Kennedy-Wilson Holdings, Inc.
Form 424B3
November 09, 2012

Filed by Kennedy-Wilson Holdings, Inc.
pursuant to Rule 424(b)(3) under the Securities Act of 1933
Commission File No.: 333-164926

QUARTERLY REPORT ON FORM 10-Q

On November 9, 2012, Kennedy-Wilson Holdings, Inc. filed with the Securities and Exchange Commission its Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, which is reproduced below as Appendix A to this filing.

In connection with the offering (the “Offering”) of up to 20,278,690 shares of common stock and 4,993,471 warrants to purchase common stock of Kennedy-Wilson Holdings, Inc. (the “Company”) by certain selling security holders, the Company has filed with the Securities and Exchange Commission (“SEC”) a registration statement (the “Registration Statement”) on Form S-1 (No. 333-164926), as amended, which was declared effective on June 11, 2010. A prospectus, dated June 11, 2010, covering the Offering was filed with the SEC on June 11, 2010 (as supplemented from time to time, the “Prospectus”).

ANY POTENTIAL INVESTORS IN THE SECURITIES OF THE COMPANY ARE URGED TO READ THE PROSPECTUS AND THIS PROSPECTUS SUPPLEMENT CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE OFFERING.

This Prospectus Supplement and the Prospectus are required to be delivered by the selling security holders of the above-referenced securities or by their transferees, pledges, donees or their successors in connection with the offer and sale of the above-referenced securities.

The information contained herein, including the information attached hereto, supplements and supersedes, in part, the information contained in the Prospectus. This Prospectus Supplement should be read in conjunction with the Prospectus, and is qualified by reference to the Prospectus except to the extent that the information in this Prospectus Supplement supersedes the information contained in the Prospectus.

You may obtain a copy of the Registration Statement, the Prospectus and this Prospectus Supplement, as well as other filings containing information about the Company, without charge, at the SEC's Internet site (http://www.sec.gov). Copies of the Registration Statement, the Prospectus and this Prospectus Supplement can also be obtained, without charge, from the Company's corporate website at www.kennedywilson.com, or by directing a request to the Company, Attention: Investor Relations, 9701 Wilshire Blvd., Suite 700, Beverly Hills, California 90212.

In addition to the documents described above, the Company files annual, quarterly and current reports, proxy statements and other information with the SEC, which are available at the SEC's website at www.sec.gov or at the Company's website at www.kennedywilson.com.

THIS FILING IS FOR INFORMATION PURPOSES ONLY AND SHALL NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY SECURITIES, NOR SHALL THERE BE ANY SALE OF SECURITIES IN ANY JURISDICTION IN WHICH SUCH SOLICITATION OR SALE WOULD BE UNLAWFUL PRIOR TO REGISTRATION OR QUALIFICATION UNDER THE SECURITIES LAWS OF SUCH JURISDICTION.

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2012

Or

o 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 001-33824

Kennedy-Wilson Holdings, Inc.
(Exact name of Registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	26-0508760 (I.R.S. Employer Identification No.)

9701 Wilshire Blvd., Suite 700
Beverly Hills, CA 90212
(Address of principal executive offices)
Registrant's telephone number, including area code:
(310) 887-6400

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 x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, 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 x No o

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 definition of "large accelerated filer, accelerated filer and smaller reporting company" in Rule 12b-2 of the Exchange Act). (Check one):

Large Accelerated Filer	o	Accelerated Filer	x
Non-Accelerated Filer	o	Smaller Reporting Company	o

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

The number of shares of common stock outstanding as of November 6, 2012 was 63,772,598.

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FORWARD-LOOKING STATEMENTS

Statements made by us in this report and in other reports and statements released by us that are not historical facts constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These forward-looking statements are necessarily estimates reflecting the judgment of our senior management based on our current estimates, expectations, forecasts and projections and include comments that express our current opinions about trends and factors that may impact future operating results. Disclosures that use words such as "believe," "anticipate," "estimate," "intend," "could," "plan," "expect," "project" or the negative of these, as well as similar expressions, a intended to identify forward-looking statements. These statements are not guarantees of future performance, rely on a number of assumptions concerning future events, many of which are outside of our control, and involve known and unknown risks and uncertainties that could cause our actual results, performance or achievement, or industry results, to differ materially from any future results, performance or achievements, expressed or implied by such forward-looking statements. These risks and uncertainties may include these factors and the risks and uncertainties described elsewhere in this report and other filings with the Securities and Exchange Commission (the "SEC"), including the Item 1A. "Risk Factors" section of our annual report on Form 10-K for the year ended December 31, 2011. Any such forward-looking statements, whether made in this report or elsewhere, should be considered in the context of the various disclosures made by us about our businesses including, without limitation, the risk factors discussed in our filings with the SEC. Except as required under the federal securities laws and the rules and regulations of the SEC, we do not have any intention or obligation to update publicly any forward-looking statements, whether as a result of new information, future events, changes in assumptions, or otherwise.

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PART I
FINANCIAL INFORMATION

Item 1. Financial Statements

Kennedy-Wilson Holdings, Inc. and Subsidiaries
Consolidated Balance Sheets

	September 30, 2012 (unaudited)	December 31, 2011
Assets		
Cash and cash equivalents	$126,804,000	$115,926,000
Accounts receivable	3,378,000	3,114,000
Accounts receivable — related parties	19,504,000	15,612,000
Notes receivable	43,391,000	7,938,000
Notes receivable — related parties	40,101,000	33,269,000
Real estate, net of accumulated depreciation	111,517,000	115,880,000
Investments in joint ventures ($50,995,000 and $51,382,000 carried at fair value as of September 30, 2012 and December 31, 2011, respectively)	380,563,000	343,367,000
Investments in loan pool participations	102,854,000	89,951,000
Marketable securities	10,265,000	23,005,000
Other assets	19,955,000	20,749,000
Goodwill	23,965,000	23,965,000
Total assets	$882,297,000	$792,776,000
Liabilities and equity		
Liabilities		
Accounts payable	$1,306,000	$1,798,000
Accrued expenses and other liabilities	29,129,000	24,262,000
Accrued salaries and benefits	5,600,000	14,578,000
Deferred tax liability	19,610,000	18,437,000
Senior notes payable	249,425,000	249,385,000
Mortgage loans payable	30,748,000	30,748,000
Junior subordinated debentures	40,000,000	40,000,000
Total liabilities	375,818,000	379,208,000
Equity		
Cumulative preferred stock, $0.0001 par value: 1,000,000 shares authorized $1,000 per share liquidation preference:		
6.00% Series A, 100,000 shares issued and outstanding as of September 30, 2012 and December 31, 2011, mandatorily convertible on May 19, 2015	—	—
6.45% Series B, 32,550 shares issued and outstanding as of September 30, 2012 and December 31, 2011, mandatorily convertible on November 3, 2018	—	—
Common stock, $0.0001 par value: 125,000,000 shares authorized, 64,789,646 and 52,989,646 shares issued and 63,772,598 and 51,825,998 shares outstanding as of September 30, 2012 and December 31, 2011, respectively	6,000	5,000

Additional paid-in capital	514,586,000	407,335,000
Retained earnings (accumulated deficit)	(11,583,000)	9,708,000
Accumulated other comprehensive income	11,786,000	5,035,000
Common stock held in treasury, at cost, $0.0001 par value, 1,017,048 and 1,163,648 held at September 30, 2012 and December 31, 2011, respectively	(9,856,000)	(11,848,000)
Total Kennedy-Wilson Holdings, Inc. shareholders' equity	504,939,000	410,235,000
Noncontrolling interests	1,540,000	3,333,000
Total equity	506,479,000	413,568,000
Total liabilities and equity	$882,297,000	$792,776,000

See accompanying notes to consolidated financial statements.

