

OMEGA HEALTHCARE INVESTORS INC
Form 10-Q
May 10, 2018

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 March 31, 2018

or

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

For the transition period from _____ to _____

OMEGA HEALTHCARE INVESTORS, INC.

OHI HEALTHCARE PROPERTIES LIMITED PARTNERSHIP

(Exact name of Registrant as specified in its charter)

Maryland

1-11316

38-3041398

(Omega Healthcare Investors, Inc.) Delaware (OHI Healthcare Properties Limited Partnership) (State of incorporation or organization)	(Omega Healthcare Investors, Inc.) 333-203447-11 (OHI Healthcare Properties Limited Partnership) (Commission file number)	(Omega Healthcare Investors, Inc.) 36-4796206 (OHI Healthcare Properties Limited Partnership) (IRS Employer) Identification No.)
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303 International Circle, Suite 200, Hunt Valley, MD 21030

(Address of principal executive offices)

(410) 427-1700

(Telephone number, including area code)

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.

Omega Healthcare Investors, Inc. Yes No OHI Healthcare Properties Limited Partnership
Yes No

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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Omega Healthcare Investors, Inc. Yes No OHI Healthcare Properties Limited Partnership
Yes No

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

Omega Healthcare Investors, Inc.

Large accelerated filer Accelerated filer Non-accelerated
Smaller reporting company Emerging growth company filer

OHI Healthcare Properties Limited Partnership

Large accelerated filer Accelerated filer Non-accelerated filer
Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

Omega Healthcare Investors, Inc. OHI Healthcare Properties Limited Partnership

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Omega Healthcare Investors, Inc. Yes No OHI Healthcare Properties Limited Partnership
Yes No

Indicate the number of shares outstanding of each of the issuers' classes of common stock as of May 2, 2018

Omega Healthcare Investors, Inc.
Common Stock, \$.10 par value 198,600,102

OHI Healthcare Properties Limited Partnership
N/A No common stock outstanding
(Class) (Number of shares)

EXPLANATORY NOTE

This report combines the quarterly reports on Form 10-Q for the period ended March 31, 2018 of Omega Healthcare Investors, Inc. and OHI Healthcare Properties Limited Partnership (“Omega OP”). Unless stated otherwise or the context otherwise requires, (i) references to “Omega” or the “Company” means Omega Healthcare Investors, Inc. and its consolidated subsidiaries, (ii) references to “Parent” refer to Omega Healthcare Investors, Inc. without regard to its consolidated subsidiaries, and (iii) references to “Omega OP” means OHI Healthcare Properties Limited Partnership and its consolidated subsidiaries.

Omega is a self-administered real estate investment trust (“REIT”) under the Internal Revenue Code of 1986. Omega is structured as an umbrella partnership REIT (“UPREIT”) under which all of Omega's assets are owned directly or indirectly by, and all of Omega's operations are conducted directly or indirectly through, its operating partnership subsidiary, Omega OP.

Parent directly owned approximately 96% of the issued and outstanding partnership units in Omega OP (the “Omega OP Units”) at March 31, 2018. Each Omega OP Unit (other than those owned by Parent) is redeemable at the election of the holder for cash equal to the then-fair market value of one share of common stock of Parent, subject to Parent’s election to exchange the Omega OP Units tendered for redemption for common stock of the Parent on a one-for-one basis in an unregistered transaction, subject to adjustment as set forth in the partnership agreement. The management of Parent consists of the same members as the management of Omega OP.

The financial results of Omega OP are consolidated into the financial statements of Omega. Omega has no significant assets other than its investments in Omega OP. Omega and Omega OP are managed and operated as one entity. Omega OP has no significant assets other than its interests in non-guarantor subsidiaries.

We believe it is important for investors to understand the few differences between Omega and Omega OP in the context of how we operate as a consolidated company. Omega acts as the general partner of Omega OP. Net proceeds from equity issuances by Parent are contributed to Omega OP in exchange for additional partnership units. Parent and Omega OP incur indebtedness. The net proceeds of the Parent’s borrowings are loaned to Omega OP. The outstanding senior notes and certain other debt of Parent is guaranteed by Omega OP.

The presentation of debt and related interest, including amounts accrued, stockholders’ equity, owners’ equity and noncontrolling interests are the main areas of difference between the consolidated financial statements of Omega and Omega OP. The differences between debt, stockholders’ equity and owners’ equity result from differences in the debt or equity issued at the Omega and Omega OP levels. With respect to owners’ equity, the units held by the partners in

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Omega OP other than the Parent are accounted for as owners' equity in Omega OP's financial statements and as noncontrolling interests in Omega's financial statements. Although classified differently, total debt and equity of Omega and Omega OP are the same.

We believe combining the quarterly reports on Form 10-Q of Omega and Omega OP into this single report results in the following benefits:

- combined reports better reflect how management and the analyst community view the business as a single operating unit;
- combined reports enhance investors' understanding of Omega and Omega OP by enabling them to view the business as a whole and in the same manner as management;
- combined reports are more efficient for Omega and Omega OP and result in savings in time, effort and expense; and
- combined reports are more efficient for investors by reducing duplicative disclosure and providing a single document for their review.

In order to highlight the differences between Omega and Omega OP, the separate sections in this report for Omega and Omega OP specifically refer to Omega and Omega OP. In the sections that combine disclosure of Omega and Omega OP, this report refers to "we" and "us" actions or holdings as being "our" actions or holdings. Although Omega OP and its subsidiaries hold all of our assets, we believe that reference to "we," "us" or "our" in this context is appropriate because the business is one enterprise and we operate substantially all of our business through Omega OP.

OMEGA HEALTHCARE INVESTORS, INC.

OHI HEALTHCARE PROPERTIES LIMITED PARTNERSHIP

FORM 10-Q

March 31, 2018

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PART I – FINANCIAL INFORMATION**Item 1 - Financial Statements****OMEGA HEALTHCARE INVESTORS, INC.****CONSOLIDATED BALANCE SHEETS****(in thousands, except per share amounts)**

	March 31, 2018	December 31, 2017
	(Unaudited)	
ASSETS		
Real estate properties		
Real estate investments (see Note 2)	\$ 7,611,038	\$ 7,655,960
Less accumulated depreciation	(1,420,332)	(1,376,828)
Real estate investments – net	6,190,706	6,279,132
Investments in direct financing leases – net	364,932	364,965
Mortgage notes receivable – net	653,319	671,232
	7,208,957	7,315,329
Other investments – net	322,249	276,342
Investment in unconsolidated joint venture	34,673	36,516
Assets held for sale – net	143,419	86,699
Total investments	7,709,298	7,714,886
Cash and cash equivalents	71,231	85,937
Restricted cash	7,868	10,871
Accounts receivable – net	319,713	279,334
Goodwill	645,214	644,690
Other assets	39,305	37,587
Total assets	\$ 8,792,629	\$ 8,773,305
LIABILITIES AND EQUITY		
Revolving line of credit	\$ 355,000	\$ 290,000
Term loans – net	910,019	904,670
Secured borrowings – net	52,775	53,098
Unsecured borrowings – net	3,325,885	3,324,390
Accrued expenses and other liabilities	262,573	295,142
Deferred income taxes	15,977	17,747
Total liabilities	4,922,229	4,885,047

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Equity:

Common stock \$.10 par value authorized – 350,000 shares, issued and outstanding – 198,595 shares as of March 31, 2018 and 198,309 as of December 31, 2017	19,859	19,831
Common stock – additional paid-in capital	4,943,600	4,936,302
Cumulative net earnings	1,933,153	1,839,356
Cumulative dividends	(3,341,765)	(3,210,248)
Accumulated other comprehensive loss	(16,399)	(30,150)
Total stockholders' equity	3,538,448	3,555,091
Noncontrolling interest	331,952	333,167
Total equity	3,870,400	3,888,258
Total liabilities and equity	\$ 8,792,629	\$ 8,773,305

See notes to consolidated financial statements.

