense items, impairment charges and the depreciable lives and basis of assets. At December 31, 2013, the tax basis of our net depreciable assets exceeds our book basis by approximately \$22,680,000 (*unaudited*), primarily due to an investment recorded as an acquisition for tax and a mortgage loan for GAAP.



LTC PROPERTIES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The FASB clarified the accounting for income taxes by prescribing the minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. The guidance utilizes a two-step approach for evaluating tax positions. Recognition (step one) occurs when a company concludes that a tax position, based solely on its technical merits, is more likely than not to be sustained upon examination. Measurement (step two) is only addressed if step one has been satisfied (i.e., the position is more likely than not to be sustained). Under step two, the tax benefit is measured as the largest amount of benefit (determined on a cumulative probability basis) that is more likely than not to be realized upon ultimate settlement. We currently do not have any uncertain tax positions that would not be sustained on its technical merits on a more-likely than not basis.

We may from time to time be assessed interest or penalties by certain tax jurisdictions. In the event we have received an assessment for interest and/or penalties, it has been classified in our consolidated financial statements as General and administrative expenses.

*Concentrations of Credit Risks.* Financial instruments which potentially subject us to concentrations of credit risk consist primarily of cash and cash equivalents, mortgage loans receivable, marketable debt securities and operating leases on owned properties. Our financial instruments, mortgage loans receivable and operating leases, are subject to the possibility of loss of carrying value as a result of the failure of other parties to perform according to their contractual obligations or changes in market prices which may make the instrument less valuable. We obtain various collateral and other protective rights, and continually monitor these rights, in order to reduce such possibilities of loss. In addition, we provide reserves for potential losses based upon management's periodic review of our portfolio. See *Note 3. Major Operators* for further discussion of concentrations of credit risk from our tenants.

*Discontinued Operations.* Properties classified as held-for-sale on the consolidated balance sheet include only those properties available for immediate sale in their present condition and for which management believes that it is probable that a sale of the property will be completed within one year. Accordingly, we record reclassification adjustments to reflect properties sold subsequent to the respective consolidated balance sheet date as held-for-sale in the prior period consolidated balance sheet. Properties held-for-sale are carried at the lower of cost or fair value less estimated selling costs. No depreciation expense is recognized on properties held-for-sale once they have been classified as such. The operating results of real estate assets designated as held-for-sale are included in discontinued operations in the consolidated statement of income. In addition, all gains and losses from real estate sold are also included in discontinued operations. For comparative purposes, as required by the FASB accounting guidance, the prior years' operating results of sold and held-for-sale real estate assets have been reclassified to discontinued operations in the consolidated income statement for the prior years.

*Net Income Per Share.* Basic earnings per share is calculated using the weighted-average shares of common stock outstanding during the period excluding common stock equivalents. Diluted earnings per share includes the effect of all dilutive common stock equivalents.

In accordance with the accounting guidance regarding the determination of whether instruments granted in share-based payments transactions are participating securities, we have applied the two-class method of computing basic earnings per share. This guidance clarifies that outstanding unvested share-based payment awards that contain rights to non-forfeitable dividends participate in undistributed earnings with common stockholders and are considered participating securities.

*Stock-Based Compensation.* The FASB requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values.

LTC PROPERTIES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

We use the Black-Scholes-Merton formula to estimate the value of stock options granted to employees. This model requires management to make certain estimates including stock volatility, expected dividend yield and the expected term. If management incorrectly estimates these variables, the results of operations could be affected. The FASB also requires the benefits of tax deductions in excess of recognized compensation cost to be reported as a financing cash flow. Because we qualify as a REIT under the Internal Revenue Code of 1986, as amended, we are generally not subject to Federal income taxation. Therefore, this reporting requirement does not have an impact on our statement of cash flows.

*Segment Disclosures.* The FASB accounting guidance regarding disclosures about segments of an enterprise and related information establishes standards for the manner in which public business enterprises report information about operating segments. Our investment decisions in senior housing and long term care properties, including mortgage loans, property lease transactions and other investments, are made and resulting investments are managed as a single operating segment for internal reporting and for internal decision-making purposes. Therefore, we have concluded that we operate as a single segment.