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Kennedy-Wilson Holdings, Inc. and Subsidiaries
Consolidated Statements of Operations
(unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2012	2011	2012	2011
Revenue				
Management and leasing fees	$4,015,000	$4,862,000	$11,272,000	$9,657,000
Management and leasing fees — related parties	6,320,000	2,989,000	18,036,000	8,151,000
Commissions	1,477,000	1,329,000	3,513,000	4,842,000
Commissions — related parties	668,000	1,930,000	2,652,000	3,587,000
Sale of real estate	1,275,000	—	1,275,000	417,000
Rental and other income	1,485,000	1,666,000	4,432,000	3,359,000
Total revenue	15,240,000	12,776,000	41,180,000	30,013,000
Operating expenses				
Commission and marketing expenses	1,371,000	1,641,000	3,676,000	3,015,000
Compensation and related expenses	11,364,000	8,473,000	30,658,000	24,562,000
Cost of real estate sold	1,275,000	—	1,275,000	397,000
General and administrative	5,014,000	3,329,000	13,571,000	9,183,000
Depreciation and amortization	989,000	931,000	2,903,000	1,828,000
Rental operating expenses	847,000	1,195,000	2,638,000	2,248,000
Total operating expenses	20,860,000	15,569,000	54,721,000	41,233,000
Equity in joint venture income (loss)	1,848,000	(646,000)	12,472,000	7,229,000
Interest income from loan pool participations and notes receivable	3,712,000	1,048,000	7,126,000	5,835,000
Operating (loss) income	(60,000)	(2,391,000)	6,057,000	1,844,000
Non-operating income (expense)				
Interest income	40,000	74,000	95,000	264,000
Interest income — related party	139,000	561,000	2,408,000	970,000
Remeasurement gain	—	—	—	6,348,000
Gain on sale of marketable securities	—	—	2,931,000	—
Realized foreign currency exchange loss	(6,000)	—	(80,000)	—
Interest expense	(6,755,000)	(6,117,000)	(19,979,000)	(13,874,000)
Loss from continuing operations before benefit from income taxes	(6,642,000)	(7,873,000)	(8,568,000)	(4,448,000)
Benefit from income taxes	2,500,000	2,997,000	5,121,000	2,162,000
Loss from continuing operations	(4,142,000)	(4,876,000)	(3,447,000)	(2,286,000)
Discontinued Operations				
Income from discontinued operations, net of income taxes	—	—	2,000	—
Loss from sale of real estate, net of income taxes	—	—	(212,000)	—
Net loss	(4,142,000)	(4,876,000)	(3,657,000)	(2,286,000)
Net (income) loss attributable to the noncontrolling interests	(64,000)	42,000	(2,990,000)	(1,295,000)
Net loss attributable to Kennedy-Wilson Holdings, Inc.	(4,206,000)	(4,834,000)	(6,647,000)	(3,581,000)
Preferred dividends and accretion of preferred stock issuance costs	(2,036,000)	(2,036,000)	(6,108,000)	(6,708,000)
	$(6,242,000)	$(6,870,000)	$(12,755,000)	$(10,289,000)

Net loss attributable to Kennedy-Wilson Holdings, Inc. common shareholders				
Basic and diluted loss per share attributable to Kennedy-Wilson Holdings, Inc. common shareholders				
Continuing operations	$(0.11)	$(0.16)	$(0.23)	$(0.25)
Discontinued operations, net of income taxes	$—	$—	$—	$—
Earning per share - basic and diluted [a]	$(0.11)	$(0.16)	$(0.24)	$(0.25)
Weighted average number of common shares outstanding	58,043,357	44,016,880	53,551,708	40,712,496
Dividends declared per common share	$0.05	$0.04	$0.15	$0.08

[a] EPS amounts may not add due to rounding.

See accompanying notes to consolidated financial statements.

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Kennedy-Wilson Holdings, Inc. and Subsidiaries
Consolidated Statements of Comprehensive (Loss) Income
(unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2012	2011	2012	2011
Net loss	$(4,142,000)	$(4,876,000)	$(3,657,000)	$(2,286,000)
Other comprehensive (loss) income, net of tax:				
Unrealized (loss) gain on marketable securities	(37,000)	(4,592,000)	3,428,000	(4,592,000)
Unrealized foreign currency translation gain	3,247,000	4,508,000	2,068,000	5,058,000
Unrealized forward contract foreign currency (loss) gain	(925,000)	(1,699,000)	1,255,000	(2,042,000)
Total other comprehensive (loss) income for the period	2,285,000	(1,783,000)	6,751,000	(1,576,000)
Comprehensive (loss) income	(1,857,000)	(6,659,000)	3,094,000	(3,862,000)
Comprehensive (income) loss attributable to noncontrolling interests	(64,000)	42,000	(2,990,000)	(1,295,000)
Comprehensive (loss) income attributable to Kennedy-Wilson Holdings, Inc.	$(1,921,000)	$(6,617,000)	$104,000	$(5,157,000)

See accompanying notes to consolidated financial statements.

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Kennedy-Wilson Holdings, Inc. and Subsidiaries
Consolidated Statement of Equity
(unaudited)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income	Treasury Stock	Noncontrolling Interests	To
	Shares	Amount	Shares	Amount						
Balance at December 31, 2011	132,550	$—	51,825,998	$5,000	$407,335,000	$9,708,000	$5,035,000	$(11,848,000)	$3,333,000	$4
Repurchase of 3,400 common shares	—	—	(3,400)	—	—	—	—	(47,000)	—	(47
Repurchase of 501,500 warrants	—	—	—	—	(1,395,000)	—	—	—	—	(1,
Issuance of 8,625,000 shares of common stock	—	—	8,625,000	1,000	106,273,000	—	—	—	—	10
Common stock issued under Amended and Restated 2009 Equity Participation Plan	—	—	3,175,000	—	—	—	—	—	—	—
Stock-based compensation	—	—	—	—	5,000,000	—	—	—	—	5,0
Other comprehensive income:										
Unrealized gain on marketable securities, net of tax of $2,286,000	—	—	—	—	—	—	3,428,000	—	—	3,4
Unrealized foreign currency translation loss, net of tax of $1,360,000	—	—	—	—	—	—	2,068,000	—	—	2,0
Unrealized forward contract foreign currency gain,	—	—	—	—	—	—	1,255,000	—	—	1,2

net of tax of $835,000									
Preferred stock dividends	—	——	—	—	(6,075,000)	—	—	—	(6,
Common stock dividends	—	——	—	—	(8,536,000)	—	—	—	(8,
Accretion of preferred stock issuance costs	—	——	—	33,000	(33,000)	—	—	—	—
Net (loss) income	—	——	—	—	(6,647,000)	—	—	2,990,000	(3,
Acquisition of noncontroling interests (Note 12)	—	—150,000	—	(2,660,000)	—	—	2,039,000	148,000	(47
Distributions to noncontrolling interests	—	——	—	—	—	—	—	(4,931,000)	(4,
Balance at September 30, 2012	132,550	$—63,772,598	$6,000	$514,586,000	$(11,583,000)	$11,786,000	$(9,856,000)	$1,540,000	$5

See accompanying notes to consolidated financial statements.

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Kennedy-Wilson Holdings, Inc. and Subsidiaries
Consolidated Statements of Cash Flows
(unaudited)

	Nine months ended September 30,	
	2012	2011
Cash flows from operating activities:		
Net loss	$(3,657,000)	$(2,286,000)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Net loss (gain) from sale of real estate	212,000	(20,000)
Remeasurement gain	—	(6,348,000)
Gain from sale of marketable securities	(2,931,000)	—
Depreciation and amortization	2,903,000	1,828,000
(Benefit from) provision for deferred income taxes	(3,309,000)	(2,200,000)
Amortization of deferred loan costs	845,000	549,000
Amortization of discount and accretion of premium on issuance of the senior notes payable	40,000	28,000
Equity in joint venture income	(12,472,000)	(7,229,000)
Accretion of interest income on loan pool participations and notes receivable	(6,671,000)	(5,762,000)
Operating distributions from joint ventures	20,671,000	2,640,000
Operating distributions from loan pool participation	13,484,000	1,198,000
Stock based compensation	5,000,000	3,761,000
Change in assets and liabilities:		
Accounts receivable	(264,000)	190,000
Accounts receivable—related parties	(3,892,000)	(3,534,000)
Other assets	(703,000)	(3,487,000)
Accounts payable	(492,000)	(1,238,000)
Accrued expenses and other liabilities	3,049,000	13,148,000
Accrued salaries and benefits	(8,978,000)	(5,707,000)
Net cash provided by (used in) operating activities	2,835,000	(14,469,000)
Cash flows from investing activities:		
Additions to notes receivable	(38,213,000)	(5,644,000)
Collections of notes receivable	5,468,000	559,000
Additions to notes receivable—related parties	(15,925,000)	(23,322,000)
Collections of notes receivable—related parties	9,093,000	4,867,000
Net proceeds from sale of real estate	17,905,000	416,000
Purchases of and additions to real estate	(16,172,000)	(1,930,000)
Investment in marketable securities	—	(7,382,000)
Proceeds from sale of marketable securities	21,386,000	—
Distributions from joint ventures	37,246,000	18,507,000
Contributions to joint ventures	(79,120,000)	(95,492,000)
Distributions from loan pool participations	38,779,000	—
Contributions to loan pool participations	(56,957,000)	(2,901,000)
Net cash used in investing activities	(76,510,000)	(112,322,000)
Cash flow from financing activities:		
Issuance of senior notes payable	—	249,344,000
Repayment of notes payable	—	(24,783,000)
Borrowings under line of credit	45,000,000	19,000,000