OMEGA HEALTHCARE INVESTORS, INC.**CONSOLIDATED STATEMENTS OF OPERATIONS****Unaudited****(in thousands, except per share amounts)**

	Three Months Ended March 31,	
	2018	2017
Revenue		
Rental income	\$ 193,949	\$ 192,537
Income from direct financing leases	613	15,646
Mortgage interest income	16,579	15,956
Other investment income	8,527	6,914
Miscellaneous income	531	691
Total operating revenues	220,199	231,744
Expenses		
Depreciation and amortization	70,361	69,993
General and administrative	16,475	12,524
Acquisition costs	-	(41)
Impairment loss on real estate properties	4,914	7,638
Provision for uncollectible accounts	7,814	2,404
Total operating expenses	99,564	92,518
Income before other income and expense	120,635	139,226
Other income (expense)		
Interest income and other – net	585	4
Interest expense	(48,011)	(45,041)
Interest – amortization of deferred financing costs	(2,243)	(2,502)
Contractual settlement	-	10,412
Realized gain on foreign exchange	59	61
Total other expense	(49,610)	(37,066)
Income before gain on assets sold	71,025	102,160
Gain on assets sold – net	17,500	7,420
Income from continuing operations	88,525	109,580
Income tax expense	(543)	(1,100)
(Loss) income from unconsolidated joint venture	(49)	632
Net income	87,933	109,112
Net income attributable to noncontrolling interest	(3,713)	(4,672)
Net income available to common stockholders	\$ 84,220	\$ 104,440

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Income per common share available to common stockholders:

Basic:

Net income available to common stockholders	\$0.42	\$0.53
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Diluted:

Net income	\$0.42	\$0.53
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Dividends declared per common share	\$0.66	\$0.62
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Weighted-average shares outstanding, basic	198,911	197,013
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Weighted-average shares outstanding, diluted	207,816	206,174
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See notes to consolidated financial statements.

OMEGA HEALTHCARE INVESTORS, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

Unaudited

(in thousands)

	Three Months Ended March 31,	
	2018	2017
Net income	\$87,933	\$109,112
Other comprehensive income:		
Foreign currency translation	9,869	4,334
Cash flow hedges	4,488	1,254
Total other comprehensive income	14,357	5,588
Comprehensive income	102,290	114,700
Comprehensive income attributable to noncontrolling interest	(4,319)	(4,911)
Comprehensive income attributable to common stockholders	\$97,971	\$109,789

See notes to consolidated financial statements.

OMEGA HEALTHCARE INVESTORS, INC.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Unaudited

(in thousands, except per share amounts)

	Common Stock Par Value	Common Stock - Additional Paid-in Capital	Cumulative Net Earnings	Cumulative Dividends	Accumulated Other Comprehensive Loss	Total Stockholders' Equity	Noncontrolling Interest	Total Equity
Balance at December 31, 2017 (198,309 common shares & 8,772 Omega OP Units)	\$ 19,831	\$ 4,936,302	\$ 1,839,356	\$(3,210,248)	\$(30,150)	\$ 3,555,091	\$ 333,167	\$ 3,888,258
Cumulative effect of accounting change (see Note 1)	—	—	9,577	—	—	9,577	423	10,000
Balance at January 1, 2018 (198,309 common shares & 8,772 Omega OP Units)	19,831	4,936,302	1,848,933	(3,210,248)	(30,150)	3,564,668	333,590	3,898,258
Stock-based compensation expense	—	4,056	—	—	—	4,056	—	4,056
Vesting/exercising of equity compensation plan, net of tax withholdings (89 shares)	9	(1,663)	—	—	—	(1,654)	—	(1,654)
Dividend reinvestment and stock purchase plan (189 shares at an average of	19	4,867	—	—	—	4,886	—	4,886

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\$25.87 per share)									
Deferred compensation directors (8 shares at \$27.43 per share)	—	67	—	—	—	67	—	67	
Equity Shelf Program	—	(29)	—	—	(29)	—	(29
Common dividends declared (\$0.66 per share)	—	—	—	(131,517)	—	(131,517)	—
Redemption of Omega OP Units (3 units at \$27.06 per share)	—	—	—	—	—	—	(72)	(72
Omega OP Units distributions	—	—	—	—	—	—	(5,885)	(5,885
Comprehensive income:									
Foreign currency translation	—	—	—	—	9,452	9,452	417	9,869	
Cash flow hedges	—	—	—	—	4,299	4,299	189	4,488	
Net income	—	—	84,220	—	—	84,220	3,713	87,933	
Total comprehensive income									102,290
Balance at March 31, 2018 (198,595 shares & 8,769 Omega OP Units)	\$ 19,859	\$ 4,943,600	\$ 1,933,153	\$(3,341,765)	\$(16,399)	\$ 3,538,448	\$ 331,952	\$ 3,870,400	

See notes to consolidated financial statements.

OMEGA HEALTHCARE INVESTORS, INC.**CONSOLIDATED STATEMENTS OF CASH FLOWS****Unaudited (in thousands)**

	Three Months Ended	
	March 31,	
	2018	2017
Cash flows from operating activities		
Net income	\$87,933	\$109,112
Adjustment to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	70,361	69,993
Impairment loss on real estate properties	4,914	7,638
Provision for uncollectible accounts	7,814	2,404
Interest - amortization of deferred financing costs	2,243	2,502
Accretion of direct financing leases	33	(3,016)
Stock-based compensation expense	4,056	3,744
Gain on assets sold – net	(17,500)	(7,420)
Amortization of acquired in-place leases - net	(2,687)	(3,096)
Effective yield receivable on mortgage notes	(354)	(593)
Interest paid-in-kind	(1,891)	—
Change in operating assets and liabilities – net:		
Contractual receivables	(4,630)	(21,377)
Straight-line rent receivables	(14,497)	(11,747)
Lease inducements	(32,389)	447
Other operating assets and liabilities	(50,506)	(36,044)
Net cash provided by operating activities	52,900	112,547
Cash flows from investing activities		
Acquisition of real estate	(29,672)	(7,574)
Investments in construction in progress	(21,855)	(15,703)
Investments in direct financing leases	—	(2,229)
Placement of mortgage loans	(6,749)	(5,749)
Distributions from unconsolidated joint venture	1,880	8,587
Net proceeds from sale of real estate investments	74,745	45,848
Capital improvements to real estate investments	(9,596)	(8,199)
Receipts from insurance proceeds	1,090	—
Proceeds from other investments	53,873	23,181
Investments in other investments	(89,960)	(22,144)
Collection of mortgage principal	24,797	333
Net cash (used in) provided by investing activities	(1,447)	16,351
Cash flows from financing activities		
Proceeds from credit facility borrowings	317,000	148,000
Payments on credit facility borrowings	(252,000)	(215,000)

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Payments of other long-term borrowings	(328)	(318)
Payments of financing related costs	(8)	(563)
Receipts from dividend reinvestment plan	4,886	7,335
Payments for exercised options and restricted stock	(1,654)	(2,120)
Net (costs) proceeds from issuance of common stock	(29)	6,759
Dividends paid	(131,449)	(122,272)
Redemption of OP Units	(72)	(56)
Distributions to OP Unit Holders	(5,885)	(5,554)
Net cash used in financing activities	(69,539)	(183,789)
Effect of foreign currency translation on cash, cash equivalents and restricted cash	377	162
Decrease in cash, cash equivalents and restricted cash	(17,709)	(54,729)
Cash, cash equivalents and restricted cash at beginning of period	96,808	107,276
Cash, cash equivalents and restricted cash at end of period	\$79,099	\$52,547

See notes to consolidated financial statements.