*Impact of New Accounting Pronouncement.*

In February 2013, the FASB issued Accounting Standards Update No. 2013-02, *Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income* (or ASU 2013-02). This update requires an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income. The adoption of ASU 2013-02 on January 1, 2013 did not have a material impact on our consolidated financial position or results of operations.

**3. Major Operators**

We have four operators from each of which we derive over 10% of our combined rental revenue and interest income from mortgage loans. Additionally, we have one operator from which we would have derived over 10% of our combined rental revenue and interest income from mortgage loans if we had a full year of interest income from a mortgage loan we originated during the fourth quarter of 2013.

Senior Care Centers, LLC (or Senior Care) is a privately held company. During 2013, we entered into an amended and restated master lease agreement with Senior Care to include four skilled nursing properties which were previously operated by and subleased to Senior Care. Under the new amended and restated master lease agreement, Senior Care leases nine skilled nursing properties with a total of 1,190 beds owned by us representing approximately 11.3%, or \$104,984,000, of our total assets at December 31, 2013 and 11.3% of our combined rental revenue and interest income from mortgage loans recognized for the year ended December 31, 2013.

In 2006, Extencicare Services, Inc. (or EHSI), one of our major operators, effected a reorganization whereby it completed a spin-off of Assisted Living Concepts, Inc. (or ALC). The remaining EHSI assets and operations were converted into a Canadian REIT (Extencicare REIT) listed on the Toronto Stock Exchange (or TSX). During 2012, Extencicare REIT converted from an income trust structure to a corporate structure under a corporation named Extencicare, Inc. (or Extencicare). Both Extencicare and ALC continue to be parties to the leases with us. On July 11, 2013,

**LTC PROPERTIES, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

ALC merged with Aid Holdings, LLC, a Delaware limited liability company (or Aid Holdings), and Aid Merger Sub, LLC, a Delaware limited liability company and a wholly owned subsidiary of Aid Holdings (or Aid Merger Sub). Aid Holdings and Aid Merger Sub are affiliates of TPG Capital, L.P.

Extendicare and ALC collectively lease 37 assisted living properties with a total of 1,430 units owned by us representing approximately 5.5%, or \$51,299,000, of our total assets at December 31, 2013 and 10.5% of our combined rental revenue and interest income from mortgage loans recognized for the year ended December 31, 2013. The Extendicare and ALC master lease expires on December 31, 2014. In January 2014, we retained CS Capital Advisors, LLC, as our advisors, to assist in the marketing and re-leasing process of these properties.

Brookdale Senior Living Communities, Inc. (or Brookdale Communities) is a wholly owned subsidiary of a publicly traded company, Brookdale Senior Living, Inc. (or Brookdale). Brookdale Communities leases 35 assisted living properties with a total of 1,414 units owned by us representing approximately 5.5%, or \$51,581,000, of our total assets at December 31, 2013 and 10.5% of our combined rental revenue and interest income from mortgage loans recognized for the year ended December 31, 2013.

Preferred Care, Inc. (or Preferred Care), through various wholly owned subsidiaries, operates 27 skilled nursing properties and two range of care properties that we own or on which we hold mortgages secured by first trust deeds. These properties consist of a total of 3,354 skilled nursing beds and 49 assisted living units. This represents approximately 5.4%, or \$50,132,000, of our total assets at December 31, 2013 and 10.2% of our combined rental revenue and interest income from mortgage loans recognized for the year ended December 31, 2013. They also operate one skilled nursing property under a sub-lease with another lessee we have which is not included in the Preferred Care rental revenue and interest income from mortgage loans.

