

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name  HEALTH CARE REIT, INC.		<b>2</b> Issuer's employer identification number (EIN)  34-1096634	
<b>3</b> Name of contact for additional information  CHERYL SURGO	<b>4</b> Telephone No. of contact  419-247-2800	<b>5</b> Email address of contact  CSURGO@HCREIT.COM	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact  4500 DORR STREET		<b>7</b> City, town, or post office, state, and Zip code of contact  TOLEDO, OH 43615-4040	
<b>8</b> Date of action  12/31/2011		<b>9</b> Classification and description  COMMON STOCK DIVIDENDS	
<b>10</b> CUSIP number  42217K106	<b>11</b> Serial number(s)  N/A	<b>12</b> Ticker symbol  HCN	<b>13</b> Account number(s)  N/A

**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 ▶ Health Care REIT, Inc. is organized and operates as a real estate investment trust (REIT) as defined under Section 856(a) of the Code. Pursuant to Section 857(a)(1) of the Code, Health Care REIT, Inc. is required to distribute 90% of its REIT taxable income during each taxable year for which it has made an election to be a REIT or has made an election to be taxed as a REIT in a prior year for which such election has not been terminated or revoked. As of December 31, 2011, Health Care REIT, Inc. has elected to to be taxed as a REIT in accordance with Section 856(c)(1) of the Code. As of 12/31/2011, Health Care REIT, Inc. had one class of stock (common) for which distributions of property were made that resulted in an adjustment to the basis of that stock in the hands of its respective shareholders. Distributions of property in the form of dividends treated as a return of capital were made on the following payment dates: February 22, 2011, May 20, 2011, August 19, 2011, and November 21, 2011. The dates upon which shareholders of record were measured were as follows: February 8, 2011, May 10, 2011, August 9, 2011, and November 8, 2011. As of December 31, 2011, there were 192,275,248 shares of common stock outstanding.

**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 quantitative effect of the distributions reported as a return of capital on a per share basis are set forth in the table below:

Record Date	Payment Date	Total Dividend	Return of Capital
8 February 11	22 February 11	\$0.6900	\$0.3463
10 May 11	20 May 11	\$0.7150	\$0.3588
9 August 11	19 August 11	\$0.7150	\$0.3588
8 November 11	21 November 11	\$0.7150	\$0.3588

**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 ▶ The calculation for the return of capital portion of dividends made to common stock shareholders of Health Care REIT, Inc. during 2011, represents the total distributions made to Health Care REIT, Inc. common shareholders less the amount attributed to ordinary income, capital gains, and unrecaptured Section 1250 gain.

**Part II Organizational Action** (continued)

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ \_\_\_\_\_

[Section 316](#)

[Section 856](#)

[Section 857](#)

[Section 1250](#)

[Section 6042](#)

**18** Can any resulting loss be recognized? ▶ [No.](#)

**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [Reportable tax year ending December 31, 2011.](#)

**Sign Here**

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.

Signature ▶  /s/  Date ▶  1/17/12

Print your name ▶  Michael A. Crabtree  Title ▶  SVP & Treasurer

<b>Paid Preparer Use Only</b>	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.