OHI HEALTHCARE PROPERTIES LIMITED PARTNERSHIP**CONSOLIDATED BALANCE SHEETS****(in thousands, except per share amounts)**

	March 31, 2018	December 31, 2017
	(Unaudited)	
ASSETS		
Real estate properties		
Real estate investments (see Note 2)	\$7,611,038	\$ 7,655,960
Less accumulated depreciation	(1,420,332)	(1,376,828)
Real estate investments – net	6,190,706	6,279,132
Investments in direct financing leases – net	364,932	364,965
Mortgage notes receivable – net	653,319	671,232
	7,208,957	7,315,329
Other investments – net	322,249	276,342
Investment in unconsolidated joint venture	34,673	36,516
Assets held for sale – net	143,419	86,699
Total investments	7,709,298	7,714,886
Cash and cash equivalents	71,231	85,937
Restricted cash	7,868	10,871
Accounts receivable – net	319,713	279,334
Goodwill	645,214	644,690
Other assets	39,305	37,587
Total assets	\$8,792,629	\$ 8,773,305
LIABILITIES AND OWNERS' EQUITY		
Term loans – net	\$99,455	\$ 99,423
Secured borrowings – net	52,775	53,098
Accrued expenses and other liabilities	214,449	226,028
Deferred income taxes	15,977	17,747
Intercompany loans payable	4,539,573	4,488,751
Total liabilities	4,922,229	4,885,047
Owners' Equity:		
General partners' equity	3,538,448	3,555,091
Limited partners' equity	331,952	333,167
Total owners' equity	3,870,400	3,888,258
Total liabilities and owners' equity	\$8,792,629	\$ 8,773,305

See notes to consolidated financial statements.

OHI HEALTHCARE PROPERTIES LIMITED PARTNERSHIP**CONSOLIDATED STATEMENTS OF OPERATIONS****Unaudited****(in thousands, except per share amounts)**

	Three Months Ended March 31,	
	2018	2017
Revenue		
Rental income	\$ 193,949	\$ 192,537
Income from direct financing leases	613	15,646
Mortgage interest income	16,579	15,956
Other investment income	8,527	6,914
Miscellaneous income	531	691
Total operating revenues	220,199	231,744
Expenses		
Depreciation and amortization	70,361	69,993
General and administrative	16,475	12,524
Acquisition costs	-	(41)
Impairment loss on real estate properties	4,914	7,638
Provision for uncollectible accounts	7,814	2,404
Total operating expenses	99,564	92,518
Income before other income and expense	120,635	139,226
Other income (expense)		
Interest income and other - net	585	4
Interest expense	(48,011)	(45,041)
Interest – amortization of deferred financing costs	(2,243)	(2,502)
Contractual settlement	-	10,412
Realized gain on foreign exchange	59	61
Total other expense	(49,610)	(37,066)
Income before gain on assets sold	71,025	102,160
Gain on assets sold – net	17,500	7,420
Income from continuing operations	88,525	109,580
Income taxes	(543)	(1,100)
(Loss) income from unconsolidated joint venture	(49)	632
Net income	\$ 87,933	\$ 109,112

Earnings per unit:

Basic:

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Net income	\$0.42	\$0.53
Diluted: Net income	\$0.42	\$0.53
Dividends declared per Omega OP Unit	\$0.66	\$0.62
Weighted-average Omega OP Units outstanding, basic	207,680	205,827
Weighted-average Omega OP Units outstanding, diluted	207,816	206,174

See notes to consolidated financial statements.

OHI HEALTHCARE PROPERTIES LIMITED PARTNERSHIP

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

Unaudited

(in thousands)

	Three Months Ended March 31,	
	2018	2017
Net income	\$87,933	\$109,112
Other comprehensive income:		
Foreign currency translation	9,869	4,334
Cash flow hedges	4,488	1,254
Total other comprehensive income	14,357	5,588
Comprehensive income	\$102,290	\$114,700

See notes to consolidated financial statements.

OHI HEALTHCARE PROPERTIES LIMITED PARTNERSHIP**CONSOLIDATED STATEMENT OF CHANGES IN OWNERS' EQUITY****Unaudited****(in thousands)**

	General Partners' Omega OP Units	Limited Partners' Omega OP Units	Total Omega OP Units	General Partners' Equity	Limited Partners' Equity	Total Equity
Balance at December 31, 2017	198,309	8,772	207,081	\$3,555,091	\$333,167	\$3,888,258
Cumulative effect of accounting change (see Note 1)	—	—	—	9,577	423	10,000
Balance at January 1, 2018	198,309	8,772	207,081	3,564,668	333,590	3,898,258
Contributions from partners	286	—	286	7,326	—	7,326
Distributions to partners	—	—	—	(131,517)	(5,885)	(137,402)
Omega OP Unit redemptions	—	(3)	(3)	—	(72)	(72)
Comprehensive income						
Foreign currency translation	—	—	—	9,452	417	9,869
Cash flow hedges	—	—	—	4,299	189	4,488
Net income	—	—	—	84,220	3,713	87,933
Total comprehensive income						102,290
Balance at March 31, 2018	198,595	8,769	207,364	\$3,538,448	\$331,952	\$3,870,400

See notes to consolidated financial statements.

OHI HEALTHCARE PROPERTIES LIMITED PARTNERSHIP**CONSOLIDATED STATEMENTS OF CASH FLOWS****Unaudited (in thousands)**

	Three Months Ended	
	March 31,	
	2018	2017
Cash flows from operating activities		
Net income	\$87,933	\$109,112
Adjustment to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	70,361	69,993
Impairment loss on real estate properties	4,914	7,638
Provision for uncollectible accounts	7,814	2,404
Interest - amortization of deferred financing costs	2,243	2,502
Accretion of direct financing leases	33	(3,016)
Stock-based compensation expense	4,056	3,744
Gain on assets sold – net	(17,500)	(7,420)
Amortization of acquired in-place leases - net	(2,687)	(3,096)
Effective yield receivable on mortgage notes	(354)	(593)
Interest paid-in-kind	(1,891)	—
Change in operating assets and liabilities – net:		
Contractual receivables	(4,630)	(21,377)
Straight-line rent receivables	(14,497)	(11,747)
Lease inducements	(32,389)	447
Other operating assets and liabilities	(50,506)	(36,044)
Net cash provided by operating activities	52,900	112,547
Cash flows from investing activities		
Acquisition of real estate	(29,672)	(7,574)
Investments in construction in progress	(21,855)	(15,703)
Investments in direct financing leases	—	(2,229)
Placement of mortgage loans	(6,749)	(5,749)
Distributions from unconsolidated joint venture	1,880	8,587
Net proceeds from sale of real estate investments	74,745	45,848
Capital improvements to real estate investments	(9,596)	(8,199)
Receipts from insurance proceeds	1,090	—
Proceeds from other investments	53,873	23,181
Investments in other investments	(89,960)	(22,144)
Collection of mortgage principal	24,797	333
Net cash (used in) provided by investing activities	(1,447)	16,351
Cash flows from financing activities		
Proceeds from intercompany loans payable to Omega	317,000	148,000
Repayment of intercompany loans payable to Omega	(252,328)	(215,318)

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Payment of financing related costs incurred by Omega	(8)	(563)
Equity contributions from general partners	3,203	11,974
Distributions to general partners	(131,449)	(122,272)
Distributions to limited partners	(5,885)	(5,554)
Redemption of Omega OP Units	(72)	(56)
Net cash used in financing activities	(69,539)	(183,789)
Effect of foreign currency translation on cash, cash equivalents and restricted cash	377	162
Decrease in cash, cash equivalents and restricted cash	(17,709)	(54,729)
Cash, cash equivalents and restricted cash at beginning of period	96,808	107,276
Cash, cash equivalents and restricted cash at end of period	\$79,099	\$52,547

See notes to consolidated financial statements.