Repayment of line of credit	(45,000,000)	(46,750,000)
Borrowings under mortgage loans payable	—	17,077,000
Repayment of mortgage loans payable	—	(30,109,000)
Debt issue costs	(1,026,000)	(7,486,000)
Issuance of common stock	106,274,000	51,360,000
Repurchase of common stock	(47,000)	(36,000)
Repurchase of warrants	(1,395,000)	(2,434,000)
Dividends paid	(13,495,000)	(7,874,000)
Acquisition of noncontrolling interests	(473,000)	—
Contributions from noncontrolling interests	—	2,259,000
Distributions to noncontrolling interests	(4,931,000)	(696,000)
Net cash provided by financing activities	84,907,000	218,872,000
Effect of currency exchange rate changes on cash and cash equivalents	(354,000)	8,365,000
Net change in cash and cash equivalents	10,878,000	100,446,000
Cash and cash equivalents, beginning of period	115,926,000	46,968,000
Cash and cash equivalents, end of period	$126,804,000	$147,414,000

See accompanying notes to consolidated financial statements.

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	Nine months ended September 30, 2012	2011
Supplemental disclosure of non-cash investing and financing activities:		
Unrealized gain (loss) on marketable securities, net of tax	$3,428,000	$(4,592,000)
Accretion of preferred stock issuance costs	33,000	33,000
Dividends declared on common stock	3,189,000	—
During the nine months ended September 30, 2012, as a result of the sale of a condo unit, in which the Company provided seller backed financing, real estate decreased by $1,193,000 and notes receivable increased by $1,193,000	1,193,000	—
During the nine months ended September 30, 2011, as a result of the acquisition of a 100% interest in an approximate 200,000 square foot office portfolio, real estate increased by $17,680,000, accounts receivable by $44,000, other assets by $50,000, accounts payable increased by $87,000, accrued expenses and other liabilities increased by $991,000 and mortgage loans payable increased by$16,000,000	—	(696,000)
During the nine months ended September 30, 2011, as a result of the sale of a controlling interest in a piece of land in Kent, Washington, real estate decreased $696,000.	—	696,000

	Nine months ended September 30, 2012	2011
Supplemental cash flow information:		
Cash paid for:		
Interest	$15,368,000	$4,459,000
Interest capitalized	1,792,000	1,746,000
Income taxes	100,000	33,000

See accompanying notes to consolidated financial statements.

Kennedy-Wilson Holdings, Inc. and Subsidiaries
Notes to Consolidated Financial Statements

(Unaudited)
NOTE 1—BASIS OF PRESENTATION
Kennedy-Wilson Holdings, Inc.'s (together with its wholly owned and controlled subsidiaries,"we," "us," "our," "the Company" or "Kennedy Wilson") unaudited interim consolidated financial statements have been prepared pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (SEC). Certain information and footnote disclosures normally included in the financial statements prepared in accordance with accounting principles generally accepted in the United States (GAAP) may have been condensed or omitted pursuant to SEC rules and regulations, although we believe that the disclosures are adequate to make their presentation not misleading. In the opinion of Kennedy Wilson, all adjustments, consisting of only normal and recurring items, necessary for a fair presentation of the results of operations for the three and nine months ended September 30, 2012 and 2011 have been included. The results of operations for these periods are not necessarily indicative of results that might be expected for the full year ending December 31, 2012. For further information, your attention is directed to the footnote disclosures found in Kennedy Wilson's Annual Report on Form 10-K for the year ended December 31, 2011.
The consolidated financial statements include the accounts of Kennedy Wilson and its wholly owned and controlled subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation. In addition, Kennedy Wilson evaluates its relationships with other entities to identify whether they are variable interest entities (VIEs) as defined in the FASB Accounting Standards Codification (ASC) Subtopic 810-10 and to assess whether it is the primary beneficiary of such entities. If the determination is made that Kennedy Wilson is the primary beneficiary, then that entity is included in the consolidated financial statements in accordance with the ASC Subtopic 810-10.The ownership of the other interest holders in consolidated subsidiaries is reflected as noncontrolling interests.
The preparation of the accompanying consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions about future events. These estimates and the underlying assumptions affect the amounts of assets and liabilities reported, disclosure about contingent assets and liabilities, and reported amounts of revenues and expenses. As future events and their effects cannot be determined with precision, actual results could differ significantly from these estimates.

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ADOPTION OF NEW ACCOUNTING PRONOUNCEMENTS
REVENUE RECOGNITION—Performance fees or carried interests are allocated to the general partner, special limited partner or asset manager of Kennedy Wilson's real estate funds and loan pool participations based on the cumulative performance of the funds and loan pools and are subject to preferred return thresholds of the limited partners and participants. At the end of each reporting period, Kennedy Wilson calculates the performance fee that would be due to the general partner, special limited partner or asset manager's interests for a fund or loan pool, pursuant to the fund agreement or participation agreements, as if the fair value of the underlying investments were realized as of such date, irrespective of whether such amounts have been realized. As the fair value of underlying investments varies between reporting periods, it is necessary to make adjustments to amounts recorded as performance fees to reflect either (a) positive performance resulting in an increase in the performance fee allocated to the general partner or asset manager or (b) negative performance that would cause the amount due to Kennedy Wilson to be less than the amount previously recognized as revenue, resulting in a negative adjustment to performance fees allocated to the general partner or asset manager. Substantially all of the performance fees are recognized in management and leasing fees, and substantially all of the carried interest is recognized in equity in joint venture income in our consolidated statements of operations. Total performance fees recognized through September 30, 2012 that may be reversed in future periods if there is negative fund or loan pool performance totaled $9.5 million. Performance fees accrued as of September 30, 2012 and December 31, 2011 were $9.5 million and $4.2 million, respectively, and are included in accounts receivable—related parties in the accompanying consolidated balance sheet.

INVESTMENTS IN LOAN POOL PARTICIPATIONS AND NOTES RECEIVABLE—Interest income from investments in loan pool participations and notes receivable with declining credit quality are recognized on a level yield basis under the provisions of Loans and Debt Securities Acquired with Deteriorated Credit Quality ASC Subtopic 310-30, where a level yield model is utilized to determine a yield rate which, based upon projected future cash flows, accretes interest income over the estimated holding period. In the event that the present value of those future cash flows is less than net book value, a loss would be immediately recorded. When the future cash flows of a note cannot be reasonably estimated, cash payments are applied to the cost basis of the note until it is fully recovered before any interest income is recognized.

Interest income from investments in notes receivable acquired at a discount are recognized using the effective interest method. Interest income from investments in notes receivable which the Company originates are recognized at the stated interest rate.

ACCOUNTS RECEIVABLE—Accounts receivable are recorded at the contractual amount as determined by the underlying agreements and do not bear interest. An allowance for doubtful accounts is provided when the Company determines there are probable credit losses in the Company's existing accounts receivable based on historical experience. The Company reviews its accounts receivable for probable credit losses on a quarterly basis. As of September 30, 2012, the Company had an immaterial allowance for doubtful accounts and during the three and nine months ended September 30, 2012 and 2011 recorded no provision for doubtful accounts.

