

SECURITIES AND EXCHANGE COMMISSION

FORM 10-K/A

Annual report pursuant to section 13 and 15(d) [amend]

Filing Date: **1995-07-12** | Period of Report: **1994-12-31**
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FILER

HEALTH & RETIREMENT PROPERTIES TRUST

CIK: **803649** | IRS No.: **046558834** | State of Incorpor.: **MD** | Fiscal Year End: **1231**
Type: **10-K/A** | Act: **34** | File No.: **001-09317** | Film No.: **95553366**
SIC: **6798** Real estate investment trusts

Mailing Address
400 CENTRE STREET
NEWTON MA 02158

Business Address
400 CENTRE ST
NEWTON MA 02158
6173323990

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

FORM 10-K/A
(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 [FEE REQUIRED]

For the Fiscal Year Ended December 31, 1994

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE EXCHANGE
ACT OF 1934 [NO FEE REQUIRED]

For the transition period from _____ to _____

Commission File Number 1-9317

HEALTH AND RETIREMENT PROPERTIES TRUST
(Exact name of registrant as specified in its charter)

Maryland
(State or other
jurisdiction of
incorporation)

04-6558834
(I.R.S. Employer
Identification No.)

400 Centre Street
Newton, Massachusetts
(Address of principal
executive offices)

02158
(Zip Code)

617-332-3990

(Registrant's telephone number, including area code)

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

Title of each class	Name of each exchange on which registered
Common Shares of Beneficial Interest	New York Stock Exchange
Floating Rate Senior Notes, Series A, Due 1999	New York Stock Exchange
Floating Rate Senior Notes,	

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

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

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

The aggregate market value of the voting stock of the registrant held by non-affiliates was \$823,402,873 based on the \$14.875 closing price per share for such stock on the New York Stock Exchange on March 29, 1994. For purposes of this calculation, 1,013,651 shares held by HRPT Advisors, Inc. (the "Advisor"), a total of 2,777,768 shares held by the Advisor solely in its capacity as voting trustee under certain voting trust agreements, and an aggregate of 33,935 shares held by the trustees and executive officers of the registrant, have been included in the number of shares held by affiliates.

Number of the registrant's Common Shares of Beneficial Interest, \$.01 par value ("Shares"), outstanding as of March 15, 1995: 59,162,768.

DOCUMENTS INCORPORATED BY REFERENCE

Part III of this Annual Report on Form 10-K is incorporated herein by reference from the Company's definitive Proxy Statement for the annual meeting of shareholders currently scheduled to be held on May 16, 1995.

THE DECLARATION OF TRUST ESTABLISHING THE COMPANY, DATED OCTOBER 9, 1986, A COPY OF WHICH, TOGETHER WITH ALL AMENDMENTS THERETO (THE "DECLARATION"), IS DULY FILED IN THE OFFICE OF THE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, PROVIDES THAT THE NAME "HEALTH AND RETIREMENT PROPERTIES TRUST" REFERS TO THE TRUSTEES UNDER THE DECLARATION COLLECTIVELY AS TRUSTEES, BUT NOT INDIVIDUALLY OR PERSONALLY, AND THAT NO TRUSTEE, OFFICER, SHAREHOLDER, EMPLOYEE OR AGENT OF THE TRUST SHALL BE HELD TO ANY PERSONAL LIABILITY, JOINTLY OR SEVERALLY, FOR ANY OBLIGATION OF, OR CLAIM AGAINST, THE TRUST. ALL PERSONS DEALING WITH THE TRUST, IN ANY WAY, SHALL LOOK ONLY TO THE ASSETS OF THE TRUST FOR THE PAYMENT OF ANY SUM OR THE PERFORMANCE OF ANY OBLIGATION.

Item 14. Exhibits, Financial Statement Schedules, and Reports on Form 8-K.

(a) Index to Financial Statements and Financial Statement Schedules

HEALTH AND RETIREMENT PROPERTIES TRUST

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The following financial schedules are included:

III -- Real Estate and Accumulated Depreciation	F-16
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All other schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions or are inapplicable, and therefore have been omitted.

Exhibits:

3.1	-	July 1994 Amended and Restated Declaration of Trust*
3.2	-	Amended and Restated By-Laws*
4.1	-	Form of Series A Note*
4.2	-	Form of Series B Note*
4.3	-	Shawmut Bank, N.A. Indenture dated as of June 1, 1994*
4.4	-	Supplemental Shawmut Bank, N.A., Indenture dated as of June 29, 1994*
4.5	-	Rights Agreement (1)
9.1	-	AMS Voting Trust Agreement*
9.2	-	Amended and Restated AMS Voting Trust Agreement*
10.1	-	Advisory Agreement, as amended *(+)

- 10.2 - Second Amendment to Advisory Agreement *(+)
- 10.3 - Incentive Share Award Plan*(+)
- 10.4 - Master Lease Document*
- 10.5 - HRPT Shares Pledge Agreement*
- 10.6 - AMS Properties Security Agreement*
- 10.7 - AMS Subordination Agreement*
- 10.8 - AMS Guaranty*
- 10.9 - AMS Pledge Agreement (pledging shares of AMSP)*
- 10.10 - AMS Holding Co. Pledge Agreement (pledging shares of AMS)*
- 10.11 - Amended and Restated Renovation Funding Agreement*
- 10.12 - Amendment to AMS Transaction Documents*
- 10.13 - GCI Master Lease Document*
- 10.14 - Amended and Restated HRP Shares Pledge Agreement*

- 10.15 - Guaranty, Cross-Default and Cross-Collateralization Agreement*
- 10.16 - CSC \$8,000,000 Working Capital Promissory Note*
- 10.17 - Marriott Senior Living Services Purchase and Sale Agreement*
- 10.18 - Connecticut Subacute Corporation II Lease Document Waterbury*
- 10.19 - Connecticut Subacute Corporation II Lease Document Cheshire*
- 10.20 - Connecticut Subacute Corporation II Lease Document New Haven*
- 10.21 - Vermont Subacute/New Hampshire Subacute Corporation Master Lease Agreement (Chapple)*
- 10.22 - Amended and Restated Agreement and Plan of Reorganization (Chapple)*
- 10.23 - March 1995 Second Amended and Restated Revolving Loan Agreement*
- 10.24 - Purchase Option Agreement*
- 12.1 - Earnings to Fixed Charges*
- 21.1 - Subsidiaries of the Registrant*
- 23.1 - Consent of Ernst & Young*
- 23.2 - Consent of Arthur Anderson (Horizon)*
- 23.3 - Consent of Arthur Anderson (Marriott) (2)
- 25.1 - Powers of Attorney*
- 27.1 - Financial Data Schedule*

(*) Previously Filed

(+) Management contract or compensatory plan or arrangement

- (1) Incorporated by reference to the Company's Current Report on Form 8-K dated October 6, 1994.
- (2) Filed herewith.
- (b) Reports on Form 8-K

No reports on Form 8-K were filed during the last quarter of the period covered by this report.

HEALTH AND RETIREMENT PROPERTIES TRUST

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned duly authorized.

HEALTH AND RETIREMENT PROPERTIES TRUST
(Registrant)

Date: July 10, 1995

By: /s/ David J. Hegarty
David J. Hegarty, President

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in the Company's registration statement (file number 33-35175) of our report dated January 27, 1995 included in the Marriott International, Inc. Form 10-K for the year ended December 30, 1994, and to all references to our Firm included in the registration statement.

ARTHUR ANDERSEN LLP

Washington, D.C.
July 10, 1995