OMEGA HEALTHCARE INVESTORS, INC. AND OHI HEALTHCARE PROPERTIES

LIMITED PARTNERSHIP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Unaudited

March 31, 2018

NOTE 1 – BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Business Overview and Organization

Omega Healthcare Investors, Inc. (“Omega”) was formed as a real estate investment trust (“REIT”) and incorporated in the State of Maryland on March 31, 1992. Omega is structured as an umbrella partnership REIT (“UPREIT”) under which all of Omega's assets are owned directly or indirectly by, and all of Omega's operations are conducted directly or indirectly through, its operating partnership subsidiary, OHI Healthcare Properties Limited Partnership (“Omega OP”). Omega OP was formed as a limited partnership and organized in the State of Delaware on October 24, 2014. Unless stated otherwise or the context otherwise requires, the terms the “Company,” “we,” “our” and “us” means Omega and Omega OP, collectively.

The Company has one reportable segment consisting of investments in healthcare-related real estate properties located in the United States (“U.S.”) and the United Kingdom (“U.K.”). Our core business is to provide financing and capital to the long-term healthcare industry with a particular focus on skilled nursing facilities (“SNFs”) and, to a lesser extent, assisted living facilities (“ALFs”), independent living facilities and rehabilitation and acute care facilities. Our core portfolio consists of long-term leases and mortgage agreements. All of our leases are “triple-net” leases, which require the tenants to pay all property-related expenses. Our mortgage revenue derives from fixed rate mortgage loans, which are secured by first mortgage liens on the underlying real estate and personal property of the mortgagor.

Omega OP is governed by the Second Amended and Restated Agreement of Limited Partnership of OHI Healthcare Properties Limited Partnership, dated as of April 1, 2015 (the “Partnership Agreement”). Omega has exclusive control over Omega OP’s day-to-day management pursuant to the Partnership Agreement. As of March 31, 2018, Omega owned approximately 96% of the issued and outstanding units of partnership interest in Omega OP (“Omega OP Units”), and investors owned approximately 4% of the outstanding Omega OP Units.

Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”) regarding interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by U.S. generally accepted accounting principles (“GAAP”) for complete financial statements. In our opinion, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. The results of operations for the interim periods reported herein are not necessarily indicative of results to be expected for the full year. These unaudited consolidated financial statements should be read in conjunction with the financial statements and the footnotes thereto included in our latest Annual Report on Form 10-K filed with the SEC on February 23, 2018.

Omega’s consolidated financial statements include the accounts of (i) Omega, (ii) Omega OP, and (iii) all direct and indirect wholly owned subsidiaries of Omega. All intercompany transactions and balances have been eliminated in consolidation, and Omega’s net earnings are reduced by the portion of net earnings attributable to noncontrolling interests.

Omega OP’s consolidated financial statements include the accounts of (i) Omega OP, and (ii) all direct and indirect wholly owned subsidiaries of Omega OP. All intercompany transactions and balances have been eliminated in consolidation.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash on hand and highly liquid investments with a maturity date of three months or less when purchased. These investments are stated at cost, which approximates fair value. The majority of our cash, cash equivalents and restricted cash are held at major commercial banks. Certain cash account balances typically exceed FDIC insurance limits of \$250,000 per account and, as a result, there is a concentration of credit risk related to amounts in excess of the insurance limits. We regularly monitor the financial stability of these financial institutions and believe that we are not exposed to any significant credit risk in cash, cash equivalents or restricted cash.

Restricted Cash

Restricted cash consists primarily of liquidity deposits escrowed for tenant obligations required by us pursuant to certain contractual terms and other deposits required by the U.S. Department of Housing and Urban Development (“HUD”) in connection with our mortgage borrowings guaranteed by HUD.

Real Estate Investment Impairment

Management evaluates our real estate investments for impairment indicators at each reporting period, including the evaluation of our assets’ useful lives. The judgment regarding the existence of impairment indicators is based on factors such as, but not limited to, market conditions, operator performance including the current payment status of contractual obligations and expectations of the ability to meet future contractual obligations, legal structure, as well as our intent with respect to holding or disposing of the asset. If indicators of impairment are present, management evaluates the carrying value of the related real estate investments in relation to management’s estimate of future undiscounted cash flows of the underlying facilities. The estimated future undiscounted cash flows are generally based on the related lease which relates to one or more properties and may include cash flows from the eventual disposition of the asset. In some instances, there may be various potential outcomes for a real estate investment and its potential future cash flows. In these instances, the undiscounted future cash flows used to assess the recoverability are probability-weighted based on management’s best estimates as of the date of evaluation. Provisions for impairment losses related to long-lived assets are recognized when expected future undiscounted cash flows based on our intended use of the property are determined to be less than the carrying values of the assets. An adjustment is made to the net carrying value of the real estate investments for the excess of carrying value over fair value. The fair value of the real estate investment is determined based on current market conditions and considers matters such as rental rates and occupancies for comparable properties, recent sales data for comparable properties, and, where applicable, contracts or the results of negotiations with purchasers or prospective purchasers. Additionally, our evaluation of fair value may consider valuing the property as a nursing home as well as alternative uses. All impairments are taken as a period cost at that time, and depreciation is adjusted going forward to reflect the new value assigned to the asset. Management’s impairment evaluation process, and when applicable, impairment calculations involve estimation of the future cash flows from management’s intended use of the property as well as the fair value of the property. Changes in the facts and circumstances that drive management’s assumptions may result in an impairment of the Company’s assets in a future period that could be material to the Company’s results of operations.

For the three months ended March 31, 2018 and 2017, we recognized impairment losses on real estate properties of \$4.9 million and \$7.6 million, respectively. For additional information see Note 2 – Properties and Investments.

Allowance for Losses on Mortgages, Other Investments and Direct Financing Leases

The allowances for losses on mortgage notes receivable, other investments and direct financing leases (collectively, our “loans”) are maintained at a level believed adequate to absorb potential losses. The determination of the allowances is based on a quarterly evaluation of these loans, including general economic conditions and estimated collectability of loan payments. We evaluate the collectability of our loans based on a combination of factors, including, but not limited to, delinquency status, financial strength of the borrower and guarantors and the value of the underlying collateral. If such factors indicate that there is greater risk of loan charge-offs, additional allowances or placement on non-accrual status may be required. A loan is impaired when, based on current information and events, it is probable that we will be unable to collect all amounts due as scheduled according to the contractual terms of the loan agreements. Consistent with this definition, all loans on non-accrual status may be deemed impaired. To the extent circumstances improve and the risk of collectability is diminished, we will return these loans to full accrual status. When management identifies potential loan impairment indicators, the loan is written down to the present value of the expected future cash flows. In cases where expected future cash flows are not readily determinable, the loan is written down to the fair value of the underlying collateral, if applicable. We may base our valuation on a loan’s observable market price, if any, or the fair value of collateral, net of sales costs, if the repayment of the loan is expected to be provided solely by the sale of the collateral.

We account for impaired loans using (a) the cost-recovery method, and/or (b) the cash basis method. We generally utilize the cost-recovery method for impaired loans for which impairment reserves were recorded. We utilize the cash basis method for impaired loans for which no impairment reserves were recorded because the net present value of the discounted cash flows expected under the loan and/or the underlying collateral supporting the loan were equal to or exceeded the book value of the loan. Under the cost-recovery method, we apply cash received against the outstanding loan balance prior to recording interest income. Under the cash basis method, we apply cash received to principal or interest income based on the terms of the agreement. As of March 31, 2018 and December 31, 2017, we had \$177.5 million and \$177.5 million, respectively, of reserves on our loans. For additional information see Note 3 – Direct Financing Leases, Note 4 – Mortgage Notes Receivable and Note 5 – Other Investments.