Prestige Healthcare is a privately held company. In October 2013, we funded a \$124,387,000 mortgage loan with Prestige Healthcare secured by 15 skilled nursing properties with a total of 2,092 beds. They also lease two range of care properties with a total of 118 skilled nursing beds and 93 assisted living units owned by us with an asset value of \$10,967,000. Additionally, they manage four parcels of land that we own with an asset value of \$1,163,000. These assets represent 14.7% or \$136,517,000 of our total assets at December 31, 2013 and generated 3.1% of our combined rental revenue and interest income from mortgage loans recognized for the year ended December 31, 2013 (or 11.5% of our combined rental revenue and interest income from mortgage loans for the year ended December 31, 2013 assuming we held the mortgage for the full year of 2013).

Our financial position and ability to make distributions may be adversely affected by financial difficulties experienced by Extendicare, ALC, Brookdale Communities, Preferred Care, Senior Care, Prestige Healthcare, or any of our lessees and borrowers, including any bankruptcies, inability to emerge from bankruptcy, insolvency or general downturn in business of any such operator, or in the event any such operator does not renew and/or extend its relationship with us or our borrowers when it expires.

## LTC PROPERTIES, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 4. Supplemental Cash Flow Information

	For the year ended December 31,		
	2013	2012	2011
	(in thousands)		
Non-cash investing and financing transactions:			
Acquisition of real estate investments	\$	\$	\$ 5,975 <sup>(1)</sup>
Capitalized interest	932	130	45
Redemption of non-controlling interest		396	
Restricted stock issued, net of cancellations		1	

<sup>(1)</sup> We purchased four skilled nursing properties with 524-beds in Texas for \$50,841 which consists of \$41,000 in cash at closing with the remainder in the form of contingent payments if certain operational thresholds are met. During 2013 and 2011, we paid \$7,000 and \$4,000, respectively, related to the contingent earn-out payments which have been included in the line item *Payment of earn-out liabilities* on our consolidated statement of cash flows. See *Note 11. Commitments and Contingencies* for further discussion.

## 5. Impairment

No impairment charges on our real estate investments held and used and on our mortgage loans receivable were recorded during 2013, 2012 or 2011. However in past years, the long term care industry experienced significant adverse changes which resulted in operating losses by certain of our lessees and borrowers and in some instances the filing by certain lessees and borrowers for bankruptcy protection. Thus, we cannot predict what, if any, impairment charges may be needed in the future.

## 6. Real Estate Investments

Any reference to the number of properties, number of schools, number of units, number of beds, and yield on investments in real estate are unaudited and outside the scope of our independent registered public accounting firm's audit of our consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board.

*Owned Properties.* The following table summarizes our investment in owned properties at December 31, 2013 (*dollar amounts in thousands*):

Type of Property	Gross Investments	Percentage of Investments	Number of Properties <sup>(1)</sup>	Number of		Average Investment per Bed/Unit
				SNF Beds	ALF Units	
Skilled Nursing	\$ 458,759	48.9%	68	8,264		\$ 55.51
Assisted Living	399,912	42.7%	98		4,641	\$ 86.17
Range of Care	43,907	4.7%	8	634	274	\$ 48.36
Under Development <sup>(2)</sup>	21,432	2.3%				
Other <sup>(3)</sup>	13,607	1.4%	2			
Totals	\$ 937,617	100.0%	176	8,898	4,915	

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- (1) We have investments in 27 states leased to 33 different operators.
- (2) Includes three MC developments with a total of 168 units, a combination ALF and MC development with a total of 81 units, and a SNF development with 143 beds.
- (3) Includes two schools properties and four parcels of land held-for-use.

## LTC PROPERTIES, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Owned properties are leased pursuant to non-cancelable operating leases generally with an initial term of 10 to 15 years. Each lease is a triple net lease which requires the lessee to pay all taxes, insurance, maintenance and repairs, capital and non-capital expenditures and other costs necessary in the operations of the facilities. Many of the leases contain renewal options. The leases provide for fixed minimum base rent during the initial and renewal periods. The majority of our leases contain provisions for specified annual increases over the rents of the prior year that are generally computed in one of four ways depending on specific provisions of each lease:

- (i) a specified annual increase over the prior year's rent, generally between 2.0% and 3.0%;
- (ii) a calculation based on the Consumer Price Index;
- (iii) as a percentage of facility net patient revenues in excess of base amounts or
- (iv) specific dollar increases.