INVESTMENTS IN MARKETABLE SECURITIES—Investments in marketable securities are categorized as available-for-sale in accordance with the provision of Investments - Debt and Equity Securities ASC Subtopic 320-10. Available for-sale securities are carried at fair value. Period unrealized gains and losses are included in other comprehensive income. Period realized gains and losses and declines in value judged to be other-than-temporary as defined by ASC 320-10-35 are included in net income. The factors considered in determining the realized and unrealized gains and losses include, among other things, the current quoted prices in the active market and the severity and duration of the market fluctuations. Dividends on securities classified as available-for-sale are included in interest and other income on the accompanying statement of operations.

FOREIGN CURRENCIES—The financial statements of subsidiaries located outside the U.S. are measured using the local currency as the functional currency. The assets and liabilities of these subsidiaries are translated at the rates of exchange at the balance sheet date, and income and expenses are translated at the average monthly rate. The foreign currencies include the Euro, the British pound sterling, and the Japanese yen. Cumulative translation adjustments, to the extent not included in cumulative net income, are included in the consolidated statement of equity as a component of accumulated other comprehensive income.

DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING ACTIVITIES—All derivative instruments are recognized as either assets or liabilities in the balance sheet at their respective fair values. For derivatives designated in hedging relationships, changes in fair value of cash flow hedges or net investment hedges are recognized in accumulated other comprehensive income, to the extent the derivative is effective at offsetting the changes in the item being hedged until the hedged item affects earnings. Changes in fair value for fair value hedges are recognized in earnings.

RECENT ACCOUNTING PRONOUNCEMENTS—In May 2011, the FASB issued Accounting Standards Codification (ASC) Update No. 2011-04, Fair Value Measurement - Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in US GAAP and IFRS. Update No. 2011-04 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. Update 2011-04 is intended to result in common fair value measurement and disclosure requirements in U.S. GAAP and IFRS. Consequently, the amendments changed the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements. The adoption of this update did not have a material impact on the Company's financial statements.

In June 2011, the FASB issued Accounting Standards Codification (ASC) Update No. 2011-05, Comprehensive Income (Topic 220): Presentation of Comprehensive Income. Update No. 2011-05 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. Update 2011-05 requires an entity to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. Kennedy Wilson adopted this update effective January 1, 2012 and, as a result, have included a separate consolidated statement of comprehensive income.

The FASB did not issue any other ASUs during the first nine months of 2012 that we expect to be applicable and have a material impact on our financial position or results of operations.

NOTE 3—NOTES RECEIVABLE

In September 2012, Kennedy Wilson acquired a performing loan, at a discount, with an unpaid principal balance of $34.9 million, bearing interest at 5.5%, secured by a 217-unit multifamily property in Renton, Washington, for $33.6 million. It is expected that the contractual balance will be collected. In accordance with ASC Topic 310, the loan discount is being amortized over the contractual life of the loan using the effective interest method. The interest recognized, including the amortization, on this note is included in interest income in the accompanying consolidated statements of operations.

In August 2012, Kennedy Wilson sold a condominium unit for $1.3 million and provided the seller with financing. An immaterial amount of gain was deferred as a result of this sale. Kennedy Wilson advanced the buyer $1.2 million bearing interest at a rate of 4% per annum with a maturity date of August 2016. The interest recognized is included in interest income in the accompanying consolidated statements of operations.

During the nine months ended September 30, 2012, Kennedy Wilson advanced an additional $3.9 million on a note receivable to KW Property Fund II, LP, an equity method investment and related party. Other limited partners have also previously made advances to KW Property Fund II, LP. During the nine months ended September 30, 2012, a wholly-owned subsidiary of Kennedy Wilson acquired from certain limited partners their outstanding notes receivable with a balance of $11.8 million and ownership interests as further discussed in note 5. As of September 30, 2012, the note receivable due from KW Property Fund II, LP to the Company had an aggregate outstanding balance of $38.4 million and bears interest at a rate of 15%. The interest recognized on these notes is included in interest income - related party in the accompanying consolidated statements of operations.

In May 2012, Kennedy Wilson issued and advanced $4.3 million, through a promissory note, to an unrelated third party, secured by a hotel in San Diego, California. The note bears interest at a rate of 10.75%, is interest only, and is due on April 30, 2013. The interest recognized on this note is included in interest income in the accompanying consolidated statements of operations.

During the nine months ended September 30, 2012, Kennedy Wilson advanced an additional $0.6 million to an unrelated party and collected $5.4 million in principal repayments. The note bears interest at a rate of 12% and is secured by a 16-unit condominium property in Los Angeles, California. Principal repayments are due upon the sale of each condominium unit. The note had an outstanding balance of $1.3 million as of September 30, 2012. The interest recognized on this note is included in interest income in the accompanying consolidated statements of operations.

During the nine months ended September 30, 2012, KW Property Fund I, L.P., an equity method investment and related party, repaid in full its $8.1 million outstanding balance to Kennedy Wilson. The interest recognized on this note is included in interest income - related party in the accompanying consolidated statements of operations.

During the nine months ended September 30, 2012, Kennedy Wilson received $1.0 million in principal repayment on its loan to 5th and Madison, LLC, an equity method investment and related party. The note had an outstanding balance of $1.7 million as of September 30, 2012. The interest recognized on this note is included in interest income - related party in the accompanying consolidated statements of operations.

NOTE 4—REAL ESTATE

During the three months ended September 30, 2012, Kennedy Wilson sold a condominium unit for $1.3 million and provided the seller with financing. An immaterial amount of gain was deferred as a result of this sale.

During the nine months ended September 30, 2012, Kennedy Wilson purchased a medical office building in Rancho Mirage, California for $15.1 million. The building was acquired as a result of a foreclosure in one of the loan pools in which Kennedy Wilson has a 15% interest. The purchase was structured to facilitate the sale of the building to a third party. Within two weeks of the purchase, Kennedy Wilson sold the building to a third party for $15.2 million. As a result of this transaction, a net gain of $0.1 million has been recorded and included in the accompanying consolidated statements of operations for the nine months ended September 30, 2012.

Additionally, during the nine months ended September 30, 2012, Kennedy Wilson sold a hotel in Palm Springs, CA for $2.9 million. The property was acquired as a result of a foreclosure on one of the loans in the Company's consolidated loan pools. The original basis of the property upon acquisition from the loan pool was $3.0 million. The total income accreted and collected on this property while it was in the loan pool was $0.2 million and upon foreclosure the fair value basis was $3.3 million. The sale resulted in a $0.3 million net loss which is recorded in the accompanying consolidated statements of operations for the nine months ended September 30, 2012.

NOTE 5—INVESTMENTS IN JOINT VENTURES

Kennedy Wilson has a number of joint venture interests, generally ranging from 5% to approximately 50%, that were formed to acquire, manage, and/or sell real estate and invest in loan pools and discounted loan portfolios. Kennedy Wilson has significant influence over these entities, but not control, and accordingly, these investments are accounted for under the equity method. The Company also accounts for two investments which are more than 50% owned under

the equity method and they are further discussed below.
As of September 30, 2012 and December 31, 2011, the Company's equity investment in joint ventures totaled $380.6 million and $343.4 million, respectively. The largest equity investment, KW Residential, LLC ("KWR"), had a balance of $95.0 million and $100.1 million as of September 30, 2012 and December 31, 2011, respectively. Kennedy Wilson owns approximately 41% of KWR. KWR is a joint venture investment in a portfolio of 50 apartment buildings comprised of approximately 2,400 units, located primarily in Tokyo and surrounding areas. During the nine months ended September 30, 2012 and 2011, the Company received cash distributions of $8.0 million and $7.8 million, respectively, from this joint venture investment. As of September 30, 2012, the Company did not have any other investments which individually exceeded 10% of the investment in joint venture balance.

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During the nine months ended September 30, 2012, Kennedy Wilson made $79.1 million in contributions to new and existing joint venture investments. Contributions to new joint venture investments totaled $62.5 million and were comprised of the following: $22.9 million was invested in five new joint ventures which acquired five multifamily properties located in the Western U.S; $15.8 million was invested in a new joint venture which acquired the Company's first multifamily asset in Dublin, Ireland; $13.9 million was invested in four new joint ventures which acquired four commercial properties in the Western U.S; and $9.9 million was invested in a new joint venture which acquired the Company's first commercial property in Dublin, Ireland. Kennedy Wilson contributed $16.6 million to existing joint ventures to pay off existing debt and fund working capital needs.

