

**Report of Organizational Actions
Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
NATIONWIDE HEALTH PROPERTIES, INC.		95-3997619	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
BRIAN K. WOOD	502-357-9000		
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and Zip code of contact	
10350 ORMSBY PARK PLACE, SUITE 300		LOUISVILLE, KY 40223	
8 Date of action		9 Classification and description	
JULY 1, 2011		STOCK - COMMON	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
638620104		NHP	

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ ISSUER MERGED INTO VENTAS, INC. ON JULY 1, 2011. ISSUER'S COMMON STOCK WAS CONVERTED INTO VENTAS, INC. COMMON STOCK ON THAT DATE IN THE RATIO OF .7866 VENTAS, INC. SHARE FOR EACH ISSUER SHARE. THIS RATIO WAS FIXED ON FEBRUARY 27, 2011, THE DATE THE MERGER AGREEMENT WAS SIGNED.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ THE BASIS OF EACH ISSUER SHARE WAS CONVERTED TO THE BASIS OF THE RESPECTIVE .7866 VENTAS, INC. SHARE RECEIVED RECEIVED IN THE EXCHANGE. CASH WAS RECEIVED IN LIEU OF ANY FRACTIONAL SHARE REMAINING AFTER THE CONVERSION OF ALL THE SHARES OF HOLDER.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ A HOLDER'S BASIS IN A SHARE OF ISSUER STOCK WAS CONVERTED TO HOLDER'S BASIS IN .7866 SHARE OF THE RESPECTIVE VENTAS, INC. STOCK RECEIVED UNDER IRC 358 AND REGULATIONS THEREUNDER. FRACTIONAL SHARES WERE NOT CONVERTED AND WERE PAID IN CASH.

Part II **Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC SECTIONS 368(a) AND 358

18 Can any resulting loss be recognized? ▶ NO, EXCEPT WITH RESPECT TO ANY FRACTIONAL SHARE PAID IN CASH.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ THESE ACTIONS ARE EFFECTIVE ON THE DATE OF MERGER IDENTIFIED ABOVE.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ▶ /s/ BRIAN K. WOOD Date ▶ _____

Print your name ▶ BRIAN K. WOOD Title ▶ SENIOR VICE PRESIDENT, VENTAS, INC.

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.