We received no contingent rent income for the year ended December 31, 2013. Contingent rent income for the years ended December 31, 2012 and 2011 was not significant in relation to contractual base rent income.

The following table summarizes our acquisitions during 2013 (*dollar amounts in thousands*):

Type of Property	Purchase Price	Transaction Costs	Total Acquisition Costs	Number of Properties	Number of Beds/Units
Skilled Nursing <sup>(1)</sup>	\$ 14,402	\$ 58	\$ 14,460	1	120
Land <sup>(2)</sup>	4,638		4,638		
<b>Totals</b>	<b>\$ 19,040</b>	<b>\$ 58</b>	<b>\$ 19,098</b>	<b>1</b>	<b>120</b>

(1) A skilled nursing property located in Florida which was added to a master lease at an incremental initial cash yield of 8.75%.

(2) We purchased three vacant parcels of land in Colorado for a total of \$3,475 under a pipeline agreement whereby we have the opportunity to finance any senior housing development project or acquisition originated by an operator through May 2018 (unless earlier terminated as provided for therein). The land was added to an existing master lease and we entered into development commitments in an amount not to exceed \$30,256 to fund the construction of three memory care properties, two with 60 units and the other with 48 units. We also purchased four parcels of land held-for-use in Michigan for \$1,163.

During the twelve months ended December 31, 2013, one of our lessees exercised its option to purchase six skilled nursing properties located in Ohio with a total of 230 beds for an all cash purchase price of \$11,000,000. As a result, we recorded a \$2,619,000 gain on sale. Also, during 2013, we sold a 47-bed skilled nursing property in Colorado for \$1,000 and recognized a loss of \$1,014,000 on the sale.

## LTC PROPERTIES, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

During the twelve months ended December 31, 2013, we completed the following construction projects:

Completed Date	Type of Property	Number of Beds/Units	State	Completed Date	2013 Funding	Total Funding
Jul 2013	Assisted Living <sup>(1)</sup>	60	Colorado	Jul 2013	\$ 4,316	\$ 9,850
Jul 2013	Skilled Nursing <sup>(2)</sup>	120	Texas	Jul 2013	5,065	8,635
Oct 2013	Assisted Living <sup>(3)</sup>	77	Kansas	Oct 2013	8,081	9,675 <sup>(3)</sup>
Totals		257			\$ 17,462	\$ 28,160

(1) This new property is a Memory Care property. The funded amount includes acquired land of \$1,882.

(2) This new property replaces a skilled nursing property in our existing portfolio.

(3) The funded amount includes acquired land of \$730.

We have a commitment to provide, under certain conditions, up to \$5,000,000 per year through December 2014 to an existing operator for expansion of the 37 properties they lease from us. The estimated yield of this commitment is 9.5% plus the positive difference, if any, between the average yields on the U.S. Treasury 10-year note for the five days prior to funding, minus 420 basis points. As of December 31, 2013, no funds have been requested under this commitment.

Excluding the \$5,000,000 per year commitment above, the following table summarizes our investment commitments as of December 31, 2013 and year to date funding on our development, redevelopment, renovation, and expansion projects (*excludes capitalized interest, dollar amounts in thousands*):

Type of Property	Investment Commitment	2013 Funding <sup>(2)</sup>	Commitment Funded	Remaining Commitment	Number of Properties	Number of Beds/Units
Skilled Nursing	\$ 29,650	\$ 7,221	\$ 12,757	\$ 16,893	6	640
Assisted Living <sup>(1)</sup>	50,656	9,614	10,661	39,995	7	385
Totals	\$ 80,306	\$ 16,835 <sup>(3)</sup>	\$ 23,418	\$ 56,888 <sup>(3)</sup>	13	1,025