Additionally, Kennedy Wilson received $57.9 million in operating and investing distributions from its joint ventures of which $34.1 million resulted from the sale of four multifamily properties located in the Western U.S and the sale of the Company's interest in a joint venture which held a multifamily property located in the Western U.S. The remaining $23.8 million of distributions resulted from positive operating performance at the properties and return of investments in connection with the refinancing of debt at the properties.

The Company determines the appropriate accounting method with respect to all investments which are not VIE's based on the control-based framework (controlled entities are consolidated) provided by the consolidations guidance in ASC Topic 810. The Company's determination considers specific factors cited under ASC 810-20 “Control of partnerships and similar entities” which presumes that control is held by the general partner (and managing member equivalents in limited liability companies). Limited partners substantive participation rights may overcome this presumption of control. The Company accounts for joint ventures it is deemed to not control using the equity method of accounting while controlled entities are consolidated.

During the nine months ended September 30, 2012, the Company increased its ownership interest to 67% from 5% in KW Property Fund II, LP through the acquisition of certain limited partner interests previously discussed in Note 3. The limited partners as members of the oversight board have the ability to direct and control key decision making over the partnership and therefore have substantive participating rights that overcome the presumption of control by the Company as the general partner. Despite increasing its ownership interest to 67%, the Company remains precluded from having a seat on the oversight board that has the ability to direct and control key decision making over the partnership thus giving them substantive participating rights. The Company concluded that it does not control KW Property Fund II, LP and will continue to account for its interest in the entity as an equity method investment. At September 30, 2012, the Company's equity investment in KW Property Fund II, LP was $0.7 million.

In addition, during the nine months ended September 30, 2012, the Company, as a member, acquired a 90% interest in a joint venture, which owns a retail property in Boise, Idaho. Due to certain voting rights, control does not rest with the managing member nor with the other members and, as such, neither party has control. Since the Company concluded that it does not control the entity despite its 90% ownership interest, it will account for its interest as an equity method investment. At September 30, 2012, the Company's investment in this joint venture was $1.5 million.

Kennedy Wilson has determined that it has investments in five variable interest entities as of September 30, 2012 and has concluded that Kennedy Wilson is not the primary beneficiary of any of the investments. As of September 30, 2012, the variable interest entities had assets totaling $461.6 million with Kennedy Wilson’s exposure to loss as a result of its interests in these variable interest entities totaling $112.8 million related to its equity contributions.

As of September 30, 2012, Kennedy Wilson has unfulfilled capital commitments totaling $5.4 million to four of its joint ventures. We may be called upon to contribute additional capital to joint ventures in satisfaction of Kennedy Wilson capital commitment obligations.

Kennedy Wilson has certain guarantees associated with loans secured by assets held in various joint venture partnerships. The maximum potential amount of future payments (undiscounted) Kennedy Wilson could be required to make under the guarantees was approximately $29.4 million as of September 30, 2012. The guarantees expire through 2015 and Kennedy Wilson’s performance under the guarantees would be required to the extent there is a shortfall upon liquidation between the principal amount of the loan and the net sale proceeds from the property. Based upon Kennedy Wilson’s evaluation of guarantees under Estimated Fair Value of Guarantees ASC Subtopic 460-10, the estimated fair value of guarantees made as of September 30, 2012 and December 31, 2011 is immaterial.

NOTE 6—INVESTMENT IN LOAN POOL PARTICIPATION

As of September 30, 2012 and December 31, 2011, the Company's investment in loan pool participations totaled $102.9

million and $90.0 million, respectively. The Company's largest loan pool, which is secured by real estate primarily located in the United Kingdom (the “UK Loan Pool”), had a balance of $65.4 million and $60.0 million as of September 30, 2012 and December 31, 2011, respectively. In 2011, Kennedy Wilson, along with institutional partners, acquired this loan portfolio consisting of 58 performing loans with 24 borrowers with an unpaid principal balance of $2.1 billion, at time of purchase. The 58 loans were secured by more than 170 properties comprised of the following product types: office, multifamily, retail, industrial, hotel and land. Kennedy Wilson, through a 50/50 joint venture with one of its partners, acquired a 25% participation interest in the pool for $440.9 million, of which $323.4 million was funded with debt that matures in October 2014. As of September 30, 2012, the unpaid principal balance of the loans were $1.3 billion due to loan resolutions of $756.9 million through September 30, 2012, representing 36% of the pool. As a result of the positive performance of the loan pool, the venture level debt had been paid down to $146.8 million as of September 30, 2012. Kennedy Wilson expects to accrete $29.8 million in interest income from loan pool participations over the total estimated collection period (excluding asset management fees) . During the three and nine months ended September 30, 2012, Kennedy Wilson recognized $2.0 million and $5.9 million, respectively, of interest income from the UK Loan Pool participation in the accompanying consolidated statements of operations. During the three and nine months ended September 30, 2012, Kennedy Wilson recognized $2.1 million and $2.8 million in gains, respectively, from foreign currency translation adjustments from its investment in the UK Loan Pool. The foreign currency gain and loss is included in other comprehensive income in the accompanying consolidated statement of equity and consolidated statements of comprehensive (loss) income.

In August 2012, Kennedy Wilson, along with a European financial institution, acquired a loan pool consisting of 143 loans with an unpaid principal balance of $418.5 million. The 143 loans are are predominantly secured by commercial real estate assets across a mixture of asset classes, with the majority located in Ireland. We invested $7.4 million of our equity into this loan pool. Kennedy Wilson expects to accrete $1.0 million in interest income from loan pool participations over the total estimated collection period (excluding additional asset management fees). During the three months ended September 30, 2012, Kennedy Wilson recognized $0.1 million of interest income from this loan pool participation in the accompanying consolidated statements of operations.

In June 2012, Kennedy Wilson, along with an equity method investee and related party, acquired a pool of two performing loans, secured by two office buildings in Southern California, totaling $41.6 million in unpaid principal balance. As of September 30, 2012, the loans were repaid in full. Kennedy Wilson accreted $0.9 million in interest income from this loan pool participation over the collection period. During the three and nine months ended September 30, 2012, Kennedy Wilson recognized $0.7 million and $0.9 million, respectively, of interest income from this loan pool participation in the accompanying consolidated statements of operations.

In April 2012, Kennedy Wilson acquired a participation in a loan portfolio totaling $43.4 million in unpaid principal balance. The loan portfolio is comprised of nine loans secured by seven retail properties located in the Western United States. We invested $30.9 million of our equity into this loan pool. As a result of $18.7 million in loan resolutions, the unpaid principal balance of the loans was $24.7 million as of September 30, 2012. Kennedy Wilson expects to accrete $3.2 million in interest income from this loan pool participation over the estimated collection period. During the three and nine months ended September 30, 2012, Kennedy Wilson recognized $1.2 million and $2.0 million, respectively, of interest income from this loan pool participation in the accompanying consolidated statements of operations.

In August 2011, Kennedy Wilson, in partnership with a bank, acquired a loan portfolio with deteriorated credit quality totaling $44.9 million in unpaid principal balance. The loan portfolio was comprised of nine nonperforming loans secured by eight retail properties located in Southern California. As of September 30, 2012, all the loans in this loan pool have been resolved. During the nine months ended September 30, 2012, Kennedy Wilson recognized $0.1 million of interest income from this loan pool participation in the accompanying consolidated statements of operations.

In 2010, Kennedy Wilson, in partnership with a bank, acquired two loan portfolios with deteriorated credit quality. The loan portfolios, which were acquired from a regional bank, were comprised of loans secured by residential, hotel, retail, office, land, multifamily and other assets predominantly located in Southern California. The amount contractually due under the terms of the notes as of September 30, 2012 was $77.5 million. As of September 30, 2012, Kennedy Wilson expects to accrete $8.9 million in interest income from loan pool participations over the total estimated collection period. During the three and nine months ended September 30, 2012, Kennedy Wilson recognized a reduction of $1.8 million and $3.8 million, respectively, in accretion in the loan pool due to an increase in the estimated resolution periods as well as foreclosure on certain underlying real estate collateral. The accretion adjustment is included in interest income in the accompanying consolidated statement of operations.