Goodwill Impairment

We assess goodwill for potential impairment during the fourth quarter of each fiscal year, or during the year if an event or other circumstance indicates that we may not be able to recover the carrying amount of the net assets of the reporting unit. In evaluating goodwill for impairment on an interim basis, we assess qualitative factors such as a significant decline in real estate valuations, current macroeconomic conditions, state of the equity and capital markets and our overall financial and operating performance or a significant decline in the value of our market capitalization, to determine whether it is more likely than not (that is, a likelihood of more than 50 percent) that the fair value of the reporting unit is less than its carrying amount. On an annual basis during the fourth quarter of each fiscal year, or on an interim basis if we conclude it is more likely than not that the fair value of the reporting unit is less than its carrying value, we perform a two-step goodwill impairment test to identify potential impairment and measure the amount of

impairment we will recognize, if any.

Noncontrolling Interests

Noncontrolling interests is the portion of equity not attributable to the respective reporting entity. We present the portion of any equity that we do not own in consolidated entities as noncontrolling interests and classify those interests as a component of total equity, separate from total stockholders' equity, or owners' equity on our Consolidated Balance Sheets. We include net income (loss) attributable to the noncontrolling interests in net income (loss) in our Consolidated Statements of Operations.

As our ownership of a controlled subsidiary increases or decreases, any difference between the aggregate consideration paid to acquire the noncontrolling interests and our noncontrolling interest balance is recorded as a component of equity in additional paid-in capital, so long as we maintain a controlling ownership interest.

The noncontrolling interest for Omega represents the outstanding Omega OP Units held by outside investors.

Foreign Operations

The U.S. dollar is the functional currency for our consolidated subsidiaries operating in the U.S. The functional currency for our consolidated subsidiaries operating in the U.K. is the British Pound (“GBP”). For our consolidated subsidiaries whose functional currency is not the U.S. dollar (“USD”), we translate their financial statements into the USD. We translate assets and liabilities at the exchange rate in effect as of the financial statement date. Revenue and expense accounts are translated using an average exchange rate for the period. Gains and losses resulting from translation are included in Omega OP’s owners’ equity and Omega’s accumulated other comprehensive loss (“AOCL”), as a separate component of equity and a proportionate amount of gain or loss is allocated to noncontrolling interests.

We and certain of our consolidated subsidiaries may have intercompany and third-party debt that is not denominated in the entity’s functional currency. When the debt is remeasured against the functional currency of the entity, a gain or loss can result. The resulting adjustment is reflected in results of operations, unless it is intercompany debt that is deemed to be long-term in nature in which case the adjustments are included in Omega OP’s owners’ equity and Omega’s AOCL and a proportionate amount of gain or loss is allocated to noncontrolling interests.

Derivative Instruments

Cash flow hedges

During our normal course of business, we may use certain types of derivative instruments for the purpose of managing interest rate and currency risk. To qualify for hedge accounting, derivative instruments used for risk management purposes must effectively reduce the risk exposure that they are designed to hedge. In addition, at the inception of a qualifying cash flow hedging relationship, the underlying transaction or transactions, must be, and are expected to remain, probable of occurring in accordance with the Company’s related assertions. The Company recognizes all derivative instruments, including embedded derivatives required to be bifurcated, as assets or liabilities in the Consolidated Balance Sheets at their fair value which is determined using a market approach and Level 2 inputs.

Changes in the fair value of derivative instruments that are not designated in hedging relationships or that do not meet the criteria of hedge accounting are recognized in earnings. For derivatives designated in qualifying cash flow hedging relationships, the gain or loss on the derivative is recognized in Omega OP's owners' equity and Omega's AOCL as a separate component of equity and a proportionate amount of gain or loss is allocated to noncontrolling interest. We formally document all relationships between hedging instruments and hedged items, as well as our risk-management objectives and strategy for undertaking various hedge transactions. This process includes designating all derivatives that are part of a hedging relationship to specific forecasted transactions as well as recognized liabilities or assets on the Consolidated Balance Sheets. We also assess and document, both at inception of the hedging relationship and on a quarterly basis thereafter, whether the derivatives are highly effective in offsetting the designated risks associated with the respective hedged items. If it is determined that a derivative ceases to be highly effective as a hedge, or that it is probable the underlying forecasted transaction will not occur, we discontinue hedge accounting prospectively and record the appropriate adjustment to earnings based on the current fair value of the derivative. As a matter of policy, we do not use derivatives for trading or speculative purposes. At March 31, 2018, \$5.9 million of qualifying cash flow hedges were recorded at fair value in other assets and at December 31, 2017, \$1.5 million of qualifying cash flow hedges were recorded at fair value in other assets on our Consolidated Balance Sheets.

Net investment hedge

The Company is exposed to fluctuations in the GBP against its functional currency, the USD, relating to its investments in healthcare-related real estate properties located in the U.K. The Company uses a nonderivative, GBP-denominated term loan to manage its exposure to fluctuations in the GBP-USD exchange rate. The foreign currency transaction gain or loss on the nonderivative hedging instrument that is designated and qualifies as a net investment hedge is reported in Omega OP's owners' equity and Omega's AOCL in our Consolidated Balance Sheets.

Accounts Receivable

Accounts receivable includes: contractual receivables, effective yield interest receivables, straight-line rent receivables and lease inducements, net of an estimated provision for losses related to uncollectible and disputed accounts. Contractual receivables relate to the amounts currently owed to us under the terms of our lease and loan agreements. Effective yield interest receivables relate to the difference between the interest income recognized on an effective yield basis over the term of the loan agreement and the interest currently due to us according to the contractual agreement. Straight-line rent receivables relate to the difference between the rental revenue recognized on a straight-line basis and the amounts currently due to us according to the contractual agreement. Lease inducements result from value provided by us to the lessee, at the inception, modification, or renewal of the lease, and are amortized as a reduction of rental revenue over the non-cancellable lease term.

On a quarterly basis, we review our accounts receivable to determine their collectability. The determination of collectability of these assets requires significant judgment and is affected by several factors relating to the credit quality of our operators that we regularly monitor, including (i) payment history, (ii) the age of the contractual receivables, (iii) the current economic conditions and reimbursement environment, (iv) the ability of the tenant to perform under the terms of their lease and/or contractual loan agreements and (v) the value of the underlying collateral of the agreement, if any. If we determine collectability of any of our contractual receivables is at risk, we estimate the potential uncollectible amounts and provide an allowance. In the case of a lease recognized on a straight-line basis, a loan recognized on an effective yield basis or the existence of lease inducements, we generally provide an allowance for straight-line, effective interest, and/or lease inducement accounts receivable when certain conditions or indicators of adverse collectability are present. If the accounts receivable balance is subsequently deemed uncollectible, the receivable and allowance for doubtful account balance are written off.

A summary of our net receivables by type is as follows:

December 31,

	March 31, 2018 2017 (in thousands)	
Contractual receivables	\$47,888	\$ 43,258
Effective yield interest receivables	12,028	11,673
Straight-line rent receivables – net	218,965	216,054
Lease inducements	49,295	16,812
Allowance	(8,463)	(8,463)
Accounts receivable – net	\$319,713	\$ 279,334

During the first quarter of 2018, we wrote-off approximately \$7.8 million of straight-line rent receivables to provision for uncollectible accounts, as a result of facility transitions to other operators.

During the first quarter of 2018, we paid an existing operator approximately \$50 million in exchange for a reduction of such operator's participation in an in-the-money purchase option. As a result, we recorded an approximate \$28 million lease inducement that will be amortized as a reduction to rental income over the remaining term of the lease. The remaining \$22 million was recorded as a reduction to the initial contingent liability which is included in accrued expenses and other liabilities on our Consolidated Balance Sheets.

Reclassification

Certain prior quarter amounts have been reclassified to conform to the current quarter presentation.

