

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

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(MARK ONE)

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

For the quarterly period ended September 30, 2011

OR

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

For the transition period from to

Commission file number 1-9321

UNIVERSAL HEALTH REALTY INCOME
TRUST

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(Exact name of registrant as specified in its charter)

MARYLAND
(State or other jurisdiction of
incorporation or organization)

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

UNIVERSAL CORPORATE CENTER

367 SOUTH GULPH ROAD

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

19406
(Zip Code)

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

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

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

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

Large accelerated filer Accelerated Filer

Non-accelerated filer Smaller reporting company

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

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

UNIVERSAL HEALTH REALTY INCOME TRUST

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

(amounts in thousands, except per share amounts)

(unaudited)

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

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Weighted average number of shares and equivalents outstanding - Diluted	12,651	12,325	12,648	12,172
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See accompanying notes to condensed consolidated financial statements.

Universal Health Realty Income Trust
Condensed Consolidated Balance Sheets

(dollar amounts in thousands)

(unaudited)

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

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

See accompanying notes to condensed consolidated financial statements.

Universal Health Realty Income Trust

Condensed Consolidated Statements of Cash Flows

(amounts in thousands)

(unaudited)

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

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Cash and cash equivalents, end of period	\$787	\$1,061
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Supplemental disclosures of cash flow information:

Interest paid	\$1,297	\$1,540
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Supplemental disclosures of non-cash information:

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

See accompanying notes to these consolidated financial statements.

UNIVERSAL HEALTH REALTY INCOME TRUST

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2011

(unaudited)

(1) General

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

UHS Other Matters:

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

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

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

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

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

(3) Dividends

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

(4) Acquisitions and Dispositions

Nine Months Ended September 30, 2011:

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

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

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

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

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

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

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

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

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

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

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

Nine Months Ended September 30, 2010:

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

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

(5) Summarized Financial Information of Equity Affiliates

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

\$ 268,074

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

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

(6) Recent Accounting Pronouncements

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

(7) Long-term debt

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

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

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

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

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

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

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

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

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

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

(8) Segment Reporting

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

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

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

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

Overview

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

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

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

four pre-school and childcare centers.

Forward Looking Statements and Certain Risk Factors

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

competition for our operators from other REITs;

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

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

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

fluctuations in the value of our common stock, and;

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

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

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

Critical Accounting Policies and Estimates

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Results of Operations

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

(amounts in thousands)

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

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

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

Nine Months Ended September 30, 2010	As reported in Consolidated Statements of Income	Jan September, 2010 Statements of Income for Summerlin II	As Adjusted
Revenues	\$ 22,288	\$ 1,859	\$ 20,429