In total, during the the three and nine months ended September 30, 2012, Kennedy Wilson recognized $2.2 million and $5.2 million, respectively, of interest income from loan pool participations in the accompanying consolidated statement of operations.

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Kennedy-Wilson Holdings, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Unaudited)

During the three and nine months ended September 30, 2011, Kennedy Wilson recognized $0.8 million and $4.7 million, respectively, of interest income from loan pool participations in the accompanying consolidated statement of operations.

NOTE 7—MARKETABLE SECURITIES
During the nine months ended September 30, 2012, Kennedy Wilson sold a portion of its marketable securities and recognized
a gain on the sale of $2.9 million, including the impact of foreign currency, which is included in the accompanying consolidated statements of operations.
At September 30, 2012, the remaining marketable securities had a cost basis of $11.5 million and a fair value of $10.2 million. The unrealized loss of $1.3 million is included in accumulated other comprehensive income in the accompanying consolidated statement of equity and other comprehensive (loss) income in the consolidated statements of comprehensive (loss) income.

NOTE 8—FAIR VALUE MEASUREMENTS AND THE FAIR VALUE OPTION
FAIR VALUE MEASUREMENTS—The following table presents fair value measurements (including items that are required to be measured at fair value and items for which the fair value option has been elected) as of September 30, 2012:

	Level 1	Level 2	Level 3	Total
Marketable securities	$10,265,000	$—	$—	$10,265,000
Investment in joint ventures	—	—	50,995,000	50,995,000
Currency forward contract	—	(935,000)	—	(935,000)
	$10,265,000	$(935,000)	$50,995,000	$60,325,000

The following table presents fair value measurements (including items that are required to be measured at fair value and items for which the fair value option has been elected) as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Marketable securities	$23,005,000	$—	$—	$23,005,000
Investment in joint ventures	—	—	51,382,000	51,382,000
	$23,005,000	$—	$51,382,000	$74,387,000

Kennedy Wilson's investments in marketable securities are classified as available-for-sale and are stated at fair value based upon observed market prices (Level 1 in the fair value hierarchy). Unrealized changes in value on these securities are included in accumulated other comprehensive income.
The following table presents changes in Level 3 investments for the three and nine months ended September 30, 2012 and 2011, respectively:

	Three months ended September 30,		Nine months ended September 30,	
	2012	2011	2012	2011
Beginning balance	$51,776,000	$44,388,000	$51,382,000	$34,654,000
Unrealized and realized gains	—	—	87,000	3,377,000
Unrealized and realized losses	—	—	—	(2,275,000)
Contributions	215,000	858,000	2,729,000	10,140,000

Distributions	(996,000)	(119,000)	(3,203,000)	(769,000)
Ending balance	$50,995,000	$45,127,000	$50,995,000	$45,127,000

The change in unrealized and realized gains and losses are included in equity in joint venture income in the accompanying statements of operations.

The was no change and $0.1 million of loss in unrealized gains and losses on Level 3 investments during the three and nine months ended September 30, 2012 for investments still held as of September 30, 2012, respectively. The change in unrealized

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gains and losses on Level 3 investments during the three and nine months ended September 30, 2011 for investments still held as of September 30, 2011 was a gain of $0.1 million and $0.2 million, respectively.

Kennedy Wilson records its investments in KW Property Fund III, L.P., Kennedy Wilson Real Estate Fund IV, L.P., and SG KW Venture I, LLC (the "Funds") based upon the net assets that would be allocated to its interests in the Funds assuming the Funds were to liquidate their investments at fair value as of the reporting date. The Funds report their investments at fair value based on valuations of the underlying real estate and real estate related assets and their related indebtedness secured by real estate. The valuations of real estate, real estate related assets, and indebtedness are based on management estimates of the assets and liabilities using a combination of the income and market approaches. There was no material change in the fair value of these investments for the three months ended September 30, 2012. During the nine months ended September 30, 2012, Kennedy Wilson recorded an increase in fair value of $0.1 million in equity in joint venture income in the accompanying consolidated statements of operations. There was no material change in the fair value of these investments for the three months ended September 30, 2011. During the nine months ended September 30, 2011, Kennedy Wilson recorded a decrease in fair value of $0.9 million in equity in joint venture income in the consolidated statements of operations. Kennedy Wilson’s investment balance in the Funds was $24.1 million and $23.4 million at September 30, 2012 and December 31, 2011, respectively, which are included in investments in joint ventures in the accompanying consolidated balance sheets. As of September 30, 2012, Kennedy Wilson had unfunded capital commitments to the Funds in the amounts of $5.1 million.

FAIR VALUE OPTION—Kennedy Wilson elected to use the fair value option for two investments in joint venture entities that were acquired during 2008. Kennedy Wilson elected to record these investments at fair value to more accurately reflect the timing of the value created in the underlying investments and report those results in current operations. There was no material change in the fair value of these investments during the three and nine months ended September 30, 2012. During the nine months ended September 30, 2011, Kennedy Wilson purchased an additional 24% interest (increasing its interest from 24% to 48%) in one of its fair value option investments for $7.0 million from a related party fund. Since the purchase price was less than the fair value of this interest at the time of purchase, this transaction resulted in Kennedy Wilson recording an increase in fair value of $3.4 million in equity in joint venture income in the accompanying statement of operations for the nine months ended September 30, 2011. There was no material change in the fair value of these investments during the three months ended September 30, 2011. During the nine months ended September 30, 2011, Kennedy Wilson recorded an increase in fair value of $2.0 million in equity in joint venture income in the consolidated statements of operations. Kennedy Wilson determines the fair value of these investments based upon the income approach, utilizing estimates of future cash flows, discount rates and liquidity risks. As of September 30, 2012 and December 31, 2011, these two investments had fair values of $27.6 million and $27.9 million, respectively.

In estimating fair value of real estate held by the Funds and the two fair value option investments, Kennedy Wilson considers significant unobservable inputs such as capitalization and discount rates. The table below describes the range of unobservable inputs for real estate assets:

	Estimated rates used for	
	Capitalization rates	Discount Rates
Multifamily	5.00% — 7.00%	7.50% — 8.75%
Office	6.25% — 8.00%	7.75% — 9.00%
Land and condominium units	n/a	8.00% — 12.00%
Loan	n/a	2.25% — 10.60%

In valuing real estate related assets and indebtedness, Kennedy Wilson considers significant inputs such as the term of the debt, value of collateral, market loan-to-value ratios, market interest rates and spreads, and credit quality of investment entities. The credit spreads used by Kennedy Wilson for these types of investments range from 2.25% to 10.6%.

The accuracy of estimating fair value for investments utilizing unobservable inputs cannot be determined with precision and cannot be substantiated by comparison to quoted prices in active markets. As such, estimated fair value may not be realized in a current sale or immediate settlement of the asset or liability. Additionally, there are inherent uncertainties in any fair value measurement technique, and changes in the underlying assumptions used, including cap rates, discount rates, liquidity risks, and estimates of future cash flows, could significantly affect the fair value measurement amounts.

DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING ACTIVITIES—During the nine months ended

September 30, 2012, Kennedy Wilson entered into a currency forward contract to manage its exposure to currency fluctuations between its functional currency (U.S. dollars) and the functional currency (Euros) of certain of its wholly-owned subsidiaries and its exposure to currency fluctuations caused by its investment in marketable securities. To accomplish this objective, Kennedy Wilson hedged these exposures by entering into a currency forward contract to sell €16,000,000 at a forward rate. This hedging instrument is expected to partially hedge Kennedy Wilson's exposure to its net investment in certain foreign operations and the changes in fair value of the marketable securities caused by currency fluctuations. The currency forward contract matures on June 4, 2015. The currency forward contract is valued based on the difference between the contract rate and the forward rate at maturity of the foreign currency applied to the notional value in that foreign currency discounted at a market rate for similar risks. Although Kennedy Wilson has determined that the majority of the inputs used to value its derivative fall within Level 2 of the fair value hierarchy, the counterparty risk adjustments associated with the derivative utilize Level 3 inputs. However, as of September 30, 2012, Kennedy Wilson assessed the significance of the impact of the counterparty valuation adjustments on the overall valuation of its derivative positions and determined that the counterparty valuation adjustments are not significant to the overall valuation of its derivative. As a result, Kennedy Wilson has determined that its derivative valuation in its entirety be classified in Level 2 of the fair value hierarchy. The fair value of the derivative instrument held as of September 30, 2012 was $0.9 million and is included in accrued expenses and other liabilities on the balance sheet.