Accounting Pronouncements Adopted in 2018

In 2014, the Financial Accounting Standards Board (“FASB”) issued ASU 2014-09, *Revenue from Contracts with Customers* (“ASU 2014-09”), which outlines a comprehensive model for entities to use in accounting for revenue arising from contracts with customers. ASU 2014-09 states that “an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.” While ASU 2014-09 specifically references contracts with customers, it may apply to certain other transactions such as the sale of real estate or equipment. In addition, the FASB issued targeted updates to clarify specific implementation issues of ASU 2014-09. These updates included ASU 2016-08, *Principal versus Agent Considerations (Reporting Revenue Gross versus Net)*, ASU 2016-10, *Identifying Performance Obligations and Licensing*, and ASU 2016-12, *Narrow-Scope Improvements and Practical Expedients*. As a result of adopting ASU 2014-09 and its updates on January 1, 2018, the Company recognized \$10.0 million of deferred gain resulting from the sale of facilities to a third-party in December 2017 through opening retained earnings on January 1, 2018. The Company adopted ASU 2014-09 and its subsequent updates in accordance with the modified retrospective approach. The adoption of ASU 2014-09 and its related updates did not have a material impact on our consolidated financial statements, as a substantial portion of our revenue consists of rental income from leasing arrangements and interest income from loan arrangements, both of which are specifically excluded from ASU 2014-09 and its updates.

In August 2017 the FASB issued ASU 2017-12, *Derivatives and Hedging: Targeted Improvements to Accounting for Hedging Activities* (“ASU 2017-12”). The purpose of this updated guidance is to better align the financial reporting for hedging activities with the economic objectives of those activities. The transition guidance provides companies with the option of early adopting the new standard using a modified retrospective transition method in any interim period after issuance of the update, or alternatively requires adoption for fiscal years beginning after December 15, 2018. This adoption method will require the Company to recognize the cumulative effect of initially applying ASU 2017-12 as an adjustment to accumulated other comprehensive income (loss) with a corresponding adjustment to the opening balance of retained earnings as of the beginning of the fiscal year that an entity adopts the update. On January 1, 2018, the Company adopted ASU 2017-12 using the modified retrospective transition method. As a result of adopting the standard, the Company is making certain adjustments to its existing hedge designation documentation for active hedging relationships in order to take advantage of specific provisions in the new guidance and to fully align its documentation with ASU 2017-12. The adoption of ASU 2017-12 did not have a material impact on our consolidated financial statements.

Recent Accounting Pronouncements - Pending Adoption

In February 2016, the FASB issued ASU 2016-02, *Leases* (“ASU 2016-02”), which amends the existing accounting standards for lease accounting, including requiring lessees to recognize most leases on their balance sheets and making targeted changes to lessor accounting. ASU 2016-02 will be effective for the Company beginning January 1, 2019. Early adoption of ASU 2016-02 as of its issuance is permitted. The new standard requires a modified retrospective transition approach for all leases existing at, or entered into after, the date of initial application, with an option to use certain transition relief. As a result of the pending adoption of ASU 2016-02, the Company may be required to record real estate tax revenues and an equal and offsetting real estate tax expense, as a result of our operators paying real estate taxes on our behalf. We are continuing to evaluate the other impacts of adopting ASU 2016-02 on our consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments - Credit Losses (Topic 326)* (“ASU 2016-13”), which changes the impairment model for most financial assets. The new model uses a forward-looking expected loss method, which will generally result in earlier recognition of allowances for losses. ASU 2016-13 is effective for annual and interim periods beginning after December 15, 2019 and early adoption is permitted for annual and interim periods beginning after December 15, 2018. We are currently evaluating the impact of adopting ASU 2016-13 on our consolidated financial statements.

NOTE 2 – PROPERTIES AND INVESTMENTS

Leased Property

Our leased real estate properties, represented by 716 SNFs, 118 ALFs, 15 specialty facilities and one medical office building at March 31, 2018, are leased under provisions of single or master operating leases with initial terms typically ranging from five to 15 years, plus renewal options. Also see Note 3 – Direct Financing Leases for information regarding additional properties accounted for as direct financing leases. Substantially all of our leases contain provisions for specified annual increases over the rents of the prior year and are generally computed in one of three methods depending on specific provisions of each lease as follows: (i) a specific annual percentage increase over the prior year’s rent, generally between 2.0% and 3.0%; (ii) an increase based on the change in pre-determined formulas from year to year (e.g., increases in the Consumer Price Index (“CPI”)); or (iii) specific dollar increases over prior years. Under the terms of the leases, the lessee is responsible for all maintenance, repairs, taxes and insurance on the leased properties.

A summary of our investment in leased real estate properties is as follows:

	March 31, 2018	December 31, 2017
	(in thousands)	
Buildings	\$6,045,162	\$ 6,098,119
Land	792,910	795,874
Furniture, fixtures and equipment	440,701	440,737
Site improvements	230,566	227,150
Construction in progress	101,699	94,080
Total real estate investments	7,611,038	7,655,960
Less accumulated depreciation	(1,420,332)	(1,376,828)
Real estate investments – net	\$6,190,706	\$ 6,279,132

The following table summarizes the significant acquisitions that occurred in the first quarter of 2018:

Period	Number of Facilities		Country/ State	Total Investment (in millions)	Land	Building & Site Improvements	Furniture & Fixtures	Initial Annual Cash Yield (³) (%)
	SNF	ALF						
Q1	-	1	UK	\$4.0 ⁽¹⁾	\$0.9	\$ 2.9	\$ 0.2	8.50
Q1	-	1	UK	5.7 ⁽²⁾	1.4	4.1	0.2	8.50
Q1	1	-	PA	7.4	1.6	5.4	0.4	9.50
Q1	1	-	VA	13.2	2.4	10.5	0.3	9.50
Total	2	2		\$30.3	\$6.3	\$ 22.9	\$ 1.1	

(1) Omega recorded a non-cash deferred tax liability of approximately \$0.4 million in connection with this acquisition.

(2) Omega recorded a non-cash deferred tax liability of approximately \$0.2 million in connection with this acquisition.

(3) The cash yield is based on the purchase price.

During the first quarter of 2018, we acquired one parcel of land (not reflected in the table above) for approximately \$0.7 million with the intent of building a new facility for an existing operator.

Asset Sales, Impairments and Other

During the first quarter of 2018, we sold 14 facilities (five of which were previously held for sale at December 31, 2017) subject to operating leases for approximately \$74.7 million in net cash proceeds recognizing a gain on sale of approximately \$17.5 million. In addition, we recorded impairments on real estate properties of approximately \$4.9 million on 17 facilities (16 of which were subsequently reclassified to assets held for sale).

Our recorded impairments were primarily the result of decisions to exit certain non-strategic facilities and/or operators. We reduced the net book value of the impaired facilities to their estimated fair values or, with respect to the facilities reclassified to assets held for sale, to their estimated fair values less costs to sell. To estimate the fair value of the facilities, we utilized a market approach and Level 3 inputs (which generally consist of non-binding offers from unrelated third parties). Also see Note 7 – Assets Held For Sale.

NOTE 3 – DIRECT FINANCING LEASES

The components of investments in direct financing leases consist of the following:

	March 31, 2018	December 31, 2017
	(in thousands)	
Minimum lease payments receivable	\$3,695,765	\$ 3,707,079
Less unearned income	(3,158,646)	(3,169,942)
Investment in direct financing leases	537,119	537,137
Less allowance for loss on direct financing lease	(172,187)	(172,172)
Investment in direct financing leases – net	\$364,932	\$ 364,965
Properties subject to direct financing leases	41	41
Number of direct financing leases	5	5

The following minimum rents are due under our direct financing leases for the remainder of 2018 and the subsequent five years (in thousands):

2018⁽¹⁾	2019⁽¹⁾	2020⁽¹⁾	2021⁽¹⁾	2022⁽¹⁾	2023⁽¹⁾
\$1,966	\$2,654	\$2,686	\$2,629	\$2,679	\$2,731

⁽¹⁾ Orianna has been excluded from the contractual minimum rent payments due under our direct financing leases as the facilities are expected to be transitioned or sold. See below for additional information.