For the three and nine months ended September 30, 2012, the Company recorded a loss of $0.2 million and $0.7 million, respectively, in other comprehensive income in the accompanying consolidated statements of comprehensive (loss) income as the portion of the currency forward contract used to hedge currency exposure of its certain wholly-owned subsidiaries qualifies as a net investment hedge under ASC Topic 815. The remaining portion of the currency forward contract used to hedge currency exposure of its investment in marketable securities qualifies as a fair value hedge under ASC Topic 815 and, accordingly, for the three and nine months ended September 30, 2012, Kennedy Wilson recorded a loss of $0.1 million and $0.2 million, respectively, in general and administrative expenses in the accompanying consolidated statements of operations. The impact of this hedge on the cash flows of Kennedy Wilson is included in accrued expenses and other liabilities within the consolidated statement of cash flows.

FAIR VALUE OF FINANCIAL INSTRUMENTS—The carrying amounts of cash and cash equivalents, accounts receivable including related party, accounts payable, accrued expenses and other liabilities, accrued salaries and benefits, deferred and accrued income taxes, and income tax receivable approximate fair value due to their short-term maturities. The carrying value of notes receivable (excluding related party notes receivable as they are presumed not to be an arm’s length transaction) approximates fair value as the terms are similar to loans with similar characteristics available in the market. As of September 30, 2012 and December 31, 2011, senior notes payable, borrowings under lines of credit, mortgage loans payable and junior subordinated debentures was estimated to be approximately $337.2 million and $312.8 million, respectively, based on a comparison of the yield that would be required in a current transaction, taking into consideration the risk of the underlying collateral and our credit risk to the current yield of a similar security, compared to their carrying value of $320.2 million and $320.1 million at September 30, 2012 and December 31, 2011, respectively.

NOTE 9—SENIOR NOTES

In April 2011, Kennedy-Wilson, Inc., a wholly-owned subsidiary of Kennedy Wilson, in a private placement, issued $200.0 million in aggregate principal amount of 8.750% senior notes due April 1, 2019 with an effective yield of 8.875% and an additional $50.0 million in aggregate principal amount of 8.750% senior notes due April 1, 2019 with an effective yield of 8.486%. Interest on the notes is payable on April 1 and October 1 of each year. If the notes are redeemed prior to April 1, 2017 a premium must be paid on the redeemed amount. The terms of the notes are governed by an indenture by and among Kennedy-Wilson, Inc., as Issuer; Kennedy Wilson, as parent guarantor; certain subsidiaries of the Issuer, as subsidiary guarantors; and Wilmington Trust FSB, as trustee. In December 2011, Kennedy-Wilson, Inc. commenced a registered exchange offer for its outstanding 8.750% senior notes. The exchange offer was completed in February 2012 and all outstanding notes issued in the private placements were exchanged for registered notes.

The indenture governing the notes contains various restrictive covenants, including, among others, limitations on our ability and the ability of certain of our subsidiaries to incur or guarantee additional indebtedness, to make restricted payments, pay dividends or make any other distributions from restricted subsidiaries, redeem or repurchase capital stock, sell assets or subsidiary stock, engage in transactions with affiliates, create or permit liens on assets, enter into sale/leaseback transactions, and enter into consolidations or mergers. The indenture governing the 8.750% senior notes limits Kennedy-Wilson, Inc.'s ability to incur additional indebtedness if, on the date of such incurrence and after giving effect to the new indebtedness, the maximum balance sheet leverage ratio (as defined in the indenture) is greater than 1.50 to 1.00. This ratio is measured at the time of incurrence of additional indebtedness. As of September 30, 2012, the balance sheet leverage ratio was 0.57 to 1.00. See Note 17 for the guarantor and nonguarantor financial statements.

NOTE 10—LINE OF CREDIT

In June 2012, Kennedy-Wilson, Inc. amended its existing unsecured revolving credit facility with U.S. Bank and East-West Bank which increased the total principal amount available to be borrowed by an additional $25.0 million, for an aggregate of $100.0 million. The loans bear interest at a rate equal to LIBOR plus 2.75% and the maturity date was extended to a maturity date of June 30, 2015 and adjusts the Minimum Rent Adjusted Fixed Charge Coverage Ratio to 1.50:1.00. The revolving loan agreement that governs the unsecured credit facility requires Kennedy-Wilson, Inc. to maintain (i) a minimum rent adjusted fixed charge coverage ratio (as defined in the revolving loan agreement) of not less than 1.50 to 1.00, measured on a four quarter rolling average basis and (ii) maximum balance sheet leverage (as defined in the revolving loan agreement) of not greater than 1.50 to 1.00, measured at the end of each calendar quarter. As of the most recent quarter end, Kennedy-Wilson, Inc.'s adjusted fixed charge coverage ratio was 2.29 to 1.00 and its balance sheet leverage was 0.61 to 1.00. As of September 30, 2012, there were no amounts drawn on the unsecured credit facility.

NOTE 11—JUNIOR SUBORDINATED DEBENTURES

In 2007, Kennedy Wilson issued junior subordinated debentures in the amount of $40.0 million. The debentures were issued to a trust established by Kennedy Wilson, which contemporaneously issued $40.0 million of trust preferred securities to Merrill Lynch International. The interest rate on the debentures is fixed for the first ten years at 9.06%, and variable thereafter at LIBOR plus 3.70%. Interest is payable quarterly with the principal due in 2037. Kennedy Wilson may redeem the debentures, in whole or in part, on any interest payment date at par.

The junior subordinated debentures require Kennedy Wilson to maintain (i) a fixed charge coverage ratio (as defined in the indenture governing our junior subordinated debentures) of not less than 1.75 to 1.00, measured on a four quarter rolling basis, and (ii) a ratio of total debt to net worth (as defined in the indenture governing the junior subordinated debentures) of not greater than 3.00 to 1.00 at any time. As of the most recent quarter end, Kennedy Wilson's fixed charge coverage ratio of 3.09 to 1.00 and a ratio of total debt to net worth of 0.63 to 1.00. As of September 30, 2012, Kennedy Wilson was in compliance with these ratios.

NOTE 12—RELATED PARTY TRANSACTIONS

Kennedy Wilson engaged in the following related party transactions during the nine months ended September 30, 2012:

During the nine months ended September 30, 2012, Kennedy Wilson, through one of its joint venture vehicles, financed a multifamily asset in Dublin, Ireland through a loan from Bank of Ireland, a related party. Kennedy Wilson owns 81.9 million units of ordinary stock of Bank of Ireland which are classified as marketable securities in the accompanying consolidated balance sheet.

During the nine months ended September 30, 2012, Kennedy Wilson acquired the remaining noncontrolling interests of a consolidated entity from Kennedy Wilson executives. In exchange for the noncontrolling interests, Kennedy Wilson issued 150,000 shares of common stock to the executives and also paid them $0.5 million.

During the nine months ended September 30, 2012, noncontrolling interest holders of a consolidated entity, comprised of Kennedy Wilson executives, received $0.4 million in distributions from a joint venture investment as a result of the sale of a multifamily asset.

During the three and nine months ended September 30, 2012, the firm of Solomon, Winnett & Rosenfield was paid $45,000 and $142,000, respectively, for income tax services provided by the firm. Jerry Solomon, a partner in the firm and a member of Kennedy Wilson’s board of directors, was paid $10,000 and $26,000, respectively, for director’s fees for the same period. During the three and nine months ended September 30, 2011, the firm of Solomon, Winnett &

Rosenfield was paid $52,000 and $144,000, respectively, for income tax services provided by the firm. Jerry Solomon, a partner in the firm and a member of Kennedy Wilson's board of directors, was paid $7,000 and $24,000, respectively, for director's fees for the same period.