On November 27, 2013, we closed an aggregate \$529 million purchase/leaseback transaction in connection with the acquisition of Ark Holding Company, Inc. (“Ark Holding”) by 4 West Holdings Inc. At closing, we acquired 55 SNFs and 1 ALF operated by Ark Holding and leased the facilities back to Ark Holding, now known as New Ark Investment Inc. (“New Ark” which does business as “Orianna Health Systems” and is herein referred to as “Orianna”), pursuant to four 50-year master leases with rental payments yielding 10.6% per annum over the term of the leases. The purchase/leaseback transaction is being accounted for as a direct financing lease.

The lease agreements allow the tenant the right to purchase the facilities for a bargain purchase price plus closing costs at the end of the lease term. In addition, commencing in the 41st year of each lease, the tenant will have the right to prepay the remainder of its obligations thereunder for an amount equal to the sum of the unamortized portion of the original aggregate \$529 million investment plus the net present value of the remaining payments under the lease and closing costs. In the event the tenant exercises either of these options, we have the right to purchase the properties for fair value at the time.

The 38 facilities remaining under our master leases with Orianna as of March 31, 2018 are located in seven states, predominantly in the southeastern U.S. (37 facilities) and Indiana (1 facility). Our recorded investment in these direct financing leases, net of the \$172.2 million allowance, amounted to \$337.7 million, as of March 31, 2018. We have not recognized any direct financing lease income from Orianna for the period from July 1, 2017 through March 31, 2018.

Orianna has not satisfied the contractual payments due under the terms of the remaining two direct financing leases or the separate operating lease covering four facilities with the Company and the collectability of future amounts due is uncertain.

In March 2018, Orianna commenced voluntary Chapter 11 proceedings in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the “Bankruptcy Court”). As described in Orianna’s filings with the Bankruptcy Court, we have entered into a Restructuring Support Agreement (“RSA”) that is expected to form the basis for Orianna’s restructuring. The RSA provides for the recommencement, in April 2018, of partial rent payments at \$1.0 million per month and establishes a specific timeline for the implementation of Orianna’s planned restructuring. The RSA provides for the transition of 23 facilities to new operators and the potential sale of the remaining 19 facilities subject to the plan of reorganization and its approval by the Bankruptcy Court.

In order to provide liquidity to Orianna during their Chapter 11 proceedings, we have committed up to \$30 million in senior secured debtor-in-possession (“DIP”) financing. The DIP financing has been approved by the Bankruptcy Court on an interim basis and remains subject to final Bankruptcy Court approval. The DIP financing was used to repay in full Orianna’s previous secured working capital lender and to provide Orianna with additional liquidity to fund on-going business operations. See Note 5 – Other Investments.

In 2017, we recorded an allowance for loss on direct financing leases of \$172.2 million with Orianna covering 38 facilities in the Southeast region of the U.S. The amount of the allowance was determined based on the fair value of the facilities subject to the direct financing lease. To estimate the fair value of the underlying collateral, we utilized an income approach and Level 3 inputs. Our estimate of fair value assumed annual rents ranging between \$32.0 million and \$38.0 million, rental yields between 9% and 10%, current and projected operating performance of the facilities, coverage ratios and bed values. Such assumptions are subject to change based on changes in market conditions and the ultimate resolution of this matter. Such changes could be significantly different than the currently estimated fair value and such differences could have a material impact on our financial statements.

Additionally, we own four facilities and lease them to Orianna under a master lease which expires in 2026. The four facility lease is being accounted for as an operating lease. We have not recognized any income on this operating lease for the period from July 1, 2017 through March 31, 2018, as Orianna did not pay the contractual amounts due and collectability is uncertain. Our recorded investment in this operating lease was \$37.8 million as of March 31, 2018.

NOTE 4 – MORTGAGE NOTES RECEIVABLE

As of March 31, 2018, mortgage notes receivable relate to 28 fixed rate mortgages on 49 long-term care facilities. The mortgage notes are secured by first mortgage liens on the borrowers' underlying real estate and personal property. The mortgage notes receivable relate to facilities located in nine states that are operated by six independent healthcare operating companies. We monitor compliance with mortgages and when necessary have initiated collection, foreclosure and other proceedings with respect to certain outstanding mortgage notes.

Mortgage interest income is recognized as earned over the terms of the related mortgage notes, typically using the effective yield method. Allowances are provided against earned revenues from mortgage interest when collection of amounts due becomes questionable or when negotiations for restructurings of troubled operators lead to lower expectations regarding ultimate collection. When collection is uncertain, mortgage interest income on impaired mortgage loans is recognized as received after taking into account the application of security deposits.

The principal amounts outstanding of mortgage notes receivable, net of allowances, were as follows:

	March 31, 2018	December 31, 2017
	(in thousands)	
Mortgage note due 2024; interest at 10.18%	\$112,500	\$ 112,500
Mortgage note due 2029; interest at 9.68%	410,399	410,763
Other mortgage notes outstanding ⁽¹⁾	135,325	152,874
Mortgage notes receivable, gross	658,224	676,137
Allowance for loss on mortgage notes receivable ⁽²⁾	(4,905)	(4,905)
Total mortgages – net	\$653,319	\$ 671,232

⁽¹⁾ Other mortgage notes outstanding have stated interest rates ranging from 8.35% to 12.0% per annum and maturity dates through 2029.

The allowance for loss on mortgage notes receivable relates to one mortgage with an operator. The carrying value ⁽²⁾and fair value of the mortgage note receivable is approximately \$1.5 million at March 31, 2018 and December 31, 2017.

Mortgage notes paid off

In January 2018, one of our operators repaid two construction loans with a total outstanding balance of approximately \$21.2 million. These construction loans bore interest at 8.75%.

NOTE 5 – OTHER INVESTMENTS

A summary of our other investments is as follows:

	March 31, 2018	December 31, 2017
	(in thousands)	
Other investment note due 2019; interest at 11.59%	\$49,771	\$49,708

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Other investment note due 2020; interest at 14.00%	50,793	49,490
Other investment note due 2022, interest at 9.00%	31,987	31,987
Other investment note due 2030; interest at 6.66%	50,000	50,000
Other investment notes outstanding ⁽¹⁾	140,071	95,530
Other investments, gross	322,622	276,715
Allowance for loss on other investments ⁽²⁾	(373)	(373)
Total other investments	\$322,249	\$276,342

⁽¹⁾Other investment notes have maturity dates through 2028 and interest rates ranging from 6.0% to 12.0% per annum.

⁽²⁾The allowance for loss on other investments relates to one loan with an operator that has been fully reserved at March 31, 2018 and December 31, 2017.

Other investment notes due 2018 and 2022

In March 2018, we agreed to provide senior secured superpriority DIP financing to Orianna consisting of a \$14.2 million term loan and a \$15.8 million revolving credit facility. The DIP financing has been approved by the Bankruptcy Court on an interim basis and remains subject to final Bankruptcy Court approval. The DIP financing is secured by a security interest in and liens on substantially all of Orianna's existing and future real and personal property. The \$14.2 million term loan bears interest at 1-month LIBOR plus 5.5% per annum and matures on September 30, 2018. Orianna has borrowed the full amount of the term loan to repay their previous secured working capital lender. As of March 31, 2018, approximately \$14.2 million is outstanding on this term loan. The \$15.8 million revolving credit facility bears interest at 1-month LIBOR plus 9.0% per annum and matures on September 30, 2018. The borrowings under the revolving credit facility are to be used for general business expenses and other uses permitted under the loan documents. As of March 31, 2018, approximately \$10.3 million is outstanding on this revolving credit facility.

In May 2017, we provided Orianna an \$18.8 million maximum borrowing secured revolving working capital loan that bears interest at 9% per annum (with one-half (1/2) of all accrued interest to be paid-in-kind and added to the loan balance) and matures on April 30, 2022. This revolving working capital loan has a default rate of 5% per annum. As of March 31, 2018, approximately \$15.2 million is outstanding on this revolving working capital loan. Pursuant to the Bankruptcy Court's interim order approving the DIP financing, Orianna is obligated to pay one-half (1/2) of all accrued post-bankruptcy interest payable on this revolving working capital loan at the default rate. As of March 31, 2018, our total other investments outstanding with Orianna approximate \$39.7 million.

Other investment notes due 2020

On July 29, 2016, we provided Genesis HealthCare, Inc. ("Genesis") a \$48.0 million secured term loan bearing interest at LIBOR with a floor of 1% plus 13% maturing on July 29, 2020. The \$48.0 million term loan (including the \$16.0 million term loan discussed below) is secured by a perfected first priority lien on and security interest in the collateral of Genesis. The term loan required monthly principal payments of \$0.25 million through July 2019, and \$0.5 million from August 2019 through maturity. In addition, a portion of the monthly interest accrued to the outstanding principal balance of the loan. In November 2017, we provided Genesis forbearance through February 2018. The forbearance allowed for the deferral of principal payments and permitted Genesis to accrue all interest due to the outstanding principal balance of the loan.

On March 6, 2018, we amended certain terms of the \$48.0 million secured term loan. As of February 22, 2018, the \$48.0 million term loan bears interest at a fixed rate of 14% per annum, of which 9% per annum will be paid-in-kind. Additionally, the amended term loan does not require monthly payments of principal. All principal and accrued and unpaid interest will be due at maturity on July 29, 2020.

Also on March 6, 2018, we provided Genesis an additional \$16.0 million secured term loan bearing interest at a fixed rate of 10% per annum, of which 5% per annum will be paid-in-kind and matures on July 29, 2020. As of March 31, 2018, approximately \$16.0 million is outstanding on this term loan.

In connection with the Genesis master lease and term loan amendments referenced above, in December 2017 and March 2018, we received warrants to purchase a total of 1.5 million shares of Genesis common stock.

Other investments note due 2020

On December 28, 2017, we provided \$10.0 million of financing to a third-party to acquire ten SNFs previously owned by us. The loan bears interest at 10% per annum and requires principal payments of \$5.0 million in December 2018, \$2.0 million in December 2019 and \$3.0 million at maturity in December 2020. In March 2018, the third-party buyer repaid \$5.0 million related to this financing.

NOTE 6 – INVESTMENT IN UNCONSOLIDATED JOINT VENTURE

On November 1, 2016, we invested approximately \$50.0 million for an approximate 15% ownership interest in a joint venture operating as Second Spring Healthcare Investments. The other approximate 85% interest is owned by affiliates of Lindsey Goldberg LLC. We account for the joint venture using the equity method. On November 1, 2016, the joint venture acquired 64 SNFs for approximately \$1.1 billion and leased them to Genesis.

We receive asset management fees from the joint venture for services provided. For the three months ended March 31, 2018 and 2017, we recognized \$0.5 million of asset management fees in each period. These fees are included in miscellaneous income in the accompanying Consolidated Statements of Operations. The accounting policies for the unconsolidated joint venture are the same as those of the Company.

NOTE 7 – ASSETS HELD FOR SALE

The following is a summary of our assets held for sale:

	Properties Held For Sale Number of Properties	Net Book Value (in thousands)
December 31, 2017	22	\$ 86,699
Properties sold/other ⁽¹⁾	(5)	(9,307)
Properties added ⁽²⁾	16	66,027
March 31, 2018 ⁽³⁾	33	\$ 143,419

(1) In the first quarter of 2018, we sold five facilities for approximately \$13.1 million in net cash proceeds recognizing a gain on sale of approximately \$3.5 million.

In the first quarter of 2018, we recorded \$3.5 million of impairments to reduce 16 facilities and one ancillary building's net book value to their estimated fair values less costs to sell before they were reclassified to assets held for sale.

(3) We plan to sell the facilities classified as assets held for sale at March 31, 2018 within the next twelve months.

NOTE 8 – INTANGIBLES

The following is a summary of our intangibles as of March 31, 2018 and December 31, 2017:

	March 31, 2018	December 31, 2017
	(in thousands)	
Assets:		
Goodwill	\$645,214	\$ 644,690
Above market leases	\$22,426	\$ 22,426
In-place leases	167	167
Accumulated amortization	(17,300)	(17,059)
Net intangible assets	\$5,293	\$ 5,534

Liabilities:

Below market leases	\$ 164,443	\$ 164,443
Accumulated amortization	(86,752)	(83,824)
Net intangible liabilities	\$77,691	\$ 80,619

Above market leases and in-place leases, net of accumulated amortization, are included in other assets on our Consolidated Balance Sheets. Below market leases, net of accumulated amortization, are included in accrued expenses and other liabilities on our Consolidated Balance Sheets. The net amortization related to the above and below market leases is included in our Consolidated Statements of Operations as an adjustment to rental income.

For the three months ended March 31, 2018 and 2017, our net amortization related to intangibles was \$2.7 million and \$3.1 million, respectively. The estimated net amortization related to these intangibles for the remainder of 2018 and the subsequent four years is as follows: remainder of 2018 – \$7.4 million; 2019 – \$8.9 million; 2020 – \$8.8 million; 2021– \$8.2 million and 2022 – \$7.5 million. As of March 31, 2018, the weighted average remaining amortization period of above market leases and below market leases is approximately seven years and nine years, respectively.

The following is a summary of our goodwill as of March 31, 2018:

	(in thousands)
Balance as of December 31, 2017	\$ 644,690
Add: foreign currency translation	524
Balance as of March 31, 2018	\$ 645,214

NOTE 9 – CONCENTRATION OF RISK

As of March 31, 2018, our portfolio of real estate investments consisted of 973 healthcare facilities, located in 41 states and the U.K. and operated by 70 third-party operators. Our investment in these facilities, net of impairments and allowances, totaled approximately \$8.8 billion at March 31, 2018, with approximately 99% of our real estate investments related to long-term care facilities. Our portfolio is made up of 756 SNFs, 119 ALFs, 15 specialty facilities, one medical office building, fixed rate mortgages on 47 SNFs and two ALFs, and 33 facilities that are held for sale. At March 31, 2018, we also held other investments of approximately \$322.2 million, consisting primarily of secured loans to third-party operators of our facilities and a \$34.7 million investment in an unconsolidated joint venture.

At March 31, 2018, we had investments with one operator/or manager that exceeded 10% of our total investments: Ciena Healthcare (“Ciena”). Ciena generated 10% of our total revenues for the three months ended March 31, 2018. At March 31, 2018, the three states in which we had our highest concentration of investments were Texas (9%), Florida (9%) and Ohio (8%).

NOTE 10 – STOCKHOLDERS’/OWNERS’ EQUITY

The Board of Directors has declared common stock dividends as set forth below:

Record Date	Payment Date	Dividend per Common Share
January 31, 2018	February 15, 2018	\$ 0.66

April 30, 2018 May 15, 2018 \$ 0.66

On the same dates listed above, Omega OP Unit holders received the same distributions per unit as those paid to the common stockholders of Omega.

Dividend Reinvestment and Common Stock Purchase Plan

For the three months ended March 31, 2018, approximately 0.2 million shares of our common stock at an average price of \$25.87 per share were issued through our Dividend Reinvestment and Common Stock Purchase Plan for gross proceeds of approximately \$4.9 million.

Accumulated Other Comprehensive Loss

The following is a summary of our accumulated other comprehensive loss, net of tax where applicable:

	As of and For the Three Months Ended March 31,	
	2018	2017
	(in thousands)	
Foreign Currency Translation:		
Beginning balance	\$ (25,993)	\$ (54,948)
Translation gain	14,919	4,273
Realized gain	59	61
Ending balance	(11,015)	(50,614)
Derivative Instruments:		
Cash flow hedges:		
Beginning balance	1,463	(1,420)
Unrealized gain	&nb	