During the following periods, Kennedy Wilson earned fees and other income from affiliates and entities in which Kennedy Wilson holds ownership interests in the following amounts:

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	Three months ended September 30,		Nine months ended September 30,	
	2012	2011	2012	2011
Management and leasing fees	$6,320,000	$2,989,000	$18,036,000	$8,151,000
Commissions	668,000	1,930,000	2,652,000	3,587,000
Sale of real estate	1,275,000	—	1,275,000	417,000
Total related party revenue	$8,263,000	$4,919,000	$21,963,000	$12,155,000

NOTE 13—STOCKHOLDERS EQUITY
Common Stock
In July 2012, Kennedy Wilson completed a secondary offering of 8.6 million shares of its common stock, which raised $106.3 million of net proceeds.

Warrants
In April 2010, the Board of Directors authorized a warrants repurchase program enabling Kennedy Wilson to repurchase up to 12.5 million of its outstanding warrants. During the nine months ended September 30, 2012, Kennedy Wilson repurchased a total of 0.5 million of its outstanding warrants for total consideration of $1.4 million. Since April 2010, Kennedy Wilson has repurchased 11.8 million of its outstanding warrants.

Dividend Distributions
During the following periods, Kennedy Wilson declared and paid the following cash distributions on its common and preferred stock:

	Nine Months Ended September 30, 2012		Nine Months Ended September 30, 2011	
	Declared	Paid	Declared	Paid
Preferred Stock				
Series A	$4,500,000	$4,500,000	$4,500,000	$4,500,000
Series B	1,575,000	1,575,000	1,575,000	1,575,000
Total Preferred Stock	6,075,000	6,075,000	6,075,000	6,075,000
Common Stock	8,536,000	7,420,000	3,598,000	1,799,000
Total (1)	$14,611,000	$13,495,000	$9,673,000	$7,874,000

(1) Common stock dividends are declared at the end of each quarter and paid in the following quarter. The amount declared and not paid is accrued on the consolidated balance sheet.

Stock Compensation
In June 2012, Kennedy Wilson adopted and its shareholders approved the Amended and Restated 2009 Equity Participation Plan (the "Amended and Restated Plan") under which an additional 3,170,000 shares of common stock have been reserved for restricted stock grants to officers, employees, non-employee directors and consultants. The terms of the awards granted under the 2009 Amended and Restated Equity Participation Plan are set by the Company's compensation committee at its discretion. During the nine months ended September 30, 2012, 3,170,000 shares of restricted common stock were granted under the Amended and Restated Plan along with 5,000 shares which remained under the original plan. The shares vest over five years with 40% vesting ratably in the first four years of the award period and the remaining 60% in the fifth year of the award period. Vesting of the restricted share awards is contingent upon the expected achievement of a performance target with the initial vesting of the first 10% in January 2013.

During the three and nine months ended September 30, 2012, Kennedy Wilson recognized $2.9 million and $5.0 million, respectively, of compensation expense related to the vesting of restricted common stock awarded in 2012 and prior awards. During the three and nine months ended September 30, 2011, Kennedy Wilson recognized $1.3 million and $3.8 million, respectively, of

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compensation expense related to the vesting of restricted common stock.

NOTE 14—EARNINGS PER SHARE

For the three and nine months ended September 30, 2012, a total of 20,595,304 and 19,014,611 potentially dilutive securities have not been included in the diluted weighted average shares as they are anti-dilutive. Potentially anti-dilutive securities are the preferred stock and warrants.

For the three and nine months ended September 30, 2011, a total of 20,826,402 and 21,571,852 potentially dilutive securities have not been included in the diluted weighted average shares as as they are anti-dilutive. Potentially anti-dilutive securities are the preferred stock and warrants.

NOTE 15—SEGMENT INFORMATION

Kennedy Wilson's business is defined by two core segments: KW Investments and KW Services. KW Investments invests in multifamily, residential and office properties as well as loans secured by real estate. KW Services provides a full array of real estate-related services to investors and lenders, with a strong focus on financial institution-based clients. Kennedy Wilson’s segment disclosure with respect to the determination of segment profit or loss and segment assets is based on these services and investments.

KW INVESTMENTS—Kennedy Wilson, on its own and through joint ventures, is an investor in real estate, including multifamily, residential and office properties as well as loans secured by real estate.

Substantially all of the revenue—related party was generated via inter-segment activity for the three and nine months ended September 30, 2012 and 2011. Generally, this revenue consists of fees earned on investments in which Kennedy Wilson also has an ownership interest. The amounts representing investments with related parties and non-affiliates are included in the investment segment. No single third party client accounted for 10% or more of Kennedy Wilson's revenue during any period presented in these financial statements.

There have been no changes in the basis of segmentation or in the basis of measurement of segment profit or loss since the December 31, 2011 financial statements.

KW SERVICES—Kennedy Wilson offers a comprehensive line of real estate services for the full life cycle of real estate ownership and investment to clients that include financial institutions, developers, builders and government agencies. Kennedy Wilson provides auction and conventional sales, property management, investment management, asset management, leasing, construction management, acquisitions, dispositions and trust services.

The following tables summarize Kennedy Wilson’s income activity by segment and corporate for the three and nine months ended September 30, 2012 and 2011 and balance sheet data as of September 30, 2012 and December 31, 2011:

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	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Investments				
Sale of real estate	$1,275,000	$—	$1,275,000	$417,000
Rental and other income	1,485,000	1,666,000	4,432,000	3,359,000
Total revenue	2,760,000	1,666,000	5,707,000	3,776,000
Operating expenses	9,328,000	4,548,000	19,470,000	13,134,000
Depreciation and amortization	856,000	830,000	2,538,000	1,569,000
Total operating expenses	10,184,000	5,378,000	22,008,000	14,703,000
Equity in joint venture income (loss)	1,848,000	(646,000)	12,472,000	7,229,000
Interest income from loan pool participations and notes receivable	3,712,000	1,048,000	7,126,000	5,835,000
Operating (loss) income	(1,864,000)	(3,310,000)	3,297,000	2,137,000
Remeasurement gain	—	—	—	6,348,000
Gain on sale of marketable securities	—	—	2,931,000	—
Realized foreign currency exchange loss	(6,000)	—	(80,000)	—
Interest income - related party	139,000	—	2,408,000	—
Interest expense	(160,000)	(73,000)	(477,000)	(225,000)
(Loss) income from continuing operations	(1,891,000)	(3,383,000)	8,079,000	8,260,000
Discontinued operations				
Income from discontinued operations, net of income taxes	—	—	2,000	—
Loss from sale of real estate, net of income taxes	—	—	(212,000)	—
(Loss) Income before benefit from and provision for income taxes	$(1,891,000)	$(3,383,000)	$7,869,000	$8,260,000

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Services				
Management and leasing fees and commissions	$5,492,000	$6,191,000	$14,785,000	$14,499,000
Management and leasing fees and commissions - related party	6,988,000	4,919,000	20,688,000	11,738,000
Total revenue	12,480,000	11,110,000	35,473,000	26,237,000
Operating expenses	7,638,000	7,950,000	24,304,000	19,743,000
Depreciation and amortization	40,000	33,000	107,000	98,000
Total operating expenses	7,678,000	7,983,000	24,411,000	19,841,000
Operating income	4,802,000	3,127,000	11,062,000	6,396,000
Income before provision for income taxes	$4,802,000	$3,127,000	$11,062,000	$6,396,000

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	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Corporate				
Operating expenses	$2,905,000	$2,140,000	$8,044,000	$6,528,000
Depreciation and amortization	93,000	68,000	258,000	161,000
Total operating expenses	2,998,000	2,208,000	8,302,000	6,689,000
Operating loss	(2,998,000)	(2,208,000)	(8,302,000)	(6,689,000)
Interest income	40,000	74,000	95,000	264,000
Interest income - related party	—	561,000	—	970,000
Interest expense	(6,595,000)	(6,044,000)	(19,502,000)	(13,649,000)
Loss before benefit from income taxes	$(9,553,000)	$(7,617,000)	$(27,709,000)	$(19,104,000)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Consolidated				
Management fees and commissions	$5,492,000	$6,191,000	$14,785,000	$14,499,000